



中國工商銀行股份有限公司
INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1398)

Second Proxy Form for the Extraordinary General Meeting to be postponed to 29 November 2011

I / We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ^(Note 2) H shares of RMB1.00 each in the capital of Industrial and Commercial Bank of China Limited (the
"Bank"), hereby appoint the Chairman of the meeting or ^(Note 3) _____ of _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the "Meeting") of the Bank re-scheduled to be held at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Tuesday, 29 November 2011 at 9:30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions set out in the notice and supplemental notice convening the Meeting, and voting on behalf of me/us under my/our name as indicated below ^(Note 4) in respect of the resolutions to be proposed at the Meeting and any of its adjournment.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Bank dated 10 October 2011 and the supplemental circular of the Bank dated 12 November 2011.

Special Resolution		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
1	To approve the new issue of subordinated bonds on the terms and conditions as set out in the circular dated 10 October 2011.			
Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
2	To consider and approve the appointment of Mr. Jiang Jianqing as executive director of the Bank.			
3	To consider and approve the appointment of Mr. Yang Kaisheng as executive director of the Bank.			
4	To consider and approve the appointment of Mr. Wong Kwong Shing, Frank as independent non-executive director of the Bank.			
5	To consider and approve the appointment of Mr. Tian Guoqiang as independent non-executive director of the Bank.			
6	To consider and approve the appointment of Ms. Wang Chixi as shareholder supervisor of the Bank.			
7	To consider and approve the appointment of Mr. Huan Huiwu as non-executive director of the Bank.			
8	To consider and approve the appointment of Ms. Wang Xiaoya as non-executive director of the Bank.			
9	To consider and approve the appointment of Ms. Ge Rongrong as non-executive director of the Bank.			
10	To consider and approve the appointment of Mr. Li Jun as non-executive director of the Bank.			
11	To consider and approve the appointment of Mr. Wang Xiaolan as non-executive director of the Bank.			
12	To consider and approve the appointment of Mr. Yao Zhongli as non-executive director of the Bank.			

Dated _____ 2011 Shareholder's Signature ^(Note 5) _____

- Notes:
- Important: You should first read the circular of the Bank dated 10 October 2011 and the supplemental circular of the Bank dated 12 November 2011 before appointing a proxy.
- Please insert full name(s) and address as registered in the register of members in **BLOCK CAPITALS**.
 - Please insert the number of shares registered in your name(s) relating to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
 - If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting or" and insert the full name and address of the proxy (or proxies) desired in the space provided. If you are a shareholder of the Bank who is entitled to attend and vote at the Meeting convened by the aforementioned notice, you are entitled to appoint one or more proxies to attend and vote on your behalf. A proxy need not be a shareholder of the Bank. **Any changes to this proxy form should be initialled by the person who signs it.**
 - IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE ABSTAINED THE RESOLUTION, TICK THE BOX MARKED "ABSTAINED".** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
 - This proxy form must be signed by you, or your attorney duly authorised in writing or, if you are a corporation, must either be executed under the common seal or under the hand of a director or duly authorised attorney(s). If this proxy form is signed by an attorney of a shareholder, the power of attorney or other authority (if any) under which it is signed must be notarised.
 - In the case of joint holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting whether attending in person or by proxy, the vote of the person, whose name stands first on the register of members of the Bank in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
 - To be valid, this proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the H share registrar of the Bank by hand or by post not less than 24 hours before the time fixed for the holding of the Meeting or any adjournment thereof (as the case may be) (the "Closing Time"). Completion and delivery of this proxy form will not preclude shareholders from attending and voting at the Meeting if she/he so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked. The H share registrar of the Bank is Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
 - Document of evidence must be shown by shareholder(s) or proxies to attend the Meeting.
 - IMPORTANT: A SHAREHOLDER OF THE BANK WHO HAS ALREADY LODGED THE PROXY FORM WHICH WAS SENT TOGETHER WITH THE NOTICE OF THE MEETING DATED 10 OCTOBER 2011 (THE "ORIGINAL PROXY FORM") SHOULD NOTE THAT:**
 - This second proxy form lodged with the H Share registrar of the Bank before the Closing Time will revoke and supersede the Original Proxy Form previously lodged by him/her. This second proxy form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
 - If no second proxy form is lodged with the H Share registrar of the Bank, the Original Proxy Form will remain valid and effective to the fullest extent applicable if correctly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Meeting, including the additional resolutions numbered 7 to 12 mentioned above which were not set out in the Original Proxy Form.