



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)

Proxy Form for the Second Extraordinary General Meeting of 2012
to be held on 2 November 2012

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 to be held at B3 Academic Exchange, Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Friday, 2 November 2012 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 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 meaning as those defined in the circular of the Bank dated 14 September 2012.

Special Resolution		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
1	To consider and approve the proposed amendments to the Articles of Association of Industrial and Commercial Bank of China Limited as set out in Appendix I to the circular of the Bank dated 14 September 2012 and to authorize the Chairman and the President to make further adjustments or amendments according to the regulators' recommendations on amendments.			
Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
2	To consider and approve the 2012–2014 Capital Planning of Industrial and Commercial Bank of China as set out in Appendix II to the circular of the Bank dated 14 September 2012.			
3	To consider and approve the appointment of KPMG Huazhen as external auditors of the Bank for 2013 and to fix the aggregate audit fees for 2013 at RMB133.6 million, among which RMB77.51 million will be paid for annual audit, RMB35.48 million for interim review, RMB4.64 million each for agreed-upon procedures of financial information of the first and third quarters and RMB11.33 million for internal control audit.			

Dated _____ 2012

Shareholder's Signature ^(Note 5) _____

Notes:

Important: You should first read the circular of the Bank dated 14 September 2012 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 (in person or by proxy) 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). 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.
- Identification documents must be shown by shareholder(s) or proxies to attend the Meeting.