



中国工商银行

INDUSTRIAL AND COMMERCIAL BANK OF CHINA

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)

Extraordinary General Meeting of
Industrial and Commercial Bank of China Limited (the "Bank")
to be held on 21 March 2007

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ^(Note 2) A shares/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 ^(Note 3) or _____
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 The Westin Beijing Financial Street, 9B Financial Street, Xicheng District, Beijing, the People's Republic of China at 9:30 a.m. on Wednesday, 21 March 2007 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 2 February 2007 (the "Circular").

Ordinary resolutions		For ^(Note 4)	Against ^(Note 4)
1	To approve the amended Procedural Rules of Shareholders' General Meeting as set out in Appendix I to the Circular.		
2	To approve the amended Procedural Rules of the Board as set out in Appendix II to the Circular.		
3	To approve the amended Procedural Rules of the Supervisory Committee as set out in Appendix III to the Circular.		
4	To approve the purchase of directors' and officers' liability insurance for the directors, supervisors and senior management of the Bank.		
5	To approve the adoption of the standard policy for determining the amount of allowance to be paid to the independent non-executive directors and external supervisors of the Bank.		
6	To approve the adoption of the remuneration plan for the internal supervisors of the Bank.		

Dated: _____ 2007 Shareholder's Signature ^(Note 5) _____

Notes:
Important: You should first review the circular dated 2 February 2007 before appointing a proxy.

- Please insert full name(s) in BLOCK CAPITALS and address as registered in the register of members.
- Please insert the number of shares registered in your name(s) relating to this form of proxy. If no number is inserted, this proxy form will be deemed to relate to all shares registered in your name(s). Please strike out the type of shares (A shares or H shares) to which this proxy form does not relate.
- 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 this 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 IN THE BOX MARKED "AGAINST". 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 form of proxy must be signed by you, or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised. 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 Bank's Board of Directors' office (for holders of A shares) or the H Share Registrar of the Bank (for holders of H shares) in person 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. The Bank's Board of Directors' office is at No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC, Post code: 100032. The H Share Registrar of the Bank is Computershare Hong Kong Investor Services Limited, whose address is at 46th 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.