



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  
USD Preference Shares Stock Code: 4603  
EUR Preference Shares Stock Code: 4604  
RMB Preference Shares Stock Code: 84602

Proxy Form for the Second Extraordinary General Meeting of 2015 to be held on 21 December 2015

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> 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 <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the second extraordinary general meeting of 2015 (the "EGM") of the Bank to be held at Industrial and Commercial Bank of China Limited, No. 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Monday, 21 December 2015 at 2:30 p.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions set out in the notice convening the EGM, and voting on behalf of me/us under my/our name as indicated below <sup>(Note 4)</sup> in respect of the resolution to be proposed at the EGM 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 6 November 2015.

Ordinary Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
1.	Proposal on the Election of Mr. Hong Yongmiao as Independent Director of Industrial and Commercial Bank of China Limited.			
2.	Proposal on the Election of Mr. Yang Siu Shun as Independent Director of Industrial and Commercial Bank of China Limited.			
3.	Proposal on the Election of Mr. Tang Guliang as External Supervisor of Industrial and Commercial Bank of China Limited.			
4.	Proposal on the Election of Mr. Qu Qiang as External Supervisor of Industrial and Commercial Bank of China Limited.			
Special Resolution		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
5.	Proposal on Amending Certain Clauses of the Plan on Authorisation of the Shareholders' General Meeting to the Board of Directors.			
Ordinary Resolution		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
6.	Proposal on the Payment Plan of Remuneration to Directors and Supervisors for 2014.			

Dated \_\_\_\_\_

Shareholder's Signature <sup>(Note 5)</sup> \_\_\_\_\_

Notes:

Important: You should first read the circular of the Bank dated 6 November 2015 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 EGM 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 INITIALED 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 EGM other than those referred to in the notice convening the EGM.
- 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 EGM, 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 EGM 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, by post or by fax not less than 24 hours before the time fixed for the holding of the EGM 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 EGM 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 (Tel: (852) 2862 8555, Fax: (852) 2865 0990).
- Identification documents must be shown by shareholder(s) or proxies to attend the EGM.