



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 Holders of H Shares for the First Extraordinary General Meeting of 2018
to be Held on 21 November 2018

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 First Extraordinary General Meeting of 2018 (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 Wednesday, 21 November 2018 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 ^(Note 4) 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 28 September 2018.

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
1	Proposal on the Election of Mr. Zheng Fuqing as Non-executive Director of Industrial and Commercial Bank of China Limited			
2	Proposal on the Election of Mr. Fei Zhoulin as Non-executive Director of Industrial and Commercial Bank of China Limited			
3	Proposal on the Election of Mr. Nout Wellink as Independent Director of Industrial and Commercial Bank of China Limited			
4	Proposal on the Election of Mr. Fred Zulu Hu as Independent Director of Industrial and Commercial Bank of China Limited			
5	Proposal on the Election of Mr. Qu Qiang as External Supervisor of Industrial and Commercial Bank of China Limited			
6	Proposal on the Payment Plan of Remuneration to Directors for 2017			
7	Proposal on the Payment Plan of Remuneration to Supervisors for 2017			
Special Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
8	Proposal to Issue Eligible Tier 2 Capital Instruments			
9	Proposal on the General Mandate to Issue Shares by Industrial and Commercial Bank of China Limited			
10	Proposal on the Domestic Preference Share Issuance Plan of Industrial and Commercial Bank of China Limited. The items to be individually approved are as follows:			
10.01	Type of Preference Shares to be issued			
10.02	Number of Preference Shares to be issued and issue size			
10.03	Method of issuance			
10.04	Par value and issue price			
10.05	Maturity			
10.06	Target investors			
10.07	Lock-up period			
10.08	Terms of distribution of dividends			

Special Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
10.09	Terms of mandatory conversion			
10.10	Terms of conditional redemption			
10.11	Restrictions on voting rights			
10.12	Restoration of voting rights			
10.13	Order of distribution of residual assets and basis for liquidation			
10.14	Rating			
10.15	Security			
10.16	Use of proceeds from the issuance of the Domestic Preference Shares			
10.17	Transfer			
10.18	Relationship between domestic and offshore issuance			
10.19	The validity period of the resolution in respect of the issuance of the Domestic Preference Shares			
10.20	The application and approval procedures to be completed for the issuance			
10.21	Matters relating to authorisation			
11	Proposal on the Offshore Preference Share Issuance Plan of Industrial and Commercial Bank of China Limited. The items to be individually approved are as follows:			
11.01	Type of Preference Shares to be issued			
11.02	Number of Preference Shares to be issued and issue size			
11.03	Method of issuance			
11.04	Par value and issue price			
11.05	Maturity			
11.06	Target investors			
11.07	Lock-up period			
11.08	Terms of distribution of dividends			
11.09	Terms of mandatory conversion			
11.10	Terms of conditional redemption			
11.11	Restrictions on voting rights			
11.12	Restoration of voting rights			
11.13	Order of distribution of residual assets and basis for liquidation			
11.14	Rating			
11.15	Security			
11.16	Use of proceeds from the issuance of the Offshore Preference Shares			
11.17	Transfer			
11.18	Relationship between offshore and domestic issuance			
11.19	The validity period of the resolution in respect of the issuance of the Offshore Preference Shares			
11.20	The application and approval procedures to be completed for the issuance			
11.21	Matters relating to authorisation			
Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstained ^(Note 4)
12	Proposal on the Impact on Dilution of Immediate Returns of the Issuance of Preference Shares and the Remedial Measures of Industrial and Commercial Bank of China Limited			
13	Proposal on Formulating the Shareholder Return Plan for 2018 to 2020 of Industrial and Commercial Bank of China			

Dated _____

Signature of holders for H shares^(Note 5) _____

Notes:

Important: You should first read the circular of the Bank dated 28 September 2018 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.