



中國工商銀行(亞洲)

ICBC (Asia)

Industrial and Commercial Bank of China (Asia) Limited

中國工商銀行(亞洲)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 349)

Form of Proxy for Extraordinary General Meeting to be held at 10:00 a.m. on Monday, 31 December 2007

I/We (Note 1) _____

of _____

being the registered holder(s) of _____ shares (Note 2) of HK\$2.00 each in the share capital of Industrial and Commercial Bank of China (Asia) Limited (the "Bank"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING

(who represents _____ shares held by me/us) (Note 3)

and/or _____

of _____

(who represents _____ shares held by me/us) (Note 3)

and/or _____

of _____

(who represents _____ shares held by me/us) (Note 3) as my/our proxy to attend and vote for me/us at the extraordinary general meeting (or at any adjournment thereof) of the Bank to be held at 33rd Floor, ICBC Tower, 3 Garden Road, Central, Hong Kong at 10:00 a.m. on Monday, 31 December 2007 for the purposes of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the ordinary resolution as indicated below (Note 4).

Table with 3 columns: RESOLUTION, FOR, AGAINST. Row 1: Ordinary Resolution — To approve the Ongoing Banking Transactions (as set out in the Notice of the Meeting)

Dated this _____ day of _____ 2007

Shareholder's signature: (Note 5) _____

Notes:

- 1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) in which the proxy relates to.
3. If any proxy other than the Chairman of the meeting is preferred, please strike out "THE CHAIRMAN OF THE MEETING... and/or" and insert the name and address of the proxy desired in the space provided.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorized.
6. In the case of joint registered holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Bank.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Bank's Share Registrars, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
8. The proxy need not be a member of the Bank but must attend the meeting in person to represent you.
9. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or at any adjournment thereof) if you so wish. In such event, this form of proxy will be deemed to have been revoked.
10. Votes given by proxy will not be counted if members attend the meeting and vote in person in respect of the same shares.