



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 THE EXTRAORDINARY GENERAL MEETING OF
THE SHAREHOLDERS OF THE COMPANY TO BE HELD ON
TUESDAY, 9 NOVEMBER 2010 AT 10:30 A.M.
(or as soon thereafter as the Court Meeting (as defined below)
shall have been concluded or adjourned)
(or any adjournment thereof)

I/We, ^(Note 1) _____
of _____,
being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$2.00 each in the
capital of Industrial and Commercial Bank of China (Asia) Limited (the "Company"), **HEREBY APPOINT** the Chairman of
the Extraordinary General Meeting (as defined below), or ^(Note 3) _____,
of _____, as my/our proxy to
attend and act for me/us and on my/our behalf at the Extraordinary General Meeting of the holders of ordinary shares of
HK\$2.00 each in the capital of the Company (or at any adjournment thereof) (the "Extraordinary General Meeting") to be
held at The Connaught Room, 1/F, Mandarin Oriental, Hong Kong, 5 Connaught Road Central, Hong Kong on Tuesday, 9
November 2010 at 10:30 a.m. (or as soon thereafter as the meeting of certain holders of the ordinary shares of HK\$2.00 each
in the capital of the Company convened by direction of the High Court of the Hong Kong Special Administrative Region for
the same day and place shall have been concluded or adjourned (the "Court Meeting")), for the purpose of considering and,
if thought fit, passing the special resolution as set out in the notice convening the Extraordinary General Meeting and at such
Extraordinary General Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the special
resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
TO APPROVE, INTER ALIA, THE SCHEME AND THE RELATED REDUCTION OF AUTHORISED AND ISSUED SHARE CAPITAL OF THE COMPANY AND THE ISSUE AND ALLOTMENT OF THE NEW SHARES AS DEFINED AND MORE PARTICULARLY SET OUT IN THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING		

Dated this _____ day of _____ 2010 Signature^(Note 5): _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of the ordinary shares of HK\$2.00 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares registered in your name(s).
3. If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words "the Chairman of the Extraordinary General Meeting (as defined below), or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Extraordinary General Meeting will act as your proxy. You are entitled to appoint not more than two persons of your own choice as your proxy or proxies to attend and, on a poll, vote in your stead. Your proxy need not be a member of the Company, but your proxy must attend the Extraordinary General Meeting to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, TICK IN THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her/its discretion.
5. This form of proxy must be signed by you or your attorney authorised in writing or, if the appointor is a corporation, must be either under its common seal or under the hand of an attorney or a duly authorised officer.
6. To be valid, this form together with the letter or power of attorney under which it is signed or a notarially certified copy thereof, in the case of a corporation, either under its common seal or under the hand of an attorney or a duly authorised officer in that behalf and to the satisfaction of the directors of the Company must be deposited at the Company's share registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the appointed time for the holding of the Extraordinary General Meeting or the adjourned meeting(s) or be handed to the Chairman of the Extraordinary General Meeting at the Extraordinary General Meeting if not so lodged. A vote cast by proxy shall not be invalidated by the revocation of the appointment of the proxy or of the authority under which the appointment was made unless notice in writing of such revocation shall have been received by the Company's share registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 24 hours before, or by the company secretary of the Company or the Chairman of the Extraordinary General Meeting on the day and at the place, but before the commencement, of the Extraordinary General Meeting or the adjourned meetings.
7. In the case of joint holders of a share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.