



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 Annual General Meeting to be held at 10:00 a.m. on Thursday, 27 April 2006

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 ... (who represents ... shares held by me/us) (Note 3) and/or ... (who represents ... shares held by me/us) (Note 3) as my/our proxy to attend and vote for me/us at the annual 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 Thursday, 27 April 2006 for the purposes of considering and, if thought fit, passing the ordinary resolutions 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 resolutions as indicated below (Note 4).

Table with 4 columns: Resolutions, For, Against. Rows include: 1. To receive and consider the audited Statement of Accounts and the Reports of the Directors and of the Auditors for the year ended 31 December 2005; 2. To declare a final dividend; 3. (i) To elect Mr. Zhu Qi as a Director; (ii) To elect Mr. Zhang Yi as a Director; (iii) To elect Professor Wong Yue Chim, Richard as an Independent Non-executive Director; (iv) To elect Mr. Tsui Yiu Wa, Alec as an Independent Non-executive Director; (v) To elect Mr. Yuen Kam Ho, George as an Independent Non-executive Director; 4. To approve the payment of Directors' fees for the year ended 31 December 2005; 5. To appoint PricewaterhouseCoopers as the Auditors of the Bank and to authorise the Directors to fix their remuneration; SPECIAL BUSINESS; 6. Ordinary Resolution - To grant a general mandate to the Directors to allot and issue additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Bank as at the date of passing this resolution; 7. Ordinary Resolution - To grant a general mandate to the Directors to repurchase shares of the Bank not exceeding 10% of the aggregate nominal amount of the issued share capital of the Bank as at the date of passing this resolution; 8. Ordinary Resolution - To extend, conditional upon the above Ordinary Resolution Nos. 6 and 7 being duly passed, the general mandate under item 6 hereof by increasing the number of shares permitted to be issued equivalent to the number of shares repurchased under item 7 hereof.

Dated this ... day of ... 2006

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. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Bank registered in your name(s).
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. You may appoint one or a maximum of two proxies to attend and, on a poll, to vote at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK IN THE BOXES MARKED "AGAINST". Failure to complete any or all boxes will entitle your proxy to cast his votes or abstain at his discretion. 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.
5. This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
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, 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.