



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 Friday, 22 May 2009

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 annual general meeting (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 Friday, 22 May 2009 for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Annual General Meeting and at the Annual General Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below (Note 4).

Table with 3 columns: RESOLUTIONS, FOR, AGAINST. Contains 9 rows of resolutions for the AGM, including financial statements, dividends, director elections, and share repurchases.

Dated this ... day of ... 2009.

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 RESOLUTIONS, TICK IN THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK IN THE BOXES 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 Annual General Meeting (or at 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 Annual General 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 Annual General Meeting (or at any adjournment thereof) and vote in person in respect of the same shares.