



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)

SCHEME OF ARRANGEMENT
IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1792 OF 2010

Form of Proxy for the Meeting of the holders of the Scheme Shares (as defined in the Scheme of Arrangement) convened by direction of the High Court of the Hong Kong Special Administrative Region to be held on Tuesday, 9 November 2010 at 10 a.m. (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 aforesaid Meeting, or (Note 3) _____,
of _____,
as my/our proxy to attend and act for me/us and on my/our behalf at the aforesaid Meeting of the holders of the Scheme Shares (or at any adjournment thereof) 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 a.m. for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the "Scheme of Arrangement") referred to in the Notice convening the Meeting; and, at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme of Arrangement (either with or without modification, as my/our proxy may approve) or against the Scheme of Arrangement as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Table with 2 columns: FOR (Note 4) and AGAINST (Note 4)

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.
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the aforesaid Meeting, or" and insert the name and address of the proxy desired in the space provided.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME OF ARRANGEMENT, TICK IN THE BOX MARKED "FOR", IF YOU WISH TO VOTE AGAINST THE SCHEME OF ARRANGEMENT, TICK IN THE BOX MARKED "AGAINST".
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 Meeting or the adjourned meeting(s) or be handed to the Chairman of the Meeting at the Meeting if not so lodged.
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.