



中國工商銀行股份有限公司

INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

Stock Code: 1398

USD Preference Shares Stock Code: 4620

Proxy Form for the First Extraordinary General Meeting of 2025 to be Held on 16 October 2025

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_,  
being the registered holder(s) of \_\_\_\_\_<sup>(Note 2)</sup> H shares of RMB1.00 each in the capital of Industrial and Commercial Bank of China Limited (the "Bank"), hereby appoint the **Chairman of the meeting** or<sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the First Extraordinary General Meeting of 2025 (the "EGM") of the Bank to be held at Head Office of Industrial and Commercial Bank of China Limited, 55 Fuxingmennei Avenue, Xicheng District, Beijing, PRC on Thursday, 16 October 2025 at 2:50 p.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions set out in the notice convening the EGM, and voting on behalf of me/us under my/our names as indicated below<sup>(Note 4 and Note 5)</sup> on the resolutions to be proposed at the EGM and any of its adjournment.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Bank dated 23 September 2025.

Ordinary Resolution (Non-cumulative Voting Resolution)		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
1.	Proposal on the Election of Mr. Duan Hongtao to be Appointed as Executive Director of ICBC			
Ordinary Resolutions (Cumulative Voting Resolutions)		Cumulative Voting Method <sup>(Note 5)</sup> (Please fill in the number of votes)		
2.00	Proposal on the Election of Independent Directors of ICBC			
2.01	Proposal on the Election of Mr. Norman Chan Tak Lam to be Reappointed as Independent Director of ICBC			
2.02	Proposal on the Election of Mr. Lee Kam Hung Lawrence to be Appointed as Independent Director of ICBC			

Dated \_\_\_\_\_ Shareholder's Signature<sup>(Note 6)</sup> \_\_\_\_\_

Notes:

Important: You should first read the circular of the Bank dated 23 September 2025 before appointing a proxy.

- Please insert full name(s) and address as registered in the register of members in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) relating to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "**the Chairman of the meeting** or" and insert the full name and address of the proxy (or proxies) desired in the space provided. If you are a Shareholder of the Bank who is entitled to attend and vote at the EGM convened by the aforementioned notice, you are entitled to appoint one or more proxies to attend and vote on your behalf. A proxy need not be a Shareholder of the Bank. **ANY CHANGES TO THIS PROXY FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE ABSTAINED FROM THE RESOLUTION, TICK THE BOX MARKED "ABSTAINED".** If no direction is given, the proxy will be entitled to vote or abstain as she/he thinks fit. Your proxy will also be entitled to vote at her/his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- When the Independent Directors are elected at this meeting, the Bank implements cumulative voting method. Please refer to the appendix to the proxy form for an explanation of voting methods by cumulative voting.
- This proxy form must be signed by you, or your attorney duly authorised in writing or, if you are a corporation, must either be executed under the common seal or under the hand of a director or duly authorised attorney(s). If this proxy form is signed by an attorney of a Shareholder, the power of attorney or other authority (if any) under which it is signed must be notarised.
- In the case of joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, on such share as if she/he were solely entitled thereto; but if more than one of such joint holders are present at the EGM whether attending in person or by proxy, the vote of the person, whose name stands first on the register of members of the Bank on such share (in person or by proxy) shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- To be valid, this proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the H share registrar of the Bank by hand or by post not less than 24 hours before the time fixed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and delivery of this proxy form will not preclude Shareholders from attending and voting at the EGM if she/he so wishes. In such event, the instrument appointing a proxy shall be deemed to be revoked. The H share registrar of the Bank is Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).
- Identification documents must be shown by Shareholder(s) or proxies to attend the EGM.

## APPENDIX

### EXPLANATION OF VOTING METHODS FOR ELECTING INDEPENDENT DIRECTORS BY CUMULATIVE VOTING

- I. The election of candidates for independent directors at the Shareholders' General Meeting shall be numbered as resolution groups respectively. Investors shall cast their votes for each candidate under each resolution group.
- II. The number of shares declared represents number of votes. For each resolution group, each share held by a shareholder shall be equivalent to the number of independent directors to be elected under that resolution group. If a shareholder holds 100 shares of a listed company, and the Shareholders' General Meeting is to elect 2 independent directors from 2 candidates, then the shareholder shall have 200 votes for the election of the resolution group of the board of directors.
- III. Shareholders' voting should be limited to the number of votes for election for each resolution group. Shareholders shall vote according to their own will, and they can cast their votes for a single candidate or cast their votes for different candidates in any combination. After the voting, the votes for each proposal shall be cumulatively calculated.
- IV. Example:

A listed company holds a Shareholders' General Meeting to elect its independent directors by cumulative voting; there are 2 independent directors to be elected, and 2 independent director candidates. The following matters need to be voted:

Cumulative Voting Resolutions		
4.00	Proposal on the Election of Independent Directors	Number of votes
4.01	Example: Chen ××	
4.02	Example: Zhao ××	

An investor holds 100 shares of the company at the close of trading on the record date. If the cumulative voting is adopted, he/she shall have 200 votes in proposal 4.00 "Proposal on the Election of Independent Directors".

The investor may vote at his/her own will on proposal 4.00 with the number of votes limited to 200. He/she may cast all 200 votes for a single candidate or distribute the votes for any candidates in any combination.

As shown in the table below:

No.	Resolution Name	Number of votes			
		Method 1	Method 2	Method 3	Method ...
4.00	Proposal on the Election of Independent Directors	—	—	—	—
4.01	Example: Chen ××	200	100	150	...
4.02	Example: Zhao ××	0	100	50	...