



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Industrial and Commercial Bank of China (Asia) Limited (the “**Company**”) will be held at 33/F., ICBC Tower, 3 Garden Road, Central, Hong Kong on Wednesday, 31 October, 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

- (1) “**THAT** conditional upon the listing of, and permission to deal in, the warrants referred to below (the “**Warrants**”) and any shares which may fall to be issued on exercise of subscription rights attaching to the Warrants being granted by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the directors of the Company (the “**Directors**”) be and they are hereby authorised:
- (a) to create and issue Warrants conferring rights to subscribe for one share in the capital of the Company in respect of each Warrant, at any time on or after Wednesday, 7 November, 2007 until Thursday, 6 November, 2008 (both dates inclusive), at an initial subscription price of HK\$20.00 per share (the “**Subscription Price**”) subject to the terms and conditions set out in the warrant instrument, a final draft of which was tabled at the meeting marked “A” and initialled by the Chairman of the Company for the purpose of identification and to issue the same by way of bonus to and among shareholders whose names appear on the register of members of the Company at the close of business on 15 October, 2007, in the proportion of one Warrant for every nine shares then held provided that:
- (i) in the case of any shareholder whose address as shown on the register of members of the Company on 15 October, 2007 is in the United States of America or Canada, then the Warrants shall not be issued to such shareholder but shall be aggregated and issued to a nominee to be named by the Directors and such Warrants shall be sold at such time as the nominee thinks fit and if a premium over expenses could be obtained upon such sale and the net proceeds of sale, after deduction of expenses, shall be distributed pro rata to such shareholders unless the amount falling to be distributed to any such shareholder shall be less than HK\$100 in which case such amount shall be retained for the benefit of the Company; and
- (ii) no fraction of a share will be issued or allotted pursuant to this resolution.
- (b) to allot and issue new shares in the capital of the Company arising from the exercise of subscription rights attaching to the Warrants or any of them; and

- (c) to do all such acts and things as the Directors of the Company consider necessary or expedient to give effect to the foregoing arrangements.”

By Order of the Board
Tsang Mei Kuen
Company Secretary

Hong Kong, 16 October, 2007

Registered Office:
33/F., ICBC Tower
3 Garden Road
Central
Hong Kong

Reference is made to the expected timetable set out in the announcement of the Company dated 27 September, 2007, and it should be noted that the EGM will be held on 31 October, 2007 instead of 30 October, 2007 (as previously announced).

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one proxy or a maximum of two proxies to attend and vote in his stead. 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. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company'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 for holding the meeting or any adjourned meeting (as the case may be).
- (3) A form of proxy for use at the meeting is enclosed and such form of proxy is also published on the website of the Stock Exchange.
- (4) At the EGM, voting on the resolution shall be decided by a show of hands unless a poll is demanded by (i) the chairman, (ii) at least three members present in person or by proxy having the right to vote on the resolution, (iii) a member or members present in person or by proxy representing in aggregate not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting or (iv) a member or members present in person or by proxy holding shares conferring the right to attend and vote at the meeting on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right. A demand for a poll by a person as proxy for a member shall be as valid as if the demand were made by the member himself.

As at the date of this announcement, the Board comprises Mr. Zhu Qi, Mr. Wong Yuen Fai and Mr. Zhang Yi as Executive Directors, Dr. Jiang Jianqing, Ms. Wang Lili, Mr. Chen Aiping and Mr. Damis Jacobus Ziengs as Non-Executive Directors and Professor Wong Yue Chim, Richard, SBS, JP, Mr. Tsui Yiu Wa, Alec and Mr. Yuen Kam Ho, George as Independent Non-Executive Directors.