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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)

**ANNOUNCEMENT IN RELATION TO
RENEWAL OF CONTINUING CONNECTED TRANSACTIONS
EXEMPT FROM INDEPENDENT SHAREHOLDERS' APPROVAL**

Summary

Reference is made to the Company's announcements respectively dated 31 December 2004 and 4 February 2005 in relation to, amongst other things, the Collaboration Agreement, the terms of which expired on 31 December 2007.

The Company hereby announces that, on 13 February 2008, the Company and ICBC entered into the Renewed Collaboration Agreement for the period commencing on 1 January 2008 and expiring on 31 December 2010.

As each of the applicable percentage ratios of the Company calculated in accordance with Rule 14.07 of the Listing Rules in respect of the fees payable under the Renewed Collaboration Agreement is, on an annual basis, less than 2.5%, the entering into of the Renewed Collaboration Agreement is exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules and the Company will comply with the reporting and announcement requirements as set out in Rules 14A.45 to 14A.47 of the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS EXEMPT FROM THE INDEPENDENT SHAREHOLDERS' APPROVAL

Reference is made to the Company's announcements dated 31 December 2004 and 4 February 2005 in relation to the Collaboration Agreement whereby it was agreed that following the transfer of the commercial banking business of ICBC HK Branch to the Company in July 2001, all the banking business previously undertaken by ICBC HK Branch (other than ICBC HK Branch's treasury operation and specific loans and deposits retained by ICBC HK Branch) or which was within the scope of the type or categories of banking business previously undertaken by ICBC HK Branch would be undertaken by the Company. The Collaboration Agreement expired on 31 December 2007.

The Company has on 13 February 2008 entered into the Renewed Collaboration Agreement whereby the Company would continue to undertake the aforementioned banking business then undertaken by ICBC HK Branch and to provide management services to ICBC HK Branch. The Renewed Collaboration Agreement is for a term of three years from 1 January 2008 and 31 December 2010.

Prior to the transfer of the commercial banking business of ICBC HK Branch to the Company in July 2001, the Company has become the flagship of ICBC's banking business in Hong Kong. At the time of the transfer of the commercial banking business of ICBC HK Branch to the Company, certain identified loans and customers' deposits remained in ICBC HK Branch, and certain cash or cash equivalents (such as placements with other banks) of ICBC HK Branch also remained in ICBC HK Branch. As ICBC HK Branch will continue to manage these assets, the Company has agreed to continue to provide management services to ICBC HK Branch on the terms set out in the Renewed Collaboration Agreement.

Under the Renewed Collaboration Agreement, ICBC agreed to reimburse the Company for the time costs of its personnel in providing the management services and associated expenses and overheads. In addition, ICBC will also pay a monthly fee of HK\$120,000 for the services, with such fees to be reviewed on a quarterly basis and agreed by the parties from time to time. The Directors (including the independent non-executive Directors) are of the view that the terms of the Renewed Collaboration Agreement are on normal commercial terms, are fair and reasonable and in the interest of the Shareholders as a whole.

The total value of the transactions under the Collaboration Agreement in respect of the provision of management services (inclusive of the reimbursement of time costs of personnel, associated expenses and overheads as well as the monthly fee payable by ICBC) for each of the two years ended 31 December 2005 and 2006 were both HK\$6,000,000. Pursuant to the terms of the Renewed Collaboration Agreement in respect of the provision of management services and based on (1) the historical transaction value for the Collaboration Agreement in respect of the provision of management services for the two years ended 31 December 2006 and (2) the expected increase in the costs of such services as a result of the adjustment of the staff compensation and the expected increase in workload, the Company expects that the maximum aggregate annual value for the transactions under the Renewed Collaboration Agreement in respect of the provision of management services (inclusive of the reimbursement of time costs of personnel, associated expenses and overheads as well as the monthly fee payable by ICBC) for each of the three financial years ending 31 December 2008, 2009 and 2010 respectively will be as follows:

	2008	2009	2010
Expected total amount under the Renewed Collaboration Agreement	HK\$7,200,000	HK\$8,000,000	HK\$9,000,000

REQUIREMENTS OF THE LISTING RULES

As at the date of this announcement, ICBC held 873,025,558 Shares, representing approximately 71.21% of the issued share capital of the Company. Accordingly, ICBC is a controlling shareholder of the Company and a connected person of the Company for the purposes of the Listing Rules.

The entering into of the Renewed Collaboration Agreement constitutes a continuing connected transaction of the Company under Listing Rule 14A.14. As each of the applicable percentage ratios of the Company calculated in accordance with Listing Rule 14.07 in respect of the fees payable under the Renewed Collaboration Agreement is, on an annual basis, less than 2.5%, the entering into of the Renewed Collaboration Agreement will be subject to the reporting and announcement requirements under Listing Rule 14A.34 and is exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company will also comply with the requirements set out in Listing Rules 14A.45 to 14A.47.

INFORMATION ON THE COMPANY AND ICBC

The Company is a fully licensed bank incorporated in Hong Kong and whose Shares are listed on the Stock Exchange. The Company is principally engaged in banking, financial and other financial related services with a focus on commercial and retail banking businesses as well as corporate banking business. As at the date of this announcement, the Company has 41 retail branches, 5 business centres and 1 investment service centre in Hong Kong, and an overseas branch established in the Cayman Islands. The Company is the listed flagship for the overseas banking business of ICBC in Hong Kong and ICBC is a banking institution established under the laws of the PRC.

DEFINITIONS

In this announcement, the following capitalised terms shall have the following meanings:

“Board” or “Directors”	the board of directors of the Company including independent non-executive directors;
“Collaboration Agreement”	the collaboration agreement dated 3 July 2001 (as supplemented by supplemental agreement dated 4 February 2005) entered into between ICBC (acting through ICBC HK Branch) and the Company
“Company”	Industrial and Commercial Bank of China (Asia) Limited;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong;
“ICBC”	Industrial and Commercial Bank of China Limited, a banking institution established under the laws of the PRC, acting through its Hong Kong Branch;
“ICBC HK Branch”	the Hong Kong Branch of ICBC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange presently in force as at the date hereof;
“PRC”	The People’s Republic of China;
“Renewed Collaboration Agreement”	the renewed collaboration agreement dated 13 February 2008 entered into between ICBC (acting through ICBC HK Branch) and the Company;

“Share(s)”	ordinary share(s) of par value of HK\$2.00 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s) of the Company; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

By Order of the Board
Tsang Mei Kuen
Company Secretary

Hong Kong, 13 February 2008

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 and Mr. Chen Aiping 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.