



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 the shareholders 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, 3 September 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an Ordinary Resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the sale and purchase agreement dated 4 August 2008 made between the Company and Industrial and Commercial International Capital Ltd. (“**ICIC**”) (the “**Sale and Purchase Agreement**”), a copy of which has been produced to the meeting marked “**A**” for the purpose of identification and signed by the chairman of the meeting, under which the Company has agreed to purchase from ICIC the Vendor Loans, their Related Security and the related Assumed Liabilities (as defined in the Sale and Purchase Agreement) and the transactions contemplated therein be and are hereby approved and **THAT** any one director of the Company be and is hereby authorized to do such acts and things and execute such other documents which in his/her opinion may be necessary, desirable or expedient to carry out or give effect to the Sale and Purchase Agreement and the transactions contemplated therein and otherwise to procure the completion thereof.”

By Order of the Board
Tsang Mei Kuen
Company Secretary

Hong Kong, 19 August 2008

Notes:

1. A member entitled to attend and vote at the meeting 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. A form of proxy for the meeting is enclosed. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney 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 appointed for holding the meeting or any adjourned meeting (as the case may be) and in default thereof the form of proxy and such power of attorney or other authority shall not be treated as valid.

As at the date of this announcement, the Board of Directors comprises Mr. Chen Aiping, Mr. Wong Yuen Fai and Mr. Zhang Yi as Executive Directors, Dr. Jiang Jianqing and Ms. Wang Lili as Non-Executive Directors and Professor Wong Yue Chim, Richard, S.B.S., J.P., Mr. Tsui Yiu Wa, Alec and Mr. Yuen Kam Ho, George as Independent Non-Executive Directors.