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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)

CONNECTED TRANSACTION

ICEA was engaged by the Company as a financial advisor on 31 December 2003 in relation to the Proposed Acquisition.

ICEA is held as to 75 per cent. equity interest by ICBC and is considered a connected person to the Company under the Listing Rules. As a result, the engagement of ICEA as a financial advisor will constitute a connected transaction of the Company.

The aggregated advisory fee payable to ICEA will amount to less than the higher of HK\$10 million or 3 per cent. of the book value of the consolidated net tangible assets of the Company as disclosed in its latest published unaudited consolidated accounts as at 30 June 2003. Therefore, this connected transaction of the Company will only need to be disclosed in this announcement and in the Company's next published annual report and accounts in accordance with Rule 14.25(1)(A) to (D) of the Listing Rules and no independent shareholders' approval will be required.

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended at 9:35 a.m. on 31 December 2003 pending the release of an announcement made by the Company on the same date of this announcement in relation to the Proposed Acquisition. Application has been made by the Company to the Stock Exchange for resumption of trading in the shares with effect from 9:30 a.m. on 2 January 2004.

Reference is made to a separate announcement of Industrial and Commercial Bank of China (Asia) Limited (the "Company") on the date of this announcement regarding the proposed acquisition of the entire issued share capital of Fortis Bank Asia HK by the Company (the "Proposed Acquisition"). On 31 December 2003, ICEA Capital Limited ("ICEA") was engaged by the Company to act as its financial advisor in relation to the Proposed Acquisition.

ICEA is held as to 75 per cent. equity interest by The Industrial and Commercial Bank of China ("ICBC"), the major shareholder of the Company, and is considered a connected person to the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). As a result, the engagement of ICEA as a financial advisor will constitute a connected transaction of the Company.

The aggregated advisory fee payable to ICEA will amount to less than the higher of HK\$10 million or 3 per cent. of the book value of the consolidated net tangible assets of the Company as disclosed in its latest published unaudited consolidated accounts as at 30 June 2003. Therefore, this connected transaction of the Company will only need to be disclosed in this announcement and in the Company's next published annual report and accounts in accordance with Rule 14.25(1)(A) to (D) of the Listing Rules and no independent shareholders' approval will be required.

The board of directors (including the independent non-executive directors) of the Company is of the opinion that the connected transaction is entered into on normal commercial terms and that the financial advisory fee is arrived at after an arm's length negotiation and is fair and reasonable. Further, entering into this connected transaction is in the interests of the Company and its shareholders as a whole.

The Company is a full licensed bank incorporated in Hong Kong and is principally engaged in banking, financial and financial related services with a focus on commercial and retail banking business as well as corporate banking business.

At the request of the Company, trading in the shares of the Company on the Stock Exchange of Hong Kong Limited (the "Stock Exchange") was suspended at 9:35 a.m. on 31 December 2003 pending the release of an announcement made by the Company on the same date of this announcement in relation to the Proposed Acquisition. Application has been made by the Company to the Stock Exchange for resumption of trading in the shares with effect from 9:30 a.m. on 2 January 2004.

By Order of the Board
Industrial and Commercial Bank of China (Asia) Limited
Lai Wing Nga
Company Secretary

Hong Kong, 31 December 2003

Please also refer to the published version of this announcement in South China Morning Post and Hong Kong Economic Times.