

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

### CONVERSION OF CONVERTIBLE PREFERENCE SHARES

The 202,219,218 CP Shares issued by the Company to ICBC and constituted by special resolutions passed on 16 June 2001 were converted into 204,399,479 new Ordinary Shares on 6 April 2004 in accordance with the terms of the CP Shares.

Reference is made to the announcement of Industrial and Commercial Bank of China (Asia) Limited (the "Company") dated 16 June 2001 in respect of, inter alia, the issue of 202,219,218 convertible non-cumulative preference shares ("CP Shares") to The Industrial and Commercial Bank of China ("ICBC") at an issue price of HK\$7.50 per CP Share, (comprising a nominal value of HK\$5.00 and a premium of HK\$2.50, per CP Share) (the "Issue Price") and the announcement of the Company dated 26 February 2004 relating to the adjustment of the conversion price of the CP Shares from HK\$7.50 to HK\$7.42.

The board of directors of the Company (the "Board") announces that, on 6 April 2004, 202,219,218 CP Shares, being all of the CP Shares in issue and held by ICBC, were converted into 204,399,479 ordinary shares of HK\$2.00 each in the capital of the Company ("Ordinary Shares") at the adjusted conversion price of HK\$7.42 in accordance with the terms of the CP Shares (the "Conversion"). Under the terms of the CP Shares, the number of Ordinary Shares to be issued to ICBC upon conversion of the CP Shares is calculated by dividing the aggregate issue price of the CP Shares of HK\$1,516,644,135 (equivalent to HK\$7.50 per CP Share) by the adjusted conversion price of HK\$7.42. The new Ordinary Shares have been issued, credited as fully paid and rank pari passu in all respects with all other existing Ordinary Shares. Following such conversion, all of the CP Shares were cancelled and ICBC holds no other securities convertible into Ordinary Shares and no outstanding option to subscribe for any Ordinary Shares as at the date of this announcement.

The Conversion has been approved by the Hong Kong Monetary Authority on 11 December 2003 in accordance with the terms of the CP Shares, and as supplemented by its letter dated 2 March 2004.

The ordinary shareholding of the Company immediately before and after the Conversion are as follows:

#### Prior to Conversion

<u>Shareholder</u>	<u>Ordinary Shares</u>	<u>Percentage of total issued Ordinary Shares</u>
ICBC	398,489,478	53.18%
Public	350,758,826	46.82%
Total	<u>749,248,304</u>	<u>100.00%</u>

#### After Conversion

<u>Shareholder</u>	<u>Ordinary Shares</u>	<u>Percentage of total issued Ordinary Shares</u>
ICBC	602,888,957	63.22%
Public	350,758,826	36.78%
Total	<u>953,647,783</u>	<u>100.00%</u>

The Conversion will only cause a reclassification of balance sheet items and, except for certain legal and administrative expenses relating to the Conversion, has no impact on the net assets position of the Company.

By Order of the Board  
**Lai Wing Nga**  
Company Secretary

As at the date of this announcement, the Board comprises Mr. Zhu Qi, Mr. Kwok Kin Hung and Mr. Wang Yan 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.

Hong Kong, 6 April 2004

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