



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 11th Floor, ICBC Asia Building, 122-126 Queen's Road Central, Hong Kong at 10:00 a.m. on Friday, 31 December 2004 for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

"THAT (a) the transactions contemplated under each of the Ongoing Banking Transactions (as defined in the circular of the Company (the "Circular") dated 16 December 2004, a copy of which was marked "A" and has been produced to the meeting and signed by the Chairman thereof for the purpose of identification), in the absence of a maximum aggregate annual value, as supplemented by the Master Agreement (as defined in the Circular); and (b) the Master Agreement, so far as it concerns each of the Ongoing Banking Transactions (as the case may be) and the extent to which the Master Agreement amends and supplements the Ongoing Banking Transactions be and are hereby approved and any one director of the Company be and is hereby authorised to do all such acts including any amendments to the Master Agreement which he considers necessary, desirable or expedient in connection with and for the purposes of the Ongoing Banking Transactions."

By Order of the Board
Lai Wing Nga
Company Secretary

Hong Kong, 16 December 2004

Registered Office:
ICBC Asia Building
122-126 Queen's Road Central
Hong Kong

Notes:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or a maximum of two proxies to attend and, on a poll, to vote on his behalf. 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.
- (b) In order to be valid, the 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 or authority, must be lodged with the Company's Share Registrars, Tengis Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting (or any adjourned meeting) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting (or any adjourned meeting) should they so wish.

As at the date of this notice, the Board of Directors comprises Mr. Zhu Qi, Mr. Wang Yan and Mr. Wong Yuen Fai 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.

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