



**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 33rd Floor, ICBC Tower, 3 Garden Road, Central, Hong Kong at 10:00 a.m. on Monday, 7 February 2005 for the purpose of considering and, if thought fit, passing the following resolution:

**ORDINARY RESOLUTION**

**"THAT** the acquisition agreement dated 30 December 2004 (the "Acquisition Agreement") entered into between the Company, The Industrial and Commercial Bank of China and CITIC Ka Wah Bank Limited in relation to the acquisition of the entire equity interest of Chinese Mercantile Bank, a copy of which was marked "A" and has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder, in particular, the issue of the Consideration Shares (as defined in the Acquisition Agreement) be and are hereby approved and confirmed and any one director of the Company be and is hereby authorised to do all such acts including any amendments to the Acquisition Agreement which he considers necessary, desirable or expedient in connection with and for the purposes of the Acquisition Agreement and the transactions contemplated thereunder."

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

Hong Kong, 21 January 2005

*Registered Office:*  
33/F., ICBC Tower  
3 Garden 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 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.*