



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)

**RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 7 FEBRUARY 2005**

The EGM was held on 7 February 2005 at which the ordinary resolution (as proposed) in respect of the Acquisition Agreement and the transactions contemplated thereunder was duly passed by the Independent Shareholders (with Fortis Bank abstaining from voting) by way of poll.

Reference is made to the circular of the Company dated 21 January 2005 (the "Circular") in respect of, among other things, the Acquisition Agreement and the transactions contemplated thereunder. Unless otherwise specified, terms used herein shall have the same meanings as defined in the Circular.

RESULTS OF THE EGM

The Board is pleased to announce that the ordinary resolution (as proposed) in respect of the Acquisition Agreement and the transactions contemplated thereunder (the "Ordinary Resolution") was duly passed by the Independent Shareholders (with Fortis Bank abstaining from voting) by way of poll at the EGM.

As at the date of the EGM, the total number of Shares in issue was 1,047,964,783 Shares, and the total number of Shares entitling the Independent Shareholders (excluding Fortis Bank) to attend and vote for or against the Ordinary Resolution at the EGM was 350,758,826 Shares, representing 33.47% of the total number of Shares in issue. As set out in the Circular, ICBC, its associates and Fortis Bank were required to abstain from voting at the EGM and ICBC, its associates and Fortis Bank abstained from voting at the EGM accordingly. None of the Shareholders were only entitled to vote against the Ordinary Resolution at the EGM.

The vote-taking at the EGM was scrutinized by Tengis Limited, the share registrars of the Company. The results of the poll are as follows:-

| Ordinary Resolution | Number of Votes (%) | |
|---|-----------------------------|-------------|
| | For | Against |
| To approve the Acquisition Agreement and the transactions contemplated thereunder | 47,432,125 Shares (100%) | Nil (0%) |

By Order of the Board
Lai Wing Nga
Company Secretary

Hong Kong, 7 February 2005

As at the date of this announcement, the Board 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.