



**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)*

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Members of Industrial and Commercial Bank of China (Asia) Limited (“the Bank”) will be held at 11th Floor, ICBC Tower, 122-126 Queen’s Road Central, Hong Kong on Wednesday, 16 April 2003 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited Statement of Accounts and the Reports of Directors and of the Auditors for the year ended 31 December 2002.
2. To declare a final dividend.
3. To elect Directors.
4. To approve the payment of Directors’ fees for the year ended 31 December 2002.
5. To appoint PricewaterhouseCoopers as Auditors of the Bank and to authorise the Directors to fix their remuneration.

To consider and, if thought fit, pass with or without amendments the following Ordinary Resolutions by way of special business:

### **ORDINARY RESOLUTIONS**

6. To grant a general mandate to the Directors to issue additional shares not exceeding 20% of the issued share capital;
7. To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital; and
8. To extend the general mandate under item 6 hereof by increasing the number of shares permitted to be issued equivalent to the number of shares repurchased under item 7 hereof.

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

Hong Kong, 4 March 2003

*Notes:*

- (a) The Register of Members of the Bank will be closed from Wednesday, 9 April 2003 to Wednesday, 16 April 2003, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed dividend, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Bank's Share Registrars, Tengis Limited at G/F., BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong by no later than 4:00 p.m. on Tuesday, 8 April 2003.
- (b) 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 and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Bank.
- (c) To be valid, a 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 such power of attorney, must be lodged with the Bank's Share Registrars, Tengis Limited at G/F., BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) and in default the proxy shall not be treated as valid. Completion and return of a form of proxy will not preclude members from attending in person and voting at the meeting or any adjournment thereof should they so wish.
- (d) The proposed resolutions items 6 to 8 will be included in the Notice of Annual General Meeting in the Annual Report of the Bank to be dispatched to members on or about 31 March 2003.

Please also refer to the published version of this announcement in the South China Morning Post.