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**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 EXPIRY OF SUBSCRIPTION RIGHTS  
ATTACHING TO THE WARRANTS  
(Warrant Code: 541)**

In accordance with the terms and conditions of the Warrants, the Subscription Rights will lapse after 4:00 p.m. on Thursday, 6 November 2008. To facilitate an efficient exercise of the Subscription Rights, holders of the Warrants who wish to exercise the Subscription Rights are advised to lodge the relevant documents with the Registrars at the address below not later than 4:00 p.m. on Thursday, 6 November 2008.

Trading in the Warrants will cease after 4:10 p.m. on Monday, 3 November 2008.

An application has been made to the Stock Exchange for the withdrawal of listing of the Warrants on the Stock Exchange with effect from 4:10 p.m. on Thursday, 6 November 2008.

The Board of Directors of Industrial and Commercial Bank of China (Asia) Limited (the “**Company**”) wishes to remind holders of the existing warrants of the Company (Warrant Code: 541) (the “**Warrants**”) entitling the holders thereof to subscribe in cash for new shares of HK\$2.00 each in the share capital of the Company (the “**Shares**”) at a subscription price of HK\$20.00 per Share (subject to adjustment) from 7 November 2007 until 6 November 2008 (both days inclusive) that in accordance with the terms and conditions of the Warrants, **the subscription rights attaching to the Warrants (the “Subscription Rights”) will lapse after 4:00 p.m. on Thursday, 6 November 2008, and thereafter the Warrants certificates in respect of which the relevant Subscription Rights have not been exercised will cease to be valid for any purpose.**

The Company has made the following arrangements regarding dealings in and transfers of the Warrants and exercise of the Subscription Rights:

## **LAST DAY FOR TRADING AND LISTING OF THE WARRANTS**

Trading in the Warrants on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) will cease after 4:10 p.m. on Monday, 3 November 2008, which is a date at least three trading days before the last day for subscription of the Shares in accordance with the terms and conditions of the instrument constituting the Warrants. An application has been made to the Stock Exchange for the withdrawal of listing of the Warrants on the Stock Exchange with effect from 4:10 p.m. on Thursday, 6 November 2008.

## **EXERCISE OF THE SUBSCRIPTION RIGHTS**

### **1. Registered holders of the Warrants**

To facilitate an efficient exercise of the Subscription Rights, registered holders of the Warrants who wish to exercise in whole or in part of the Subscription Rights are advised to lodge the following items with the Company’s registrars, Tricor Tengis Limited (the “**Registrars**”) at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, **not later than 4:00 p.m. on Thursday, 6 November 2008:**

- (i) the relevant Warrants certificate(s);
- (ii) the duly signed and completed subscription form(s) (which will be irrevocable); and
- (iii) the remittance of the relevant subscription moneys for the Shares in respect of which the Subscription Rights are being exercised (which must be in the form of a cheque, cashier’s order or bank draft drawn in Hong Kong dollars on a bank in Hong Kong and be made payable to “Industrial and Commercial Bank of China (Asia) Limited”).

## 2. **Non-registered holders of the Warrants**

To facilitate an efficient exercise of the Subscription Rights, holders of the Warrants who have not yet registered the Warrants in their names and who wish to exercise in whole or in part of the Subscription Rights are advised to lodge the following items with the Registrars at the abovementioned address **not later than 4:00 p.m. on Thursday, 6 November 2008:**

- (i) the duly executed form(s) of instrument(s) of transfer and/or other documents of title (duly stamped where appropriate);
- (ii) the relevant Warrants certificate(s);
- (iii) the duly signed and completed subscription form(s) (which will be irrevocable); and
- (iv) the remittance of the relevant subscription moneys for the Shares in respect of which the Subscription Rights are being exercised (which must be in the form of a cheque, cashier's order or bank draft drawn in Hong Kong dollars on a bank in Hong Kong and be made payable to "Industrial and Commercial Bank of China (Asia) Limited").

The directors of the Company may decline to recognise any instrument or transfer of any Subscription Rights unless such instrument is deposited with the Registrars accompanied by the Warrants certificate representing such Subscription Rights, together with such other evidence as the directors of the Company may reasonably require to show the right of the transferor to make the transfer.

Persons who hold the Warrants and have not registered the Warrants in their own names and wish to exercise the Warrants should note that they may incur additional costs and expenses in connection with any expedited re-registration of the Warrants prior to the transfer or exercise of the Warrants, in particular during the period commencing 10 business days prior to and including the last day for subscription, being 6 November 2008.

### **ISSUE OF SHARE CERTIFICATE(S)**

The new shares issued upon the exercise of the Subscription Rights will rank *pari passu* in all respects with the Shares in issue on the relevant subscription date. Certificate(s) for the Shares arising upon the exercise of the Subscription Rights will be issued to the relevant holders of the Warrants not later than 10 business days after the relevant subscription date.

The closing prices of the Shares and the Warrants as quoted on the Stock Exchange on Tuesday, 30 September 2008, being the date of this announcement, are HK\$13.92 per Share and HK\$0.02 per Warrant respectively. A circular containing details of the expiry of the Subscription Rights will be despatched to the holders of the Warrants as soon as practicable.

**Holders of the Warrants who are in doubt as to their position or the action to be taken should consult their stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.**

By Order of the Board  
**Tsang Mei Kuen**  
*Company Secretary*

Hong Kong, 30 September 2008

*As at the date of this announcement, the Board comprises Mr. Chen Aiping, Mr. Wong Yuen Fai and Mr. Zhang Yi as executive directors, Dr. Jiang Jianqing and Ms. Wang Lili as non-executive directors and Professor Wong Yue Chim, Richard, S.B.S., J.P., Mr. Tsui Yiu Wa, Alec and Mr. Yuen Kam Ho, George as independent non-executive directors.*