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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)**

**PROPOSED AMENDMENTS TO THE EXISTING  
ARTICLES OF ASSOCIATION**

The Board announces that a special resolution will be proposed at the AGM to be held on Friday, 22 May 2009 to amend the existing Articles to bring them up to date and in line with certain recent changes to the Listing Rules.

A circular containing, among other matters, details of the Proposed Amendments to the Articles will be despatched to shareholders of the Company as soon as practicable.

The board of directors (the “**Board**”) of Industrial and Commercial Bank of China (Asia) Limited (the “**Company**”) proposes that amendments are to be made to the existing articles of association (the “**Articles**”) of the Company (the “**Proposed Amendments**”) to bring them up to date and in line with certain recent changes to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Proposed Amendments are subject to approval by shareholders of the Company by way of a special resolution to be voted upon by way of poll at the annual general meeting (the “**AGM**”) of the Company to be held on Friday, 22 May 2009.

The Proposed Amendments are summarized below:

- (a) amendment to Article 61 to conform with the notice period for general meetings recommended in the revised Code on Corporate Governance Practices under Appendix 14 of the Listing Rules;

- (b) amendment to Article 77 to provide for multiple proxies to be appointed at a general meeting by a clearing house or its nominee;
- (c) amendment to Article 94 to provide for the retirement by rotation of directors of the Company every three years;
- (d) amendment to Articles 142, 147, 149, 150, 154 and 158 to provide for the making of corporate communications (as defined under the Listing Rules) available to shareholders of the Company by electronic means; and
- (e) consequential amendments to Article 2 in respect of defined terms.

The Proposed Amendments to the Articles are set out in full in the notice of the AGM of the Company to be held on Friday, 22 May 2009.

A circular containing, among other matters, details of the Proposed Amendments to the Articles will be despatched to shareholders of the Company as soon as practicable.

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

Hong Kong, 17 April 2009

*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, Ms. Wang Lili and Mr. Hu Hao 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.*