



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Industrial and Commercial Bank of China (Asia) Limited (the “Bank” or the “Company”) will be held at 33/F., ICBC Tower, 3 Garden Road, Central, Hong Kong on Friday, 22 May 2009 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited Financial Statements together with the Reports of the Directors and of the Auditors for the year ended 31 December 2008.
2. To declare a final dividend.
3. To re-elect Directors.
4. To approve the payment of Directors’ fees for the year ended 31 December 2008.
5. To re-appoint Ernst & Young as the Auditors of the Bank and to authorize the Directors to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modification(s), the following Resolutions by way of special business:

ORDINARY RESOLUTIONS:

6. **“THAT**
 - (a) subject to the following provisions of this Resolution, the exercise by the Board of Directors of the Bank during the Relevant Period (as defined below) of all the powers of the Bank to allot, issue and deal with additional shares in the capital of the Bank, and to make or grant offers, agreements or options (including bonds, notes, warrants, debentures and other securities convertible into shares of the Bank) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorize the Board of Directors of the Bank during the Relevant Period to make or grant offers, agreements or options (including bonds, notes, warrants, debentures and other securities convertible into shares of the Bank) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of shares in the capital of the Bank allotted or agreed conditionally or unconditionally to be allotted or dealt with (whether pursuant to an option or otherwise) by the Board of Directors of the Bank pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any warrants of the Bank or any securities which are convertible into shares of the Bank; (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Bank pursuant to the Articles of Association of the Bank from time to time; or (iv) any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Bank, and/or any of its subsidiaries of shares or rights to acquire shares of the Bank, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Bank as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Bank;
- (ii) the expiration of the period within which the next Annual General Meeting of the Bank is required by the Articles of Association of the Bank or the Companies Ordinance to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Bank in general meeting.

“Rights Issue” means an offer of shares of the Bank open for a period fixed by the Board of Directors of the Bank to holders of shares of the Bank whose names appear on the register of members of the Bank on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors of the Bank may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Bank).”

7. **“THAT**

- (a) subject to paragraph (b) below, the exercise by the Board of Directors of the Bank during the Relevant Period (as defined below) of all the powers of the Bank to repurchase shares in the capital of the Bank, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares in the capital of the Bank which may be repurchased by the Bank pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Bank as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Bank;
- (ii) the expiration of the period within which the next Annual General Meeting of the Bank is required by the Articles of Association of the Bank or the Companies Ordinance to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Bank in general meeting.”

8. **“THAT**, conditional upon the passing of the Ordinary Resolution Nos. 6 and 7 as set out in the notice convening this Meeting of which this Resolution forms part (the “Notice”), the general mandate granted to the Board of Directors of the Bank and for the time being in force to exercise the powers of the Bank to allot, issue and deal with additional shares pursuant to the Ordinary Resolution No. 6 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Bank repurchased by the Bank under the authority granted to the Board of Directors of the Bank pursuant to the Ordinary Resolution No. 7 set out in the Notice, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Bank as at the date of the said Ordinary Resolution.”

SPECIAL RESOLUTION:

9. “**THAT** the Articles of Association of the Bank be and are hereby amended with effect from the date of this annual general meeting as follows:

(a) Article 2 – Interpretation

Article 2 be amended:

(i) by adding the following new definitions:

Company’s Website	the website of the Company, the address or domain name of which has been notified to members or any securities holder of the Company;
Corporate Governance Code	Code on Corporate Governance Practices set out in Appendix 14 of the Listing Rules;
Listing Rules	The Rules Governing the Listing of Securities on the Stock Exchange;

(ii) by deleting the definition of “clearing house” and replacing it with the following:

clearing house	a recognised clearing house within the meaning of the Securities and Futures Ordinance (Cap. 571) or a clearing house outside Hong Kong which is accepted by the Company as a clearing house handling the clearance, settlement or the custody of the shares of the Company;
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(b) Article 61 – Notice of Meetings

By deleting Article 61 in its entirety and replacing it with the following:

“61. Twenty-eight days’ public notice of an annual general meeting shall be given in the manner prescribed in the Ordinance. Subject to section 116C of the Ordinance and the requirements prescribed in the Listing Rules and the Corporate Governance Code from time to time: (a) at least twenty-one clear days’ notice or twenty clear business days’ notice (whichever is longer) for every annual general meeting; (b) at least twenty-one clear days’ notice for every general meeting at which it is proposed to pass a special resolution; and (c) at least fourteen clear days’ notice or ten clear business days’ notice (whichever is longer) for every other extraordinary general meeting (in each case exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given) shall be given in manner hereinafter mentioned to all members or securities holders (other than those who, under the provisions of these Articles, are not entitled to receive such notices from the Company), to the Directors and to the Auditors, but the accidental omission to give such notice to, or the non-receipt of such notice by, any member or securities holder or Director or the Auditors shall not invalidate any resolution passed or proceeding had at any such meeting.”

(c) *Article 77 – Representation of a clearing house which is a member of the Company at meetings*

By deleting Article 77 in its entirety and replacing it with the following:

“77. Where a member or any securities holder is a clearing house or its nominee, notwithstanding the provisions of Article 75, it may authorize such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting or any separate meeting of any class of members or securities holders provided that, if more than one person is so authorized, the authorization or proxy form must specify the number and class of shares or securities in respect of which each such person is so authorized. The person so authorized will be entitled to exercise the same power on behalf of the recognized clearing house as that clearing house (or its nominees) could exercise if it were an individual member or securities holder of the Company.”

(d) *Article 94 – Retirement of Directors by rotation*

By deleting Article 94(1) in its entirety and replacing it with the following:

“94(1). At each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation, provided that every director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.”

(e) *Article 142 – Scrip Dividend*

(i) By deleting Article 142(1)(a)(ii) in its entirety and replacing it with the following:

“142(1)(a)(ii). the Directors, after determining the basis of allotment, shall give not less than fourteen days’ notice in writing or by electronic means as provided in these Articles to the holders of such shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;”

(ii) By deleting Article 142(1)(b)(ii) in its entirety and replacing it with the following:

“142(1)(b)(ii). the Directors, after determining the basis of allotment, shall give not less than fourteen days’ notice in writing or by electronic means as provided in these Articles to the holders of such shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;”

(f) Article 147 – Balance sheet and profit and loss accounts

By deleting Article 147(2) in its entirety and replacing it with the following:

“147(2). A printed copy, or in accordance with the provisions of these Articles, an electronic copy, of the said Directors’ report, of every balance sheet and profit and loss accounts, including every document required by law to be annexed to it, shall, not less than twenty-one days (or as such requirements prescribed in the Ordinance and the Listing Rules from time to time) before the meeting, be delivered or sent by post, or in accordance with the provisions of these Articles, by electronic means, to the registered address of every member, debenture holder and any securities holder of the Company, or in the case of a joint holding to that member or debenture holder or securities holder (as the case may be) whose name stands first in the appropriate Register in respect of the joint holding. No accidental non-compliance with the provisions of this Article shall invalidate the proceedings at the meeting.”

(g) Article 149 – Notices to be in writing

By deleting Article 149 in its entirety and replacing it with the following:

“149. Subject to the Ordinance, any notice to be given to or by any person pursuant to these Articles shall be:

- (1) in writing; or
- (2) by publication on the Company’s Website and the website of the Stock Exchange in accordance with the Listing Rules; or
- (3) by transmission to the electronic number, address or website supplied by the member or the securities holder to the Company or the share registrars of the Company; or
- (4) by any other means permitted under the Ordinance or the Listing Rules;

except that a notice calling a meeting of the Directors need not be in a manner prescribed above.”

(h) Article 150 – Service of Notices

By deleting Article 150(1) in its entirety and replacing it with the following:

“150(1). A notice or other document (including a share certificate) may be served on or delivered to any member or securities holder by the Company either personally, or by sending it by mail, postage prepaid (and, in any case where the registered address of a member or securities holder is outside Hong Kong, by prepaid airmail), addressed to such member or securities holder at his registered address or by leaving it at that address addressed to the member or securities holder or by any other means authorized in writing by the member or securities holder concerned or by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating in Hong Kong, or, other than with respect to the delivery of share certificate and to the extent permitted by the Ordinance, the Listing Rules and all applicable laws and

regulation, by electronic means by the transmission of it to an electronic number, address or website supplied by the member or the securities holder either to the Company or the share registrars of the Company or by publication on the Company's Website and the website of the Stock Exchange. In the case of a member or a securities holder registered on a branch register any such notice or document may be posted either in Hong Kong or in the territory in which such branch register is maintained."

(i) *Article 154 – Proof of postage to be sufficient proof of service*

By deleting Article 154 in its entirety and replacing it with the following:

"154. Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail or prepaid airmail (as the case may be). Any notice or other document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was left. Any notice or other document served or delivered by the Company by any other means authorized in writing by the member or the securities holder concerned shall be deemed to have been served when the Company has carried out the action it has been authorized to take for that purpose. Any notice or other document published by way of advertisement shall be deemed to have been served or delivered on the day it was so published. Any notice given by electronic means as provided in these Articles shall be deemed to have been served and delivered on the day if the notice or document is being (i) transmitted to the electronic number, address or website supplied by the member or the securities holder to either the Company or to the share registrars of the Company (when such transmission leaves the information system controlled by the Company), or (ii) published on the Company's Website and the website of the Stock Exchange, when such notice or document is published. The accidental failure to send, or the non-receipt by any person entitled to, any notice of or other document relating to any meeting or other proceeding shall not invalidate the relevant meeting or other proceeding."

(j) *Article 158 – Signature on notices*

By deleting the existing Article 158 in its entirety and replacing it with the following:

"158. The signature to any notice to be given by the Company may be written or printed or by electronic means."

By Order of the Board
Tsang Mei Kuen
Company Secretary

Hong Kong, 22 April 2009

Notes:

- (a) A Shareholder entitled to attend and vote at the meeting is entitled to appoint one or a maximum of two proxies to attend and 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 Shareholder of the Bank.
- (b) 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, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, 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 Shareholders from attending in person and voting at the meeting or any adjournment thereof should they so wish.
- (c) The Register of Members of the Bank will be closed from Friday, 15 May 2009 to Friday, 22 May 2009, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged for registration with the Bank's Share Registrars, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Thursday, 14 May 2009.
- (d) A circular containing details in respect of the Ordinary Resolutions Nos. 3, 6 and 7, and Special Resolution No. 9 will be sent to the Shareholders of the Bank.
- (e) The Articles of Association of the Bank is written in English. The Chinese version of the Special Resolution as set out in item 9 above on amendment of the Articles of Association is a translation for reference only. Should there be any discrepancies, the English version will prevail.

As at the date of this announcement, the Board of Directors 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.