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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all of your shares in Industrial and Commercial Bank of China (Asia) Limited, you should immediately hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

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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 GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Industrial and Commercial Bank of China (Asia) Limited to be held at 33/F., ICBC Tower, 3 Garden Road, Central, Hong Kong on Tuesday, 25 May 2010 at 10:00 a.m. is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for such meeting. Completion and return of the form of proxy will not prevent shareholders from attending and voting at the meeting or any adjourned meeting if they so wish.

23 April 2010

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Bank to be held at 33/F., ICBC Tower, 3 Garden Road, Central, Hong Kong on Tuesday, 25 May 2010 at 10:00 a.m.;
“Articles of Association”	the articles of association of the Bank;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Bank”	Industrial and Commercial Bank of China (Asia) Limited, a company incorporated in Hong Kong, the Shares of which are listed on the main board of the Stock Exchange;
“Board”	the board of Directors;
“Code”	the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules;
“Companies Ordinance”	Companies Ordinance (Cap. 32 of the Laws of Hong Kong);
“Director(s)”	the director(s) of the Bank;
“Group”	the Bank and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Bank to allot, issue or otherwise deal with the Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Bank in issue as at the date of the passing of the relevant resolution approving this Issue Mandate;
“Latest Practicable Date”	16 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase the Shares of the Bank on the Stock Exchange, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Bank in issue as at the date of the passing of the relevant resolution approving this Repurchase Mandate;
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share(s)”	share(s) in the capital of the Bank with a par value of HK\$2.00 each (or such other prevailing par value from time to time);
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Chen Aiping

(Managing Director & Chief Executive Officer)

Mr. Wong Yuen Fai

(Deputy General Manager & Alternate Chief Executive)

Mr. Zhang Yi

(Deputy General Manager & Alternate Chief Executive)

Registered Office:

33/F., ICBC Tower

3 Garden Road

Central

Hong Kong

Non-executive Directors:

Dr. Jiang Jianqing *(Chairman)*

Ms. Wang Lili *(Vice Chairlady)*

Mr. Hu Hao

Professor Wong Yue Chim, Richard, S.B.S., J.P.*

Mr. Tsui Yiu Wa, Alec*

Mr. Yuen Kam Ho, George*

* *Independent Non-executive Directors*

23 April 2010

To the Shareholders of the Bank

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals relating to (i) the granting of the Issue Mandate; (ii) the granting of the Repurchase Mandate; (iii) the granting of a general and unconditional mandate to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate be increased by

LETTER FROM THE BOARD

the additional number of Shares actually repurchased by the Bank under the Repurchase Mandate; and (iv) the re-election of Directors who are due to retire at the AGM (“**Resolution(s)**”).

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Bank held on 22 May 2009, ordinary resolutions were passed granting a general mandate authorising the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Bank as at that date (“**Existing Issue Mandate**”) and a general mandate authorising the Directors to repurchase Shares not exceeding 10% of the issued share capital of the Bank as at that date (“**Existing Repurchase Mandate**”).

The Existing Issue Mandate and the Existing Repurchase Mandate will expire upon the conclusion of the AGM.

The Issue Mandate and the Repurchase Mandate, being the new general mandates to allot, issue and deal with Shares up to 20% and to repurchase Shares up to 10% of the issued share capital of the Bank as at the date of the resolutions as set out in Resolutions 6 and 7 respectively, will be proposed at the AGM. As at the Latest Practicable Date, the number of shares in issue was 1,318,340,643 Shares. On the basis of 1,318,340,643 Shares in issue and exercise in full of Issue Mandate and Repurchase Mandate (and assuming no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of passing the Resolutions), the Bank would be authorised under the Issue Mandate to allot, issue and deal with a maximum of 263,668,128 Shares and under the Repurchase Mandate to repurchase a maximum of 131,834,064 Shares during the Relevant Period as referred to in Resolutions 6 and 7 respectively in the notice of AGM. Resolution authorising the extension of the Issue Mandate to include the aggregate nominal amount of such Shares (if any) repurchased under the Repurchase Mandate will be proposed as Resolution 8 at the AGM.

With reference to the proposed new general mandates, the Directors wish to state that they have no immediate plan to issue or repurchase any securities of the Bank pursuant to the relevant mandates.

An explanatory statement containing the particulars required by the Listing Rules and the Companies Ordinance to enable the Shareholders to make an informed view on whether to vote for or against Resolution 7 to be proposed at the AGM in relation to the proposed Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with articles 94(1) and 94(2) of the Articles of Association, Ms. Wang Lili (Vice Chairlady), Mr. Chen Aiping (Managing Director and Chief Executive Officer) and Professor Wong Yue Chim, Richard, S.B.S., J.P. (Independent Non-executive Director) will retire from directorship by rotation at the AGM. All retiring Directors, being eligible, have offered themselves for re-election at the AGM.

The re-election of the retiring Directors at the AGM will not be for any specific term of office, but they will be subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association and the retirement requirement under the Code. The particulars of the retiring Directors offering for re-election, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix I to this circular.

NOTICE OF AGM

A notice convening the AGM to be held on Tuesday, 25 May 2010 at 33/F., ICBC Tower, 3 Garden Road, Central, Hong Kong at 10:00 a.m. is set out in Appendix III to this circular. In accordance with the Listing Rules, each of the resolutions as set out in the notice of AGM shall be taken by poll.

RECOMMENDATION

The Directors consider that the proposed resolutions in respect of (i) the granting of the Issue Mandate; (ii) the granting of the Repurchase Mandate; (iii) the granting of a general and unconditional mandate to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate be increased by the additional number of Shares actually repurchased by the Bank under the Repurchase Mandate; and (iv) the re-election of Directors who are due to retire at the AGM are each in the best interests of the Bank and its Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions relating to these matters to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the appendices to this circular.

Yours faithfully,
On behalf of the Board
Dr. Jiang Jianqing
Chairman

APPENDIX I PARTICULARS OF DIRECTORS TO BE RE-ELECTED

This appendix contains the particulars of the Directors proposed to be re-elected at the AGM.

Ms. Wang Lili

Vice Chairlady of the Bank, Chairlady of the Risk Management Committee of Board of Directors

Ms. Wang, aged 58, was appointed as the Vice Chairlady and a Director of the Bank in December 2002. Ms. Wang is the Senior Executive Vice President of Industrial and Commercial Bank of China Limited, primarily responsible for matters relating to the assets and liabilities management, international business, financial market business, asset management business and legal affairs. She was appointed as an Executive Director of Industrial and Commercial Bank of China Limited by its shareholders at an extraordinary general meeting held on 8 April 2010 and shall become effective from the date on which the approval of the China Banking Regulatory Commission has been obtained. She is also the Chairlady of the Board of Directors of ICBC (London) Limited and a Non-executive Director of Hong Kong Mercantile Exchange Limited. Ms. Wang graduated from Nankai University and received a MBA Degree in International Finance from University of Birmingham, United Kingdom. Ms. Wang has over 34 years of banking experience and was awarded a Certificate of Competence for Professor in the banking field. Save as disclosed herein, Ms. Wang has not held any directorships in other public listed companies during the last three years.

As at the Latest Practicable Date, Ms. Wang had no interest in the Shares of the Bank within the meaning of Part XV of the SFO. Save as disclosed herein, Ms. Wang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Bank.

Ms. Wang has not entered into any service contract with the Bank or its subsidiaries. No terms have been fixed or proposed for Ms. Wang's length of service with the Bank, although she is subject to retirement by rotation and re-election at annual general meetings of the Bank in accordance with the Articles of Association. For the financial year ended 31 December 2009, Ms. Wang is entitled to a Director's fee of HK\$140,000, which has been determined with reference to her contribution in terms of time, workload, her expertise and the prevailing market conditions.

Save as disclosed above, there is no other matter concerning Ms. Wang that needs to be brought to the attention of the Shareholders of the Bank nor any information to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chen Aiping

*Managing Director and Chief Executive Officer of the Bank,
Chairman of the Corporate Governance Committee*

Mr. Chen, aged 51, was appointed as a Director of the Bank in December 2002 and re-designated as the Managing Director and Chief Executive Officer of the Bank in July 2008. Mr. Chen was also appointed as the Chairman of Chinese Mercantile Bank, a wholly-owned subsidiary of the Bank, in November 2008 and a Director of certain other

APPENDIX I PARTICULARS OF DIRECTORS TO BE RE-ELECTED

wholly-owned subsidiaries of the Bank, namely, ICBC (Asia) Bullion Company Limited, ICBC (Asia) Nominee Limited and ICBC (Asia) Asset Management Company Limited. He is also the Vice Chairman of ICBC International Holdings Limited and a Director of Taiping General Insurance Company Limited. Mr. Chen holds a Bachelor of Arts Degree from Wuhan University and a Master of Business Administration (International) Degree from The University of Hong Kong. He has over 24 years of banking experience and was previously the General Manager of the International Business Department of Industrial and Commercial Bank of China Limited and the Chairman of Industrial and Commercial Bank of China Luxembourg S.A.. Save as disclosed herein, Mr. Chen has not held any directorships in other public listed companies during the last three years.

As at the Latest Practicable Date, Mr. Chen had no interest in the Shares of the Bank within the meaning of Part XV of the SFO. Save as disclosed herein, Mr. Chen does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Bank.

Mr. Chen has not entered into any service contract with the Bank or its subsidiaries. No terms have been fixed or proposed for Mr. Chen's length of service with the Bank, although he is subject to retirement by rotation and re-election at annual general meetings of the Bank in accordance with the Articles of Association. For the financial year ended 31 December 2009, Mr. Chen's emolument was HK\$5,165,896 (which comprised of annual salary and discretionary annual bonus). The emolument of Mr. Chen has been determined with reference to his duties, responsibilities, performance, the Bank's results and the prevailing market conditions.

Save as disclosed above, there is no other matter concerning Mr. Chen that needs to be brought to the attention of the Shareholders of the Bank nor any information to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

Professor Wong Yue Chim, Richard, S.B.S., J.P.

Independent Non-executive Director of the Bank, Chairman of the Audit Committee, Members of the Remuneration Committee and the Corporate Governance Committee

Professor Wong, aged 57, was appointed as an Independent Non-executive Director of the Bank in July 2000. Professor Wong studied Economics at the University of Chicago and graduated with a Doctorate in Philosophy. Professor Wong is the Deputy Vice-Chancellor and Provost of The University of Hong Kong. He has been active in advancing economic research on policy issues in Hong Kong and the People's Republic of China through his work as founding Director of both the Hong Kong Centre for Economic Research and Hong Kong Institute of Economics and Business Strategy. Professor Wong was awarded the Silver Bauhinia Star in 1999 by the Government of the HKSAR for his contributions in education, housing, industry and technology development. Professor Wong is currently an Independent Non-executive Director of each of CK Life Sciences Int'l., (Holdings) Inc., Great Eagle Holdings Limited, Orient Overseas (International) Limited, Pacific Century Premium Developments Limited, Sun Hung Kai Properties Limited and The Link Management Limited, the shares of such companies are listed on the Stock Exchange. He is also an Independent Non-executive Director of Hong Kong Mercantile Exchange Limited. He was an Independent Non-executive Director of Pacific Century Insurance Holdings Limited up to

APPENDIX I PARTICULARS OF DIRECTORS TO BE RE-ELECTED

June 2007 and a member of the Managing Board of the Kowloon-Canton Railway Corporation up to December 2007. Save as disclosed herein, Professor Wong has not held any directorships in any other public listed companies during the last three years.

As at the Latest Practicable Date, Professor Wong had no interest in the Shares of the Bank within the meaning of Part XV of the SFO. Save as disclosed herein, Professor Wong does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Bank.

Professor Wong has not entered into any service contract with the Bank or its subsidiaries. No terms have been fixed or proposed for Professor Wong's length of service with the Bank, although he is subject to retirement by rotation and re-election at annual general meetings of the Bank in accordance with the Articles of Association. For the financial year ended 31 December 2009, Professor Wong is entitled to a Director's fee of HK\$260,000, which has been determined with reference to his contribution in terms of time, workload, his expertise and the prevailing market conditions.

Professor Wong has met the independence guidelines set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other matter concerning Professor Wong that needs to be brought to the attention of the Shareholders of the Bank nor any information to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

The information set out in this appendix serves as the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules in connection with the Repurchase Mandate and also constitutes the memorandum required under Section 49BA(3) of the Companies Ordinance.

SHARE CAPITAL

It is proposed that the Repurchase Mandate will authorise the repurchase by the Bank of up to 10 per cent. of the total number of issued shares of the Bank as at the date of passing the Resolution. As at the Latest Practicable Date, the number of shares in issue was 1,318,340,643 Shares. On the basis of 1,318,340,643 Shares in issue and exercise in full of the Repurchase Mandate (and assuming no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of passing the Resolution), the Bank would be authorised under the Repurchase Mandate to repurchase a maximum of 131,834,064 Shares during the Relevant Period as referred to in Ordinary Resolution No. 7 in the notice of AGM. Any Shares repurchased pursuant to the Repurchase Mandate must be fully paid-up.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Bank and the Shareholders to have a general authority from Shareholders to enable the Bank to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Bank and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Bank and the Shareholders.

FUNDING OF REPURCHASE

For repurchasing securities, the Directors may only apply funds legally available for such purpose in accordance with the Bank's Memorandum of Association and the Articles of Association, the Listing Rules and the Companies Ordinance.

IMPACT ON WORKING CAPITAL OR GEARING POSITION

There might be a material adverse impact on the working capital or gearing position of the Bank (as compared with the position disclosed in its most recent published audited financial statements) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Bank or the gearing level which in the opinion of the Directors is, from time to time, appropriate for the Bank.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Bank.

No connected person of the Bank (as defined in the Listing Rules) has notified the Bank that he/she has a present intention to sell Shares to the Bank, or has undertaken not to sell any of the Shares held by him/her to the Bank in the event that the Bank is authorised to make purchases of Shares.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Bank to make purchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Hong Kong, and in accordance with the regulations set out in the Articles of Association.

RULE 8.08 OF THE LISTING RULES

As at the Latest Practicable Date, Industrial and Commercial Bank of China Limited (“ICBC”) and its associates are interested in 954,516,464 Shares, representing approximately 72.40% of the issued share capital of the Bank. In the event that the Directors exercise the power to repurchase Shares which is proposed to be granted pursuant to Ordinary Resolution No. 7 (if the present shareholding otherwise remained the same), the attributable shareholding of ICBC and its associates in the Bank would be increased to a percentage which would result in the number of Shares in public hands to be below 25% of the issued share capital of the Bank. The Bank would not exercise the power to repurchase the Shares of the Bank if it may not comply with Rule 8.08 of the Listing Rules.

EFFECT OF TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder’s proportionate interest in the voting rights of the Bank increases, such an increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Bank and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

SHARE REPURCHASES MADE BY THE BANK

During the six months immediately preceding the Latest Practicable Date, the Bank has not repurchased any of its Shares.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve month before, and the period from 1 April 2010 to the Latest Practicable Date were as follows:

Ordinary Shares

Month	Highest traded price (HK\$)	Lowest traded price (HK\$)
2009		
April	10.24	8.52
May	14.20	9.94
June	15.20	13.06
July	14.80	13.28
August	16.80	14.20
September	19.50	15.26
October	19.10	17.18
November	20.20	17.00
December	19.30	16.26
2010		
January	17.48	15.00
February	17.34	15.02
March	20.15	16.70
April (up to the Latest Practicable Date)	21.15	19.52



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(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”) will be held at 33/F., ICBC Tower, 3 Garden Road, Central, Hong Kong on Tuesday, 25 May 2010 at 10:00 a.m. for the following 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 2009.
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 2009.
5. To re-appoint Ernst & Young as the 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:

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 authorise 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.”

By Order of the Board
Tsang Mei Kuen
Company Secretary

Hong Kong, 23 April 2010

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 Shareholder 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 Tuesday, 18 May 2010 to Tuesday, 25 May 2010, 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 Monday, 17 May 2010.
- (d) A circular containing details in respect of the Resolutions Nos. 3, 6 and 7 will be sent to the Shareholders of the Bank.