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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)

CONTINUING CONNECTED TRANSACTION — RENEWAL OF DIVIDEND SERVICES AGREEMENT AND ANNUAL CAPS

Summary

References are made to the Announcements in respect of service fees payable under the Dividend Services Agreement with ICBC in relation to the distribution and payment of dividends payable by ICBC to the holders of the ICBC Shares and the annual caps applicable to the transactions contemplated thereunder for the year ending 31 December 2010 .

ICBC proposes to appoint the Company to continue to provide the Dividend Payment Services following the expiration of the existing term of the Dividend Services Agreement. On 28 May 2010, the Company entered into the Renewed Dividend Services Agreement with ICBC pursuant to which, among other things, the term of the Dividend Services Agreement has been renewed for a term of further three years commencing from the date of the Renewed Dividend Services Agreement.

In addition, the annual caps applicable to the transactions contemplated under the Dividend Payment Services will expire on 31 December 2010. As the Company will continue to provide the Dividend Payment Services after 31 December 2010, the applicable annual caps will be renewed.

As each of the applicable percentage ratios (save for profits ratio which is not applicable) of the Company calculated in accordance with Rule 14.07 of the Listing Rules in respect of the aggregated fees receivable under the Renewed Dividend Services Agreement and Custodian and Trustee Services Agreement (as supplemented) is, on an annual basis, less than 2.5%, the transactions contemplated thereunder are exempted from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules and the Company will comply with the reporting and announcement requirements as set out in Rules 14A.45 to 14A.47 of the Listing Rules.

RENEWED DIVIDEND SERVICES AGREEMENT

References are made to the announcements of the Company dated 4 September 2007 and 31 December 2009 (the "Announcements") in relation to, among other things, the dividend services agreement dated 4 June 2007 made between ICBCA Trustee (a wholly-owned subsidiary of the Company) and ICBC. Capitalised terms used herein shall have the same meanings as defined in the Announcements, unless otherwise defined in this announcement.

As set out in the Announcements, pursuant to the Dividend Services Agreement, ICBCA Trustee was appointed by ICBC to provide services in relation to the distribution and payment of dividends payable by ICBC to the holders of its H shares of RMB 1.00 each (the "ICBC Shares") and such services include, but not limited to, facilitating the payment of dividends by ICBC to the holders of the ICBC Shares through the bank accounts of the Company and handling any unclaimed dividend payments in respect of the ICBC Shares that arise from time to time (the "Dividend Payment Services"). In consideration of the Dividend Payment Services provided by ICBCA Trustee, ICBCA Trustee will be paid services fees (to be agreed by the parties from time to time) which are calculated on the basis of a combination of (i) an initial one-off fee payment; (ii) basic service fee in respect of payment of each dividend announced by ICBC (including special dividend, interim dividend, final dividend and unclaimed dividend); and (iii) a fee based on the number of holders of ICBC Shares to which the dividend payments are made by ICBC.

The maximum aggregate annual value, also referred as the "annual caps" in respect of the Dividend Payment Services (excluding the charges payable on reimbursement basis) for the two years ended 31 December 2008 and 2009 were HK\$1,000,000 and HK\$1,000,000 respectively. As set out in the announcement of the Company dated 31 December 2009, ICBCA Trustee renewed the annual caps in respect of the Dividend Payment Services provided to ICBC for the year ending 31 December 2010 at HK\$1,000,000 (the "Existing Caps").

On 28 May 2010, ICBCA Trustee entered into a dividend services agreement (the “Renewed Dividend Services Agreement”) with ICBC pursuant to which ICBCA Trustee agreed to, among other things, continue to provide the Dividend Payment Services to ICBC as prescribed in the Renewed Dividend Services Agreement for a term of three years commencing from the date of the Renewed Dividend Services Agreement. Based on the amount of the historical annual caps, the expected annual caps receivable under (excluding the charges payable on reimbursement basis) the Renewed Dividend Services Agreement for the years ending 31 December 2011 and 2012 will be HK\$1,000,000 respectively and for the period from 1 January 2013 to 27 May 2013 (being the date of expiry of the term of the Renewed Dividend Services Agreement) will be HK\$420,000 (on a pro-rata basis).

REASONS FOR THE TRANSACTIONS

The Company is a licensed bank incorporated in Hong Kong. The Directors (including the independent non-executive Directors) consider that the services to be provided under the Renewed Dividend Services Agreement is in the ordinary course of business of the Company and is beneficial to the business and profitability of the Company. The Directors also consider that the terms of the Renewed Dividend Services Agreement are on normal commercial terms and are fair and reasonable and that the entering into the Renewed Dividend Services Agreement is in the interest of the Shareholders as a whole.

CUSTODIAN AND TRUSTEE SERVICES AGREEMENT

As referred to the Company’s announcement dated 31 December 2009, the Company entered into the Second Supplemental Agreement to the Custodian and Trustee Services Agreement with ICBC whereby the Company was appointed by ICBC to continue to provide custodian, settlement and clearing services in relation to the investments outside the PRC in certain investment products by the customers of ICBC in connection with the Qualified Domestic Institutional Investor scheme of the PRC (the “Custodian Services”). In consideration of the Custodian Services provided by the Company, the Company will be paid service fees (to be agreed by the parties from time to time) which will be calculated on the basis of the amount(s) of the assets for which custodian, settlement and clearing services are provided by the Company at the prevailing market rates from time to time, with such service fees to be settled on a monthly basis. The annual caps applicable thereunder will be HK\$16,000,000 for each of the three years ending 31 December 2010, 2011 and 2012.

LISTING RULES IMPLICATIONS

As at the date of this announcement, ICBC held 954,516,464 Shares, representing approximately 72.40% of the issued share capital of the Company. Accordingly, ICBC is a controlling shareholder of the Company and a connected person of the Company for the purposes of the Listing Rules.

As the transactions under the Renewed Dividend Services Agreement and the Custodian and Trustee Services Agreement (as supplemented) involve ICBC, the value of transactions contemplated under the Renewed Dividend Services Agreement is aggregated by the Company with the value of transactions contemplated under the Custodian and Trustee Services Agreement (as supplemented) in accordance with Rule 14A.25 of the Listing Rules for the purposes of determining the relevant category into which the transactions fall under.

As each of the applicable percentage ratios (save for profits ratio which is not applicable) of the Company calculated in accordance with Rule 14.07 of the Listing Rules in respect of the aggregated fees receivable under the Renewed Dividend Services Agreement and Custodian and Trustee Services Agreement (as supplemented) is, on an annual basis, less than 2.5%, the transactions contemplated thereunder are exempted from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules and the Company will comply with the reporting and announcement requirements as set out in Rules 14A.45 to 14A.47 of the Listing Rules.

INFORMATION ON THE COMPANY, ICBCA TRUSTEE AND ICBC

The Company is a licensed bank incorporated in Hong Kong, the Shares of which are listed on the Stock Exchange. The Company is principally engaged in banking, financial and other financial related services with a focus on retail banking, commercial banking as well as corporate banking business. As at the date of this announcement, the Company has 44 retail branches, 10 "Elite Club" wealth management centres, 4 commercial business centres in Hong Kong, and an overseas branch established in the Cayman Islands. The Company is the listed flagship of the Hong Kong banking business of ICBC. ICBCA Trustee is a wholly-owned subsidiary of the Company, which engages in the provision of trustee services.

ICBC is a banking institution established under the laws of the PRC, the shares of which are listed on the Stock Exchange and the Shanghai Stock Exchange.

By Order of the Board
Tsang Mei Kuen
Company Secretary

Hong Kong, 28 May 2010

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.