

股東週年大會通告 NOTICE OF ANNUAL GENERAL MEETING

茲通告中國工商銀行(亞洲)有限公司(「本銀行」)定於二零零一年四月二十六日(星期四)上午十時正假座香港皇后大道中一二二至一二六號工銀大廈十一樓舉行股東週年大會，以討論下列事項：

- 一． 省覽截至二零零零年十二月三十一日止年度之賬項及董事會與核數師之報告書。
- 二． 宣佈派發末期股息。
- 三． 選舉董事。
- 四． 通過截至二零零零年十二月三十一日止年度之董事袍金。
- 五． 委聘羅兵咸永道會計師事務所作為本銀行之核數師，任期由本大會結束時開始，直至下屆股東週年大會結束時；並授權董事會釐定其酬金。

考慮及酌情以特別事項方式通過下列普通決議案(不論是否予以修訂)：

六． 「動議

- (a) 在下文(b)段之規限下，全面無條件批准本銀行董事會於有關期間(按下文之定義)內，行使本銀行一切權力以配發、發行及處理本銀行股本中之未發行股份，及作出或授予將須或可能須於有關期間或屆滿後配發、發行或出售股份之售股建議、協議及購股權及認股權證：

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of Industrial and Commercial Bank of China (Asia) Limited ("the Bank") will be held at 11th Floor, ICBC Tower, 122-126 Queen's Road Central, Hong Kong on Thursday, 26 April 2001 at 10:00 a.m. for the following purposes:

1. To receive and consider the Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2000.
2. To declare a final dividend.
3. To elect Directors.
4. To approve the payment of Directors' fees for the year ended 31 December 2000.
5. To appoint PricewaterhouseCoopers as Auditors of the Bank to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting 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 paragraph (b) below, the exercise by the Directors of the Bank during the Relevant Period (as hereinafter defined) of all the powers of the Bank to allot, issue and deal with unissued shares in the capital of the Bank and to make or grant offers, agreements and options and warrants which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;

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(b) 本銀行董事會依據上文(a)段所述之批准而配發或同意有條件或無條件配發(不論是否根據購股權或其他原因而配發者)之股本面值總額(但並非根據供股而配發),不得超過本銀行於本決議案通過之日已發行股本面值總額之20%,而上述之批准亦受此數額限制;及

(c) 就本決議案而言:

「有關期間」乃指由本決議案通過之日起至下列較早日期止期間:

- (i) 本銀行下屆股東週年大會結束時;
- (ii) 依照本銀行之組織章程細則或公司條例規定本銀行須召開下屆股東週年大會之期限屆滿時;或
- (iii) 本決議案授予本銀行董事會之授權經由本銀行股東在股東大會上通過普通決議案將之撤銷或修訂之日。

「供股」乃指於本銀行董事會在指定之期間內,向某一指定記錄日期登記在股東名冊內之股份持有人,按其當時持股比例或股份類別提呈發售股份或提呈發售或發行可認購股份之認股權證或購股權之建議(惟本銀行董事會可在必要或權宜時就零碎股權或經考慮適用於本銀行之任何地區之法例所定之任何限制或責任,或任何認可管制機構或證券交易所之規定,取消此方面之權利或另作安排)。」

(b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Bank pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue, shall not exceed 20% of the aggregate nominal amount of the share capital of the Bank in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and

(c) for the purposes 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; or
- (iii) the date of the passing of an ordinary resolution by shareholders of the Bank in general meeting revoking or varying the authority given to the Directors of the Bank by this Resolution.

“Rights Issue” means an offer of shares or offer or issue of warrants or options to subscribe for shares open for a period fixed by the Directors of the Bank to holders of shares 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 applicable to the Bank)”.

七· 「動議

- (a) 在下文(b)段之規限下，全面無條件批准本銀行董事會於有關期間(按下文之定義)內，行使本銀行一切權力購回股份；
- (b) 本銀行根據上文(a)段所述之批准購回之股份面值總額，不得超過本銀行於本決議案通過之日已發行股本面值總額之10%，而上述之批准亦須受此數額限制；及
- (c) 就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列較早日期止期間：

- (i) 本銀行下屆股東週年大會結束時；
- (ii) 依照本銀行之組織章程細則或公司條例規定本銀行須召開下屆股東週年大會之期限屆滿時；或
- (iii) 本決議案授予本銀行董事會之授權經由本銀行股東在股東大會上通過普通決議案將之撤銷或修訂之日。

「股份」乃指本銀行股本中各類繳足股款之股份。

7. “THAT

- (a) subject to paragraph (b) below, the exercise by the Directors of the Bank during the Relevant Period (as hereinafter defined) of all the powers of the Bank to repurchase Shares be and in hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which the Bank is authorised to repurchase 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 at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes 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; or
- (iii) the date of the passing of an ordinary resolution by shareholders of the Bank in general meeting revoking or varying the authority given to the Directors of the Bank by this Resolution.

“Shares” means fully paid shares of all classes in the capital of the Bank.

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八．「動議待本大會(將考慮本決議案)通告所述第六及第七項普通決議案獲通過後，擴大根據第六項普通決議案授予本銀行董事會配發、發行及處理未發行股份之一般授權，在其上另加相當於本銀行根據第七項普通決議案授出之權力所購回之本銀行股本面值總額，惟該數額不得超過本銀行於本決議案通過之日已發行股本面值總額之10%。」

承董事會命

黎穎雅

公司秘書

香港，二零零一年二月二十七日

附註：

- (a) 有權出席大會並於會上投票之股東均有權委派一名或最多兩名受委代表代其出席及投票表決。倘超過一名受委代表獲委任，則須就獲委任之每名受委代表列明股份之數目及類別。受委代表毋須為本銀行之股東。
- (b) 代表委任表格，連同經簽署之授權書或其他授權文件(如有)或經由公證人簽署證明之有關授權書或授權文件副本，須於大會舉行時間48小時前交回本銀行之股份過戶登記處，登捷時有限公司，地址為香港中環夏慤道和記大廈四樓，方為有效。填妥及交回代表委任表格後，股東仍可出席大會及其任何續會，並於會上投票。
- (c) 就上述第六及第七項普通決議案，董事會茲聲明彼等並無即時計劃，發行任何新股份或購回任何本銀行現有股份。按照公司條例第57B條及香港聯合交易所有限公司之上市規則規定，現正尋求股東批准一般授權，藉以確保發行任何股份或購回任何本銀行現有股份時，得以靈活運用董事會之酌情權。

8. "THAT conditional upon the passing of the Ordinary Resolution Nos. 6 and 7 as set out in the notice convening this Meeting at which this Resolution is considered, the general mandate granted to the Directors of the Bank to allot, issue and otherwise deal with unissued shares pursuant to the said Ordinary Resolution No. 6 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Bank repurchased by the Bank under the authority granted pursuant to the said Ordinary Resolution No. 7, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Bank at the date of passing this Resolution."

By Order of the Board

Lai Wing Nga

Company Secretary

Hong Kong, 27 February 2001

Notes:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or a maximum of two proxies to attend and, on a poll, to 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 member of the Bank.
- (b) In order 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 thereof, must be lodged with the Bank's share registrars, Tengis Limited, (4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong), not less than 48 hours before the time fixed for holding the meeting and adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting and at any adjourned meeting should they so wish.
- (c) Concerning Ordinary Resolution Nos. 6 and 7 above, the Directors wish to state that they have no immediate plans to issue any new shares or to repurchase any existing shares of the Bank. In accordance with section 57B of the Companies Ordinance and the Listing Rules of The Stock Exchange of Hong Kong Limited, approval is being sought from the members as a general mandate in order to ensure flexibility to allow the Directors to do so in the event that it becomes desirable to issue any shares or to repurchase any existing shares of the Bank.