

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」)訂於二零零七年五月十日(星期四)上午十時正假座香港中環花園道三號中國工商銀行大廈三十三樓舉行股東週年大會，以討論下列事項：

- 一、 省覽截至二零零六年十二月三十一日止年度之經審核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、 通過截至二零零六年十二月三十一日止年度之董事袍金。
- 五、 委聘安永會計師事務所為本銀行之核數師，並授權董事釐定其酬金。

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，一般及無條件地授權及批准本銀行董事會行使本銀行之組織章程細則第142節所載的權力，以給予普通股持有人權利，就本銀行可能於直至第六項普通決議案獲通過日期後第五年所舉行的股東週年大會(包括該日)止的任何期間所可能宣佈或派發的全部或部分股息(包括(惟不限於)任何末期及/或中期股息)(為免生疑，股息亦包括就截至二零零六年十二月三十一日止年度所宣佈或派發的任何股息)，選擇收取本銀行股本中每股面值2.00港元、已入賬列作繳足股款的新普通股，以代替其部分或全部現金股息，並採取所有與本銀行之組織章程細則有關的措施(包括惟不限於本銀行之組織章程細則第142節所述的措施)；及
- (b) 本銀行董事會須按照本銀行之組織章程細則有關的措施(包括惟不限於本銀行之組織章程細則第142節所述的措施)行使上述權力，致使(其中包括)選擇收取新普通股的股東有權收取有關總面值盡可能接近彼本應收取現金股息價值的普通股，惟不超過現金股息的價值，有關價值乃按本銀行之組織章程細則第142節計算。」

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 33/F., ICBC Tower, 3 Garden Road, Central, Hong Kong on Thursday, 10 May 2007 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited Statement of Accounts and the Reports of the Directors and of the Auditors for the year ended 31 December 2006.
2. To declare a final dividend.
3. To elect Directors.
4. To approve the payment of Directors' fees for the year ended 31 December 2006.
5. To appoint Ernst & Young as the Auditors of the Bank and to authorize 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 Board of Directors of the Bank of the power contained in Article 142 of the Articles of Association of the Bank to offer ordinary shareholders the right to choose to receive new ordinary shares of HK\$2.00 each in the capital of the Bank, which are credited as fully paid up, instead of the whole or part of their cash dividend, in respect of some or all of the dividends (including, without limitation, any final and/or interim dividends) which may be declared or paid in any period up to and including the Annual General Meeting of the Bank which is held in the fifth year after the date on which this Ordinary Resolution 6 is passed (including, for the avoidance of doubt, any dividends which may be declared or paid in respect of the financial year ended 31 December 2006), and to take all actions in connection therewith contemplated in the Articles of Association of the Bank (including, without limitation, Article 142), be and is hereby generally and unconditionally authorized and approved; and
- (b) such power shall be exercised by the Board of Directors of the Bank in accordance with the Articles of Association of the Bank (including, without limitation, Article 142) such that, amongst other things, a shareholder who accepts an offer to receive new ordinary shares will be entitled to receive ordinary shares the total relevant value of which is as near as possible to the value of the cash dividend he would otherwise have received, but not more than the value of such cash dividend, such relevant value being calculated in accordance with Article 142."

股東週年大會通告

Notice of Annual General Meeting

七、「動議

(a) 在下文(b)段之規限下，一般及無條件地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額外股份，及作出或授出將須或可能須行使上述權力之售股建議、協議或認股權(包括可轉換為本銀行股份之認股權證、債券及公司債券)；

(b) 本銀行董事會根據本文第(a)段所述之批准而配發或同意有條件或無條件配發(不論是否根據認股權或其他方式)本銀行股本中之股份總額(根據(i)供股(按下文之定義)；(ii)因根據本銀行任何認股權證或可轉換為本銀行股份之證券之條款行使認購權或換股權；(iii)根據本銀行之組織章程細則不時進行之任何以股代息或類似安排，以配發股份代替股份的全部或部分股息；或(iv)根據任何認股權計劃或當時授納之類似安排，以向本銀行及／或其附屬公司之僱員授予或發行本銀行股份或認購本銀行股份權利除外)，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任何一項較早發生之期間：

- (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期限屆滿之日；或
- (iii) 本決議案所授予之權力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名列於股東名冊內之本銀行股份持有人，按其當時持股比例或股份類別提呈發售本銀行股份(惟本銀行董事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)。」

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 allot, issue and deal with additional shares in the capital of the Bank, and to make or grant offers, agreements or options (including warrants, bonds and debentures 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 aggregate nominal amount of shares in the capital of the Bank allotted or agreed conditionally or unconditionally to be allotted (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

(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; or
- (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 applicable to the Bank)."

股東週年大會通告

Notice of Annual General Meeting

八、「動議

- (a) 在下文(b)段之規限下，一般及無條件地批准本銀行董事會於有關期間(按下文之定義)內，在符合所有適用法例及不時修訂之香港聯合交易所有限公司證券上市規則之規定下，行使本銀行一切權力購回本銀行股本中之股份；
- (b) 本銀行根據上文(a)段所述之批准可能購回之本銀行股本中之股份面值總額，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任何一項較早發生之期間：
- (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期限屆滿之日；或
- (iii) 本決議案所授予之權力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。」

九、「動議待載列於召開本大會之通告(「本通告」)(本決議案為其一部分)內之第七及第八項普通決議案獲通過後，擴大根據本通告所載列之第七項普通決議案所授予本銀行董事根據其時生效之一般性授權，以配發、發行及處理本銀行額外股份之權力，將相當於本銀行根據本通告所載列之第八項普通決議案所授出之授權而購回之本銀行股本之股份總面值納入其中，惟購回股份之數額不得超過本銀行於普通決議案通過之日已發行股本面值總額之10%。」

十、「動議

- (a) 在香港聯合交易所有限公司上市委員會批准根據認股權計劃(註有「A」字樣之副本已提呈本大會並由大會主席簽署以資識別)(「認股權計劃」)，而授出之認股權獲行使而將予發行之本銀行股本中每股面值2.00港元之普通股股份(「股份」)上市及買賣之情況下，批准及採納認股權計劃；及

8. “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; or
- (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.”

9. “THAT, conditional upon the passing of the Ordinary Resolution Nos. 7 and 8 as set out in the notice convening this Meeting of which this Resolution forms part (the “Notice”), the general mandate granted to the 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. 7 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. 8 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.”

10. “THAT

- (a) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, any ordinary shares in the capital of the Bank with a nominal value of HK\$2.00 each (the “Shares”) which may fall to be issued pursuant to the exercise of options to be granted under the share option scheme, a copy of which has been produced to this Meeting marked “A” and signed by the chairman of this Meeting for the purpose of identification (the “Share Option Scheme”), the Share Option Scheme be and is hereby approved and adopted; and

股東週年大會通告

Notice of Annual General Meeting

- (b) 董事獲授權根據認股權計劃向合資格人士授出認股權，及根據認股權計劃之條款及條件，於任何據此而授出之任何認股權獲行使而配發及發行股份，並就認股權計劃生效及進行彼等酌情認為必須、應當及適宜之行動、事宜及事項。」

承董事會命
公司秘書
鄭佩玲

香港，二零零七年三月二十日

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，須於大會或其任何續會指定舉行時間四十八小時前交回本銀行之股份過戶登記處，登捷時有限公司，地址為香港灣仔皇后大道東二十八號金鐘匯中心二十六樓，方為有效。填妥及交回代表委任表格後，股東仍可親自出席大會或其任何續會，並於會上投票。
- (c) 本銀行將由二零零七年五月三日（星期四）至二零零七年五月十日（星期四）（包括首尾兩天），暫停辦理股份過戶登記手續。為符合資格享有是次股息分派，過戶表格連同有關股票，須於二零零七年五月二日（星期三）下午四時正前送抵本銀行之股份過戶登記處登捷時有限公司，地址為香港灣仔皇后大道東二十八號金鐘匯中心二十六樓。
- (d) 載有關於第三項普通決議案、第六項普通決議案、第八項普通決議案和第十項普通決議案之說明函件，將寄發予本銀行之股東。
- (e) 就上述第七及第八項普通決議案，本銀行現正按照公司條例及香港聯合交易所有限公司證券上市規則徵求股東批准一般授權，以便本銀行有需要發行新股份或購回本銀行任何現有股份時，本銀行董事會可靈活運用酌情權配發及發行最多達本銀行已發行股本20%之股份，連同本銀行根據第八項普通決議案所述之一般授權購回之股份數目（詳情載述於第七、八及九項普通決議案）。

於本通告刊發日期，董事會成員包括執行董事朱琦先生、黃遠輝先生及張懿先生，非執行董事姜建清博士、王麗麗女士、陳愛平先生及Damis Jacobus Ziengs先生，以及獨立非執行董事王于漸教授，S.B.S.，太平紳士、徐耀華先生及袁金浩先生。

- (b) the Directors be and are hereby authorized to grant options to the eligible persons under the Share Option Scheme and to allot and issue Shares upon the exercise of any options granted thereunder and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Share Option Scheme.”

By Order of the Board
Cheng Pui Ling, Cathy
Company Secretary

Hong Kong, 20 March 2007

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) 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, 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 members 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 Thursday, 3 May 2007 to Thursday, 10 May 2007, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed dividends, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Bank's Share Registrars, Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong before 4:00 p.m. on Wednesday, 2 May 2007.
- (d) Circulars containing details in respect of the Ordinary Resolutions Nos 3, 6, 8 and 10 will be sent to the Bank's shareholders.
- (e) In connection with the Ordinary Resolution Nos. 7 and 8 above, approval is being sought from members, as a general mandate in compliance with the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, so that in the event it becomes desirable for the Bank to issue any new shares or to repurchase any existing shares of the Bank, the Board of Directors of the Bank are given the flexibility and discretion to allot and issue new shares up to 20% of the issued share capital of the Bank, together with such number of shares as may be repurchased by the Bank pursuant to the general mandate under the Ordinary Resolution No. 8, as more particularly described in the Ordinary Resolution Nos. 7, 8 and 9.

As at the date of this notice, the Board of Directors comprises Mr. Zhu Qi, Mr. Wong Yuen Fai and Mr. Zhang Yi as executive directors, Dr. Jiang Jianqing, Ms. Wang Lili, Mr. Chen Aiping and Mr. Damis Jacobus Ziengs 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.