

**ICB Financial Group Holdings AG (“ICB” or “the Company”)
Acquisition of 50.1% Interest in The Oriental Bank Limited**

1. INTRODUCTION

The Board of Directors of ICB wishes to announce that the Company entered into a Share Sale and Purchase Agreement (“SSPA”) on 28 February 2008 with the Bangladesh Bank (“BB”) and The Oriental Bank Limited (“OBL”) for the acquisition by way of subscription of new ordinary shares amounting to 3,506,743 representing 50.1% interest of the enlarged share capital in the OBL that will be issued to ICB for a total consideration of BDT3,506,743,888 (approximately USD51.2 million) to be satisfied entirely by cash.

2. INFORMATION ON OBL AND BB

OBL is a banking company incorporated in Bangladesh under the laws of Bangladesh and is currently subject to the Oriental Bank Limited (Reconstruction) Scheme 2007 under Section 77(4) of the Banking Companies Act, 1991. BB is the central bank of Bangladesh. In June 2006, BB took over OBL, which was in financial crisis, to formulate a restructuring plan.

3. SALIENT TERMS OF THE SSPA

The consideration for the acquisition by way of subscription of 3,506,743 new OBL ordinary shares shall be BDT3,506,743,888 (approximately USD51.2 million).

4. SOURCES OF FUNDING

The acquisition of OBL will be funded from the existing cash reserves of ICB.

5. RATIONALE FOR THE TRANSACTION

The acquisition of OBL is part of the ICB Group’s strategic direction to expand its banking business in the South Asia region.

6. FINANCIAL INFORMATION ON OBL

OBL has not produced audited, unqualified financial statements for some time. However, a heavily qualified audit report on OBL’s financial statements for the year ended 31 December 2006 has revealed that if the matters raised in the audit had been considered in the financial statements:

- a) the net loss for OBL for the year ended 31 December 2006 would have been BDT13,621.48 million (approximately USD199 million);

- b) the cumulative losses of OBL as at 31 December 2006 would have been BDT17,970.84 million (approximately USD262 million); and
- c) the net worth and the adjusted capital shortfall of OBL as at 31 December 2006 would have been negative BDT19,510.15 million (approximately USD285 million).

Although ICB has been provided with more up-to-date management accounts of OBL as part of its due diligence prior to signing the SSPA, such information is not sufficiently reliable for public disclosure. The Company will keep the market informed of OBL's financial position when sufficiently reliable data becomes available.

OBL's depositor's accounts have been frozen by the BB pursuant to the Oriental Bank Limited (Reconstruction) Scheme 2007 ("Scheme") with the depositors to be repaid, interest free, over a period of 5 years. Approximately US\$43 million of deposits is to be converted into share capital pursuant to the Scheme. ICB's 50.1% interest is calculated after allowing for the capitalization of these deposits.

ICB expects to recapitalize OBL through improved trading and also believes there is potential for the recovery of approximately US\$135 million of loans which have been provided for. ICB does not expect at this stage that it will need to make further cash contributions to OBL.

7. CAPITAL ADEQUACY RATIO COMPLIANCE

BB has agreed to grant a waiver to OBL in respect of its capital adequacy ratio compliance for three (3) years from the date of formal take-over of OBL by ICB.

8. OTHER INFORMATION

The acquisition will not have any effect on the share capital and substantial shareholders' shareholding of ICB as the consideration will be satisfied wholly by cash. However, as OBL is presently in a loss making position, the acquisition is expected to have a negative impact on the earnings of ICB for the financial year ending 31 December 2008. Nevertheless, turn around plans to be implemented by OBL are anticipated to have a positive impact on future earnings.

ICB is planning to expand the activities of OBL and is aiming to restore the confidence of its clients by improving OBL's service and image. ICB also proposes to strengthen OBL's audit and risk management systems and introduce a KPI (key performance index) system to strengthen the managerial capacity of OBL.

Hadenan Abdul Jalil, the new proposed Chairman of OBL, said "We are planning to establish more branches with modern IT systems of the bank, proposed to be

named ICB Islamic Bank Limited, to expand business ... The number of branches of OBL will be increased to 50 from the existing 30 [within a few years]”.

Further information on OBL can be found on its website : www.oriental-bank.com

None of the Directors or persons connected to the Directors has any interest, direct or indirect in the Acquisition. The USD:BDT exchange rate used for the restating of currencies in this announcement is 1:68.5.

9. ESTIMATED COMPLETION DATE

The acquisition is expected to be completed during March 2008. BB will also start the process of handing over management to ICB during March 2008.

This announcement is dated 29 February 2008

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