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The Bank of East Asia, Limited

(Incorporated in Hong Kong with limited liability in 1918)

(Stock Code: 23)

NOTICE OF NINETY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninety-fifth Annual General Meeting (“**2014 AGM**”) of the members of The Bank of East Asia, Limited (the “**Bank**”) will be held in the Grand Ballroom, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 2nd May, 2014 at 11:30 a.m. for the following purposes:

1. To consider and adopt the Audited Accounts and the Report of the Directors and the Independent Auditor’s Report for the year ended 31st December, 2013.
2. To re-appoint KPMG as Auditors of the Bank and authorise the Directors to fix their remuneration.
3. To re-elect Directors:
 - (a) Professor Arthur LI Kwok-cheung
 - (b) Dr. Thomas KWOK Ping-kwong
 - (c) Mr. Richard LI Tzar-kai
 - (d) Mr. William DOO Wai-hoi
 - (e) Mr. KUOK Khoon-ean
 - (f) Mr. Peter LEE Ka-kit

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions:

Special Resolution

4. “**THAT:**

the Memorandum of Association of the Bank be and is deleted, and the Articles of Association of the Bank be and are hereby amended as follows:

- (i) a new Article 1 be inserted:

‘1. The name of the Company is “THE BANK OF EAST ASIA, LIMITED 東亞銀行有限公司”.’;

- (ii) a new Article 2 be inserted:
- ‘2. The liability of the Members is limited.’;
- (iii) Article 1 and its heading be amended by deleting them and replacing them with the following:
- ‘MODEL ARTICLES
Model Articles not to apply
3. No regulations set out in any schedule to or notice made under any Ordinance concerning companies shall apply as regulations or articles of the Company.’;
- (iv) Article 2 be amended as follows:
- replacing ‘85(D)’ with ‘96(D)’ in the definition of “Executive Director”;
- inserting the words ‘(Chapter 622 of the Laws of Hong Kong)’ after the words ‘Companies Ordinance’ in the definition of “the Ordinance”;
- deleting the remaining wording after the definition of “Stock Exchange” and replacing it with the following:
- ‘references to writing shall include typewriting, printing, lithography, photography and other modes (including telex, facsimile transmission and other electronic means) of representing or reproducing words in a legible and non-transitory form;
- any words or expressions defined in the Ordinance in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such part (as the case may be) save that “company” shall where the context permits include any company or body incorporated in Hong Kong or elsewhere;
- words importing the singular include the plural and vice versa, words importing a gender include every gender;
- where for any purpose an ordinary resolution of the Company is required, a special resolution shall also be effective; and
- references to a meeting shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.’;
- (v) Article 4B be amended by deleting it and replacing it with the following:
- ‘Subject to the Ordinance and the Listing Rules, the Board may issue warrants or other rights and grant options to subscribe for any class of shares or securities of the Company on such terms as it may from time to time determine.’;

- (vi) Article 5 be amended by deleting the words 'Companies Ordinance (Chapter 32)' and replacing them with the word 'Ordinance';
- (vii) Article 11 be amended by deleting it and replacing it with the following:

'Every person whose name is entered as a holder of any shares in the Register shall be entitled to receive within 10 business days or such other period as specified by the Stock Exchange from time to time in the Listing Rules after allotment or lodgment of a transfer to him of the shares in respect of which he is so registered (or within such other period as the terms of issue shall provide) one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate such reasonable out-of-pocket expenses as the Board may from time to time determine or such other amount as shall for the time being be approved by the Stock Exchange. In the case of a share held jointly by several persons, delivery of a certificate to one of several joint holders shall be sufficient delivery to all. A Member who has transferred part of the shares comprised in his registered holding shall be entitled to a certificate for the balance without charge.'
- (viii) Article 13 be amended by deleting it and replacing it with the following:

'All forms of certificate for share or loan capital or other securities of the Company shall, if required by the Ordinance or the Listing Rules, be issued under a Seal which shall only be affixed with the authority of the Directors. The Board may also by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.'
- (ix) Article 17 be amended by deleting the words '(whether on account of the nominal amount of the shares or by way of premium)';
- (x) Article 20 be amended by deleting '15' and replacing it with '10';
- (xi) Article 21 be amended by deleting the words 'whether on account of the nominal amount of the shares or by way of premium,';
- (xii) Article 23A be amended by deleting '15' in sub-paragraph (ii) and replacing it with '10';
- (xiii) Article 25 be amended by inserting the words 'of service' after the words 'not being less than fourteen days from the date';
- (xiv) Article 29 be amended by deleting '15' and replacing it with '10';
- (xv) Article 37A be deleted entirely;

- (xvi) Article 41 be amended by deleting it and replacing it with the following:
- ‘The Company may from time to time by ordinary resolution increase its share capital in any one or more of the ways set out in section 170 of the Ordinance.’;
- (xvii) Article 44 be amended by deleting it and replacing it with the following:
- ‘The Company may from time to time by ordinary resolution alter its share capital in any one or more of the ways set out in section 170 of the Ordinance. Where any difficulty arises in regard to any permitted alteration under this Article, the Board may settle the same as it thinks expedient and in particular may issue fractional certificates or arrange for the sale of the shares representing fractions and the distribution of the net proceeds of sale in due proportion amongst the Members who would have been entitled to the fractions, and for this purpose the Board may authorise some person to transfer the shares representing fractions to or in accordance with the directions of the purchaser thereof. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.’;
- (xviii) Article 47 be amended by deleting the words ‘(b) a meeting called for the passing of a special resolution shall be called by not less than twenty-one days’ notice; and (c) a meeting other than an annual general meeting or a meeting called for the passing of a special resolution’ and replacing them with the words ‘and (b) a meeting other than an annual general meeting’ and inserting the words ‘(and if the meeting is to be held in two or more places (in accordance with the requirements of the Ordinance), the principal place of the meeting and the other place or places of the meeting)’ after the words ‘shall specify the place’ in the first paragraph and by deleting the words ‘in nominal value of the shares giving that right’ in sub-paragraph (b) and replacing them with the words ‘of the total voting rights at the meeting of all the Members’;
- (xix) Article 57 be amended by inserting the words ‘, subject to the Ordinance and the Listing Rules,’ after the words ‘a resolution put to the vote of the meeting shall be decided on a poll except’;
- (xx) Article 60 (*Deleted by Special Resolution on 16/04/2009*) be deleted entirely;
- (xxi) in Article 68B, ‘68C’ be deleted and replaced with ‘77’;
- (xxii) in Article 71A, ‘48’ be deleted and replaced with ‘54’;
- (xxiii) in Article 74A, ‘74’ be deleted and replaced with ‘86’;
- (xxiv) Article 81 (*Deleted by Special Resolution on 07/04/2006*) be deleted entirely;

(xxv) Article 84 (*Deleted by Special Resolution on 25/03/2003*) be deleted entirely;

(xxvi) Article 89 be amended by inserting the word 'transaction', before the words 'contract or arrangement' wherever used in that Article and paragraph (G) be amended by deleting it and replacing it with the following:

'A Director who to his knowledge is in any way, whether directly or indirectly, interested in a transaction, contract or arrangement or proposed transaction, contract or arrangement with the Company shall declare the nature and extent of his interest, in the case of a transaction, contract or arrangement that has been entered into, as soon as reasonably practicable, or in the case of a proposed transaction, contract or arrangement, before the Company enters into the transaction, contract or arrangement. Such declaration must be made at a meeting of the Board or by notice in writing to the other Directors or by general notice and in accordance with the Ordinance. For the purposes of this Article, a general notice to the Board by a Director to the effect that (a) he has an interest in a specified company or firm and is to be regarded as interested in any transaction, contract or arrangement which may after the date of the notice be made with that company or firm or (b) he is to be regarded as interested in any transaction, contract or arrangement which may after the date of the notice be made with a specified person who is connected with him, shall be deemed to be a sufficient declaration of interest under this Article in relation to any such transaction, contract or arrangement. A general notice must be given at a Board meeting, in which case it shall take effect on the date of the Board meeting, or in writing, in which case it shall take effect on the twenty-first day after the day on which it is sent to the Company. If the Company receives a general notice in writing from a Director, it must send a copy to the other Directors within 15 days after the day of receipt.'

(xxvii) Article 108 be amended by inserting the words 'or electronic mail' after the words 'telex or cable or facsimile' in the first paragraph; and deleting '89(H)' in the second paragraph and replacing it with '100(H)' and be amended by inserting the word 'transaction', before the words 'contract or arrangement' whenever used in that paragraph.

(xxviii) Article 112 be amended by deleting it and replacing it with the following:

'The Board shall provide for the custody of every Seal. A Seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which the common seal is affixed shall be signed by two Directors or by a Director and the Secretary (or some other person appointed by the Board) or by two other persons appointed by the Board and every instrument executed in this manner shall be deemed to be sealed and executed with the authority of the Directors previously given. Notwithstanding any other provision of these Articles, a document which requires execution under seal may be executed by the Company, without affixing the Seal thereto, by two

Directors on the Company's behalf or by a Director and the Secretary (or some other person appointed by the Board) or by two other persons appointed by the Board and the Company may execute a document as a deed by executing it in such manner, with the document expressed to be executed and delivered by the Company as a deed.';

(xxix) Article 118 be amended by deleting the words '(including any share premium account or capital redemption reserve fund)' in sub-paragraph (A)(i)(d) and '(including share premium account or capital redemption reserve fund)' in sub-paragraph (A)(ii)(d);

(xxx) Article 123 be amended by deleting the words 'a share premium account and a capital redemption reserve, and';

(xxxi) Article 128 be amended by deleting it and replacing it with the following:

'(A) The Directors shall, from time to time, in accordance with the Ordinance, cause to be prepared and to be laid before the annual general meeting of the Company the financial statements required by the Ordinance. The Directors may also cause to be prepared a summary financial report if they think fit, which may be provided to Members and/or debenture holders instead of the financial statements subject to and in accordance with the Ordinance, the Listing Rules and any applicable laws, rules and regulations.

(B) A copy of the financial statements or the summary financial report shall, not less than 21 days before the meeting, be delivered or sent to every Member and debenture holder of the Company, or in the case of a joint holding to the Member or debenture holder (as the case may be) whose name stands first in the appropriate Register in respect of the joint holding, subject to and in accordance with the relevant requirements under the Ordinance, the Listing Rules and any applicable laws, rules and regulations. No accidental non-compliance with the provisions of this Article shall invalidate the proceedings at the meeting.

(C) For the purpose of this Article, "summary financial report" shall have the meaning ascribed to it in the Ordinance.';

(xxxii) Article 131A be amended by deleting '128' and replacing it with '142';

(xxxiii) Article 134 be amended by deleting the word 'Ordinance' and replacing it with the words 'Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)';

(xxxiv) Article 135 be amended by deleting '135(B)' and replacing it with '152(B)' in the last paragraph;

(xxxv) the Articles be renumbered as follows:

1 as 3, 2 as 4, 3 as 5, 4A as 6, 4B as 7, 4C as 8, 5 as 9, 6 as 10, 7 as 11, 8 as 12, 9 as 13, 10 as 14, 11 as 15, 12 as 16, 13 as 17, 14 as 18, 15 as 19, 16 as 20, 17 as 21, 18 as 22, 19 as 23, 20 as 24, 21 as 25, 22 as 26, 23 as 27, 23A as 28, 24 as 29, 25 as 30, 26 as 31, 27 as 32, 28 as 33, 29 as 34, 29A as 35, 30 as 36, 31 as 37, 32 as 38, 33 as 39, 34 as 40, 35 as 41, 36 as 42, 37B as 43, 38 as 44, 39 as 45, 40 as 46, 41 as 47, 42 as 48, 43 as 49, 44 as 50, 45 as 51, 46 as 52, 47 as 53, 48 as 54, 48A as 55, 49 as 56, 50 as 57, 51 as 58, 52 as 59, 53 as 60, 54 as 61, 55 as 62, 56 as 63, 57 as 64, 58 as 65, 59 as 66, 61 as 67, 62 as 68, 63 as 69, 64 as 70, 65 as 71, 66 as 72, 66A as 73, 67 as 74, 68A as 75, 68B as 76, 68C as 77, 69 as 78, 70 as 79, 71 as 80, 71A as 81, 72 as 82, 72A as 83, 72B as 84, 73 as 85, 74 as 86, 74A as 87, 75 as 88, 76 as 89, 77 as 90, 78 as 91, 79 as 92, 80 as 93, 82 as 94, 83 as 95, 85 as 96, 86 as 97, 87 as 98, 88 as 99, 89 as 100, 90 as 101, 91 as 102, 92 as 103, 93 as 104, 94 as 105, 95 as 106, 96 as 107, 97 as 108, 98 as 109, 98A as 110, 99 as 111, 100 as 112, 101 as 113, 102 as 114, 103 as 115, 104 as 116, 105 as 117, 106 as 118, 106A as 119, 107 as 120, 108 as 121, 109 as 122, 110 as 123, 111 as 124, 112 as 125, 113 as 126, 114 as 127, 115 as 128, 116 as 129, 117 as 130, 118 as 131, 119 as 132, 120A as 133, 120B as 134, 121 as 135, 122 as 136, 123 as 137, 124 as 138, 125 as 139, 126 as 140, 127 as 141, 128 as 142, 129 as 143, 130 as 144, 131 as 145, 131A as 146, 132 as 147, 132A as 148, 132B as 149, 133 as 150, 134 as 151 and 135 as 152;

(xxxvi) Schedule A, Article 1 be amended by deleting the words ‘their nominal value of’; and

(xxxvii) Schedule A, Article 23 be amended by deleting ‘32’ in the definition of “Companies Ordinance” and replacing it with ‘622’, by deleting the words ‘having a par value of HK\$2.50 and’ in the definition of “Ordinary Shares”, by deleting ‘2’ and replacing it with ‘15’ in the definition of “Subsidiary” and by deleting the words ‘a par value of US\$1,000 each and’ in the definition of “Substitute Preference Shares”.

Ordinary Resolutions

5. “THAT:

(a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period all the powers of the Bank to allot, issue and otherwise deal with additional shares of the Bank and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers either during or after the Relevant Period, not exceeding 10% of the number of ordinary shares in issue in the share capital of the Bank as at the date of this Resolution, otherwise than any shares which may be issued pursuant to the following events:

(i) a rights issue;

- (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of the Bank and its subsidiaries of shares or rights to acquire shares of the Bank; or
 - (iii) any scrip dividend or similar arrangement in accordance with the Articles of Association of the Bank; and
- (b) 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 law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the members in general meeting.”

6. **“THAT:**

- (a) a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period all the powers of the Bank to repurchase ordinary shares in the share capital of the Bank 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 or of any other stock exchange as amended from time to time provided however that the maximum number of the shares to be repurchased pursuant to the approval in this paragraph shall not exceed 10% of the number of ordinary shares in issue in the share capital of the Bank as at the date of this Resolution; and
- (b) 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 law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the members in general meeting.”

7. “**THAT**, conditional on the passing of Resolutions in item 5 and item 6 of the Notice of this Meeting, the general mandate granted to the Directors to allot shares pursuant to the Resolution set out in item 5 of the Notice of this Meeting be and is hereby extended by the addition to the maximum number of shares which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate number of shares of the Bank repurchased by the Bank under the authority granted pursuant to the Resolution set out in item 6 of the Notice of this Meeting.”

By Order of the Board
Alson LAW Chun-tak
Company Secretary

Hong Kong, 25th March, 2014

Notes:

- (a) *For the purpose of determining the Shareholders who are entitled to attend and vote at the 2014 AGM, the Register of Members of the Bank will be closed from Wednesday, 30th April, 2014 to Friday, 2nd May, 2014 (both days inclusive). In order to qualify for attending and voting at the 2014 AGM, all transfer documents should be lodged for registration with Tricor Standard Limited, 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong (New Address: Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, with effect from 31st March, 2014), by 4:00 p.m. Tuesday, 29th April, 2014.*
- (b) *A member entitled to attend and vote at the 2014 AGM may appoint a proxy to attend and vote in his place. A proxy need not be a member.*
- (c) *The Articles of Association of the Bank are written in English. The Chinese version of the proposed amendments to the Articles of Association as set out in Appendix 2 to the circular to the Shareholders dated 25th March, 2014 (the “Circular”) is a translation for reference only. Should there be any discrepancies, the English version will prevail.*
- (d) *As set out in the Letter from the Chairman included in the Circular, each of the resolutions set out in this Notice shall be voted on by poll and the Board of Directors of the Bank recommends the Shareholders to vote in favour of the resolutions to be proposed at the 2014 AGM. Please refer to the Circular for details of the matters for which the resolutions are concerned.*

As at the date of this notice, the Board of Directors of the Bank comprises Dr. the Hon. Sir David LI Kwok-po (Chairman & Chief Executive), Professor Arthur LI Kwok-cheung (Deputy Chairman), Dr. Allan WONG Chi-yun** (Deputy Chairman), Mr. WONG Chung-hin**, Mr. Aubrey LI Kwok-sing*, Mr. Winston LO Yau-lai**, Tan Sri Dr. KHOO Kay-peng**, Dr. Thomas KWOK Ping-kwong**, Mr. Richard LI Tzar-kai*, Mr. Kenneth LO Chin-ming**, Mr. Eric LI Fook-chuen*, Mr. Stephen Charles LI Kwok-sze*, Mr. William DOO Wai-hoi**, Mr. KUOK Khoon-ean**, Mr. Valiant CHEUNG Kin-piu**, Dr. Isidro FAINÉ CASAS* and Mr. Peter LEE Ka-kit*.*

* Non-executive Directors

** Independent Non-executive Directors