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**The Bank of East Asia, Limited**

**東亞銀行有限公司**

*(Incorporated in Hong Kong with limited liability in 1918)*

(Stock Code: 23)

## **NOTICE OF NINETY-SIXTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Ninety-sixth Annual General Meeting (“**2015 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, 8<sup>th</sup> May, 2015 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 31<sup>st</sup> December, 2014.
2. To re-appoint KPMG as Auditors of the Bank and authorise the Directors to fix their remuneration.
3. To re-elect Directors:
  - (a) Mr. WONG Chung-hin
  - (b) Mr. Kenneth LO Chin-ming
  - (c) Mr. Eric LI Fook-chuen
  - (d) Mr. Valiant CHEUNG Kin-piu
  - (e) Dr. Isidro FAINÉ CASAS
  - (f) Mr. William DOO Wai-hoi
  - (g) Mr. Adrian David LI Man-kiu
  - (h) Mr. Brian David LI Man-bun

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

### **Ordinary Resolutions**

#### **4. “THAT:**

Mr. Richard LI Tzar-kai be re-designated as an Independent Non-executive Director of the Bank.”

5. **“THAT:**

- (a) Subject to paragraph (b) of this Resolution, a general mandate be and is hereby unconditionally given to the Directors of the Bank 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;
- (b) the number of ordinary shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (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;
  - (iii) any scrip dividend or similar arrangement in accordance with the Articles of Association of the Bank; or
  - (iv) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights which may be issued by the Bank or any securities which are convertible into shares of the Bank,

shall not exceed 10% of the number of ordinary shares of the Bank in issue as at the date of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Bank into a larger or smaller number of shares during the Relevant Period), 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 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 shareholders of the Bank in general meeting.

‘Rights Issue’ means an offer of shares of the Bank or an issue of options, warrants or other securities giving the right to subscribe for shares of the Bank, open for a period fixed by the Board of Directors of the Bank to holders of shares of the Bank on the register of members on a fixed record date in proportion to their then holdings of such shares of the Bank (subject to such exclusions or other arrangements as the Board of Directors of the Bank may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Bank).”

6. **“THAT:**

(a) a general mandate be and is hereby unconditionally granted to the Directors of the Bank to exercise during the Relevant Period all the powers of the Bank to buy back ordinary shares 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 bought back pursuant to the approval in this paragraph shall not exceed 10% of the number of ordinary shares of the Bank in issue as at the date of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Bank into a larger or smaller number of shares during the Relevant Period), and the said approval shall be limited accordingly; 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 shareholders of the Bank 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 of the Bank 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 of an amount representing the aggregate number of shares of the Bank bought back 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, 26<sup>th</sup> March, 2015

Notes:

- (a) *For the purpose of determining the Shareholders who are entitled to attend and vote at the 2015 AGM, the Register of Members of the Bank will be closed on Thursday, 7th May, 2015 and Friday, 8th May, 2015. In order to qualify for attending and voting at the 2015 AGM, all transfer documents should be lodged for registration with Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:00 p.m. Wednesday, 6th May, 2015.*
- (b) *A member entitled to attend and vote at the 2015 AGM may appoint a proxy to attend and vote in his place. A proxy need not be a member.*
- (c) *As set out in the Letter from the Chairman included in the circular to the Shareholders dated 26<sup>th</sup> March, 2015 (the "**Circular**"), each of the resolutions set out in this Notice shall be voted on by poll and the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the 2015 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<sup>#</sup> (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\*\*, 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\*, Dr. Peter LEE Ka-kit\*, Mr. Adrian David LI Man-kiu<sup>#</sup> (Deputy Chief Executive) and Mr. Brian David LI Man-bun<sup>#</sup> (Deputy Chief Executive).*

<sup>#</sup> *Executive Director*

\* *Non-executive Director*

\*\* *Independent Non-executive Director*