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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-SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninety-seventh Annual General Meeting (“**2016 AGM**”) of the members of The Bank of East Asia, Limited (the “**Bank**”) will be held in the Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong on Friday, 8th April, 2016 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, 2015.
2. To re-appoint KPMG as Auditors of the Bank and authorise the Directors to fix their remuneration.
3. To re-elect Directors:
 - (a) Dr. the Hon. Sir David LI Kwok-po
 - (b) Dr. Allan WONG Chi-yun
 - (c) Mr. Aubrey LI Kwok-sing
 - (d) Mr. Winston LO Yau-lai
 - (e) Mr. Stephen Charles LI Kwok-sze
 - (f) Mr. Daryl NG Win-kong
 - (g) Mr. Masayuki OKU
 - (h) Dr. Rita FAN HSU Lai-tai

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

Special Resolution

4. “**THAT** the Articles of Association of the Bank be and are hereby amended as follows:
 - (a) Article 4 be amended by:
 - (i) deleting the words “lithography,” and “telex,” from the sentence relating to references in writing;
 - (ii) adding the following sentence relating to the interpretation of persons:
“words importing persons shall include partnerships, firms, companies and corporations”; and

- (iii) deleting the sentence relating to the interpretation of singular words and words importing a gender and replacing it with the following:

“words importing the singular shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and vice versa.”;
- (b) Article 16 be amended by deleting the words “2.5 Hong Kong Dollars (or such other amount as shall for the time being be approved by the Stock Exchange)” and replacing them with the following:

“the maximum amount as shall from time to time be prescribed or permitted by the Stock Exchange”;
- (c) Article 37(c) be amended by deleting it in its entirety and replacing it with the following:

“(c) the Company has caused an advertisement to be published in one specified English language newspaper and one specified Chinese language newspaper (within the meaning of section 203 of the Ordinance) circulating in Hong Kong giving notice of its intention to sell such shares and a period of three months has elapsed since the date of such advertisement.”;
- (d) Article 41(b) be amended by deleting the word “and”;
- (e) Article 41(c) be amended by deleting the punctuation mark “.” and replacing it with “;”;
- (f) New Articles 41(d), 41(e), 41(f) and 41A be inserted immediately after Article 41(c) as follows:

“(d) the shares concerned are free from any lien in favour of the Company;

(e) the instrument of transfer is properly stamped; and

(f) a fee not exceeding the maximum fee prescribed or permitted from time to time by the Stock Exchange is paid to the Company in respect thereof.

41A. No transfer may be made to an infant or to a person of unsound mind or under other legal disability.”;
- (g) Article 42 be amended by inserting the following sentence immediately after the end of the Article:

“If the transferor or transferee requests a statement of reasons for the refusal, the Board shall, within twenty-eight days after receiving the request, send the person who made such request a statement of the reasons for the refusal.”;
- (h) Article 51 be amended by deleting the words “an extraordinary general meeting” and replacing them with “a general meeting”;
- (i) Article 52 be amended by:
 - (i) deleting the word “extraordinary” from the subheading; and
 - (ii) deleting the phrases “an extraordinary general meeting” and “An extraordinary general meeting” and replacing them with “a general meeting” and “A general meeting” respectively;
- (j) Article 53 be amended by inserting the words “the Ordinance and” immediately after “Subject to” in the first sentence;
- (k) Article 55 be amended by deleting each of the words “place” and replacing each with “place(s)”;

- (l) Article 56 be amended by deleting the words “an extraordinary general meeting” and replacing them with “a general meeting”;
- (m) Article 63 be amended by deleting it in its entirety and replacing it with the following:

“63. Subject to (a) any special rights or restrictions as to voting for the time being attached to any shares, (b) the provisions of these Articles and (c) the Ordinance, at any general meeting, on a show of hands every Member who (being an individual) is present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative or by proxy, shall have one vote and on a poll every Member who (being an individual) is present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative or proxy, shall have one vote for every fully paid share of which he is the holder. If a Member appoints more than one proxy, the proxies so appointed shall not be entitled to vote on the resolution on a show of hands, provided that where more than one proxy is appointed by a Member which is a clearing house or its nominee, each such proxy shall have one vote on a show of hands.”;
- (n) Article 80 be amended by deleting the sentence “The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit”;
- (o) Article 87 be amended by:
 - (i) deleting the words “of not more than approximately three years” and replacing them with “which is no longer than the period”;
 - (ii) deleting the word “appointment” and replacing it with “election or re-election”; and
 - (iii) deleting the word “re-appointment” and replacing it with “re-election”;
- (p) Article 96(B) be amended by deleting the words “Chief Executive(s)” and replacing them with “Chief Executive”;
- (q) Article 96(C) be amended by deleting the words “Chief Executive(s)” and replacing them with “Chief Executive”;
- (r) Article 97 be amended by deleting the words “Chief Executive(s)” and replacing them with “Chief Executive”;
- (s) Article 100(A) be amended by inserting the words “(subject to the Ordinance)” immediately after the words “A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period”;
- (t) Article 100(D) be amended by deleting the word “on” and replacing it with “in respect of”;
- (u) Article 100(G) be amended by deleting it in its entirety and replacing it with the following:

“(G) If a Director or any of his associates or an entity connected with the Director is in any way, whether directly or indirectly, interested in a transaction, contract or arrangement or proposed transaction, contract or arrangement with the Company, the Director shall if such transaction, contract or arrangement or proposed transaction, contract or arrangement is significant in relation to the Company’s business and the Director’s interest or the interest of his associate or the entity connected with the

Director (as applicable) is material, declare the nature and extent of his interest or the interest of his associate or the entity connected with the Director (as applicable), 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. A notice in writing must be sent in hard copy form (by hand or by post) or if the recipient has agreed to receive it in electronic form, in the electronic form so agreed (by the means so agreed). If a declaration is made by notice in writing the making of the declaration is to be regarded as forming part of the proceedings at the next Directors' meeting after the notice is given and section 481 of the Ordinance applies as if the declaration had been made at that meeting.

For the purposes of this Article, a general notice to the Board by a Director is a notice to the effect that (a) he has an interest (as a member, officer, employee or otherwise) in a body corporate or firm specified in the notice and is to be regarded as interested in any transaction, contract or arrangement which may after the effective date of the notice be entered with the specified body corporate or firm or (b) he is connected with a person specified in the notice (other than a body corporate or firm) and is to be regarded as interested in any transaction, contract or arrangement which may after the effective date of the notice be entered into with the specified person. A general notice must state the nature and extent of the Director's interest in the specified body or firm or the nature of the Director's connection with the specified person and must be given at a Directors' meeting or in writing and sent to the Company. A general notice given at a Directors' meeting takes effect on the date of the Directors' meeting. A general notice given in writing and sent to the Company takes effect on the twenty-first day after the day on which it is sent to the Company.”;

- (v) Article 100(H) be amended by deleting it in its entirety and replacing it with the following:

“(H) Save as otherwise provided by these Articles, a Director shall not be entitled to vote on (nor shall he be counted in the quorum in relation thereto) any resolution of the Board approving any transaction, contract or arrangement or any other proposal whatsoever in which he or any of his associates or any entity connected with him has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

- (i) the giving of any guarantee, security or indemnity either:
 - (a) to the Director or any of his associates or any entity connected with him in respect of money lent or obligations incurred by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his associates or any entity connected with him has assumed

responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (ii) where the Company or any of its subsidiaries is offering securities in which offer the Director or any of his associates or any entity connected with him is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which any of them is to participate;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which he or his associates or any entity connected with him may benefit; or
 - (b) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their associates, any entity connected with them and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or any of his associates or any entity connected with him, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (iv) any transaction, contract or arrangement in which the Director or any of his associates or any entity connected with him is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

References in this Article 100(H) to a contract include references to any proposed contract and to any transaction or arrangement whether or not constituting a contract.”;

- (w) Article 100(I) be amended by deleting it in its entirety and replacing it with the following:

“(I) For the purposes of this Article, references to an entity connected with a Director shall be construed in accordance with section 486 of the Ordinance.”;

- (x) Article 100(J) be amended by deleting it in its entirety;

- (y) Article 100(K) be amended by deleting it in its entirety and replacing it with a new Article 100(J) as follows:

“(J) If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or any of his associates or any entity connected with him or the significance of a transaction, contract or arrangement or proposed transaction, contract or arrangement or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where such question relates to the interest of the Chairman or that of any of his associates or any entity connected with him to the other Directors at the meeting) and his ruling (or, as appropriate, the

ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director and/or any of his associates or any entity connected with him concerned (or, as appropriate, the Chairman and/or any of his associates or any entity connected with him) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.”;

- (z) Article 100(L) be amended by deleting it in its entirety and replacing it with a new Article 100(K) as follows:

“(K) Subject to the Ordinance, the Company may by ordinary resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.”;

- (aa) Article 113 be amended by deleting the words “or by telex or telegram at the address from time to time notified to the Company by such Director”;

- (bb) Article 116 be amended by deleting the first sentence and replacing it with the following:

“116. The Board may elect a Chairman and one or more Deputy Chairmen and determine the period for which they are respectively to hold such office. The Chairman or, in his absence, a Deputy Chairman shall preside as chairman at every Board meeting.”;

- (cc) Article 121 be amended by deleting it in its entirety and replacing it with the following:

“121. Any decision that may be made or any action that may be taken by the Directors or a committee of Directors at a meeting may be passed as a resolution of the Directors or the committee of Directors if such resolution is signed or otherwise approved in writing by all the Directors or all the members of the committee, as the case may be, except those Director(s) or member(s) of the committee who are absent from Hong Kong or temporarily unable to act through ill-health or disability. Any resolution so passed shall be as valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in like form each signed or otherwise approved by one or more of the Directors or members of the committee concerned. A copy of a resolution signed or otherwise approved by a Director or a member of the committee by facsimile or electronic mail shall be deemed to be a document signed or approved by him for the purposes of this Article.

Provided that this Article shall not apply in relation to any transaction, contract or arrangement (not being one of the types specified in Article 100(H)) in which a Director or Directors are interested, unless the number of Directors signing or otherwise approving the resolution who are not interested in the transaction, contract or arrangement would have constituted a quorum of Directors if a meeting had been held for the purpose of considering the transaction, contract or arrangement.”;

- (dd) Article 137 be amended by deleting each of the phrases “unissued shares” and replacing each with “shares”;

- (ee) Article 145(iii) be amended by:

- (i) inserting the word “specified” immediately before each of the phrases “English language newspaper” and “Chinese language newspaper”; and

- (ii) inserting the words “(within the meaning of section 203 of the Ordinance)” immediately after the words “in Hong Kong”;
- (ff) Article 145(v) be amended by deleting each of the numbers “48” and replacing each with “24”; and
- (gg) Article 152(B) be amended by:
 - (i) deleting each of the words “any related company” and “a related company” and replacing each with “any associated company” and “an associated company” respectively;
 - (ii) deleting the sentence “For the purpose of this Article 152(B), “related company” means any company that is the Company’s subsidiary or holding company or a subsidiary of that holding company.” and replacing it with the following:
 “For the purpose of this Article 152(B), “associated company” in relation to the Company, shall have the meaning attributed to it in the Ordinance.”

Ordinary Resolutions

5. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) granting approval for the listing of and permission to deal in the shares to be issued and allotted pursuant to the exercise of the options in accordance with the terms and conditions of the Staff Share Option Scheme 2016 of the Bank (the “Scheme 2016”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the Chairman thereof, the Scheme 2016 be and is hereby approved and be adopted on 19th April, 2016, being the date immediately following the expiry of the Staff Share Option Scheme 2011 adopted on 19th April, 2011, and the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme 2016 including but without limitation:
 - (a) to administer the Scheme 2016 under which options will be granted to Eligible Persons under the Scheme 2016 to subscribe for ordinary shares of the Bank (the “Shares”);
 - (b) to modify and/or amend the Scheme 2016 from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme 2016 relating to modification and/or amendment, provided always that the total number of Shares subject to the Scheme 2016 shall not exceed the limits referred to therein;
 - (c) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the Scheme 2016 provided always that the total number of Shares subject to the Scheme 2016, when aggregated with any shares subject to any other share option schemes, shall not exceed 5% of the relevant class of the issued shares of the Bank as at the date of passing this Resolution, but the Bank may seek approval of its shareholders in general meeting for refreshing the 5% limit under the Scheme 2016 and the maximum number of Shares in respect of which options may be granted under the Scheme 2016 and any other share option schemes of the Bank in issue shall not exceed 15% of the relevant class of the issued shares of the Bank from time to time;
 - (d) to make application at the appropriate time or times to the Stock Exchange; and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of and permission to deal in any Shares which hereafter from time to

time be issued and allotted pursuant to the exercise of the options under the Scheme 2016; and

- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Scheme 2016.”

6. **“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 recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Bank).”

7. **“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.”

8. **“THAT**, conditional on the passing of Resolutions in item 6 and item 7 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 6 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 7 of the Notice of this Meeting.”

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

Hong Kong, 29th February, 2016

Notes:

- (a) *For the purpose of determining the Shareholders who are entitled to attend and vote at the 2016 AGM, the Register of Members of the Bank will be closed on Thursday, 7th April, 2016 and Friday, 8th April, 2016. In order to qualify for attending and voting at the 2016 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 April, 2016.*
- (b) *A member entitled to attend and vote at the 2016 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 29th February, 2016 (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 recommends the Shareholders to vote in favour of the resolutions to be proposed at the 2016 AGM. Please refer to the Circular for details of the matters for which the resolutions are concerned.*
- (e) *If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:30 a.m. on the date of the 2016 AGM, the meeting will be postponed or adjourned. The Bank will post an announcement on the Hong Kong Exchanges and Clearing Limited’s website (www.hkex.com.hk) and the Bank’s website (www.hkbea.com) to notify Shareholders of the date, time and place of the rescheduled meeting.*

The 2016 AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this announcement, 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**, 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[#] (Deputy Chief Executive), Mr. Brian David LI Man-bun[#] (Deputy Chief Executive), Mr. Daryl NG Win-kong**, Mr. Masayuki OKU* and Dr. Rita FAN HSU Lai-tai**.*

[#] Executive Director

** Non-executive Director*

*** Independent Non-executive Director*