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## The Bank of East Asia, Limited

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

(Stock Code: 23)

### **NOTICE OF NINETIETH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Ninetieth Annual General Meeting of the members of The Bank of East Asia, Limited (the "Bank") will be held in the Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway Road, Hong Kong on Thursday, 16<sup>th</sup> April, 2009 at 10:30 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, 2008;
2. To declare a final dividend of HK\$0.02 per share (with scrip option) for the year ended 31<sup>st</sup> December, 2008;
3. To re-elect Directors:
  - (a) Mr. WONG Chung-hin
  - (b) Dr. LEE Shau-kee
  - (c) Dr. William MONG Man-wai
  - (d) Mr. Kenneth LO Chin-ming
  - (e) Mr. Eric LI Fook-chuen
  - (f) Mr. Valiant CHEUNG Kin-piu
4. To re-appoint KPMG as Auditors of the Bank and authorise the Directors to fix their remuneration;

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

#### **Ordinary Resolution**

5. "THAT conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Bonus Shares (as defined in this paragraph below), an amount standing to the credit of the Share Premium Account of the Bank equal to one-tenth of the aggregate nominal amount of the share capital of the Bank in issue at the close of business on 23<sup>rd</sup> March, 2009 be capitalised and that the Directors be and they are hereby authorised and directed to apply such sum in paying up in full at par such number of Bonus Shares to be allotted and distributed,

credited as fully paid, to the members of the Bank whose names appear on the register of members of the Bank as at the close of business on 23<sup>rd</sup> March, 2009 in the proportion of one new ordinary share of HK\$2.50 each for every ten ordinary shares of HK\$2.50 each then held by such members ("Bonus Shares"), and that such Bonus Shares shall rank for all purposes pari passu with the existing issued ordinary shares of the Bank save that they shall not rank for the final dividend declared in respect of the financial year to 31<sup>st</sup> December, 2008, and that no fractional Bonus Shares shall be allotted and fractional entitlements will be aggregated and sold at such time or times as the Directors shall think fit for the benefit of the Bank, and the Directors be authorised generally to do all acts and things as may be necessary to give effect to the issue of the Bonus Shares."

## **Special Resolution**

6. "THAT the Articles of Association be and are hereby amended as follows:
- (a) Article 6 be amended by deleting the following words immediately after the words "such share held by him" in line 11:

', that any holder of shares of the class present in person or by proxy may demand a poll';
  - (b) Article 47 be amended by deleting the first sentence and replacing it with the following:

'Subject to such other minimum period as may be specified in the Listing Rules from time to time: (a) an annual general meeting shall be called by not less than twenty-one days' notice or twenty clear business days' notice, whichever is the longer; (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 shall be called by not less than fourteen days' notice or ten clear business days' notice, whichever is the longer. For the purposes of this Article, "business day" shall have the meaning attributed to it in the Listing Rules.';
  - (c) Article 56 be amended by deleting it and replacing it with the following:

'Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.';
  - (d) Article 57 be amended by deleting it and its heading and replacing them with the following:

## 'Poll

57. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll.';

- (e) Article 58 be amended by deleting it and replacing it with the following:

'A poll shall be taken in such manner as the chairman shall direct and he may appoint scrutineers (who need not be Members). The result of the poll shall be deemed to be the resolution of the meeting.';

- (f) Article 59 be amended by deleting the following word immediately after the words "A poll" in both line 1 and line 2:

'demanded';

- (g) Article 60 be deleted in its entirety;

- (h) Article 63 be amended by deleting the following words immediately after the words "at a general meeting" in line 1:

'whether on a show of hands or on a poll,';

- (i) Article 65 be amended by deleting the following words immediately after the words "may vote" in line 3:

',' whether on a show of hands or on a poll,';

- (j) Article 71 be amended by deleting the following words immediately after the words "to confer authority" in line 4:

'to demand or join in demanding a poll and';

- (k) Article 72 be amended by deleting it and replacing it with the following:

'A vote given by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting, unless notice in writing of such determination was received by the Company at the Office (or such other place in Hong Kong as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) one hour at least before the commencement of the meeting or adjourned meeting at which the vote is given or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.';

- (l) Article 72A be amended by deleting its heading and replacing it with 'Proxy can vote, etc.' and be further amended by deleting the following words immediately after the words "to confer authority" in line 2:

'to demand or join in demanding a poll and'; and

- (m) the Index be amended by making corresponding changes resulting from the amendments to the headings of the individual articles.”

## Ordinary Resolutions

### 7. “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 dispose of 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 aggregate nominal amount of the issued 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.”

### 8. “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 of HK\$2.50 each in the 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 aggregate nominal amount of the shares to be repurchased pursuant to the approval in this paragraph shall not exceed 10% of the aggregate nominal amount of the issued 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.”
9. “THAT, conditional on the passing of Resolutions in item 7 and item 8 of the Notice of this Meeting, the general mandate granted to the Directors to allot shares pursuant to the Resolution set out in item 7 of the Notice of this Meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Bank repurchased by the Bank under the authority granted pursuant to the Resolution set out in item 8 of the Notice of this Meeting.”

By Order of the Board  
**Molly HO Kam-lan**  
Company Secretary

Hong Kong, 13<sup>th</sup> March, 2009

Notes:

- (a) *For the purpose of determining the Shareholders who qualify for the proposed final dividend and the proposed bonus issue, the Register of Members of the Bank will be closed from Friday, 20<sup>th</sup> March, 2009 to Monday, 23<sup>rd</sup> March, 2009, both days inclusive. In order to qualify for the proposed final dividend and the proposed bonus issue, all transfer documents should be lodged for registration with Tricor Standard Limited, 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong, by 4:00 p.m. Thursday, 19<sup>th</sup> March, 2009.*
- (b) *For the purpose of determining the Shareholders who are entitled to attend and vote at the 2009 AGM, the Register of Members of the Bank will be closed from Wednesday, 15<sup>th</sup> April, 2009 to Thursday, 16<sup>th</sup> April, 2009, both days inclusive. In order to qualify for attending and voting at the 2009 AGM, all transfer documents should be lodged for registration with Tricor Standard Limited, 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong, by 4:00 p.m. Tuesday, 14<sup>th</sup> April, 2009.*
- (c) *In accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and for good corporate governance practice, the Chairman of the Board has indicated that he would direct that each of the resolutions set out in the notice of the Meeting be voted on by poll.*

- (d) *A member entitled to attend and vote at the above Meeting may appoint a proxy to attend and vote in his place. A proxy needs not be a member.*
- (e) *The Memorandum and Articles of Association of the Bank is written in English. The Chinese version of the Resolution as set out in item 6 above on amendments of the Articles of Association is a translation for reference only. Should there be any discrepancies, the English version will prevail.*

*As at the date of this announcement, the Executive Directors of the Bank are: Dr. The Hon. Sir David LI Kwok-po (Chairman & Chief Executive) and Mr. Joseph PANG Yuk-wing (Deputy Chief Executive); Non-executive Directors of the Bank are: Mr. Aubrey LI Kwok-sing, Professor Arthur LI Kwok-cheung, Dr. William MONG Man-wai, Tan Sri Dr. KHOO Kay-peng, Mr. Richard LI Tzar-kai, Mr. Eric LI Fook-chuen and Mr. Stephen Charles LI Kwok-sze; and Independent Non-executive Directors are: Mr. WONG Chung-hin, Dr. LEE Shau-kee, Dr. Allan WONG Chi-yun, Mr. Winston LO Yau-lai, Mr. Thomas KWOK Ping-kwong, Mr. Kenneth LO Chin-ming, Mr. William Doo Wai-hoi, Mr. KUOK Khoon-ean and Mr. Valiant CHEUNG Kin-piu.*