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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-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninety-second Annual General Meeting ("2011 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 Tuesday, 19th April, 2011 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, 2010;
2. To declare a final dividend of HK\$0.56 per share (with scrip option) for the year ended 31st December, 2010;
3. To re-elect Directors:
 - (a) Professor Arthur LI Kwok-cheung
 - (b) Mr. Thomas KWOK Ping-kwong
 - (c) Mr. Richard LI Tzar-kai
 - (d) Mr. William DOO Wai-hoi
 - (e) Mr. KUOK Khoon-ean
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:

Special Resolution

5. "THAT the Articles of Association of the Bank be and are hereby amended as follows:
 - (a) Article 2 be amended by adding the following new definition immediately after the definition of "Board":

"business day" shall have the meaning attributed to it in the Listing Rules;";

(b) Article 47 be amended by deleting the sentence 'For the purpose of this Article, "business day" shall have the meaning attributed to it in the Listing Rules.';

(c) Article 71A be amended by deleting the first sentence and replacing it with the following:

'The Board may at the expense of the Company send or make available, by hand, by post, by electronic means (including by means of website) or otherwise, instruments of proxy (reply-paid or otherwise) to Members for use at any general meeting(s) or at any separate meeting(s) of the holders of any class of shares, either in blank or nominating in the alternative any one or more of the Directors or any other persons.';

(d) Article 77 be amended by deleting it and replacing it with the following:

'77. No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless there has been given to the Secretary notice in writing by a Member of the Company (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected within 7 days after the day of despatch of the notice of the meeting (or such other period, being a period of not less than 7 days, commencing no earlier than the day after the despatch of the notice of such meeting and ending no later than 7 days prior to the date appointed for such meeting, as may be determined by the Directors from time to time).';

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

'128. (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 relevant financial documents 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 relevant financial documents subject to and in accordance with the Ordinance, the Listing Rules and any applicable laws, rules and regulations.

(B) A copy of the relevant financial documents 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, “relevant financial documents” and “summary financial report” shall have the meaning ascribed to them in the Ordinance.’;
- (f) Article 130 and its heading be amended by deleting them and replacing them with the following:

‘Service by hand, by post, by advertisement or by electronic or other means

130. Any notice or document to be given or issued under these Articles shall be in writing, except that any such notice or document to be given or issued by or on behalf of the Company under these Articles (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) shall be in writing which may or may not be in a transitory form and may be recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not may be sent, supplied, served or delivered to another person by the Company by any of the following means subject to and to such extent permitted by and in accordance with the Ordinance, the Listing Rules and any applicable laws, rules and regulations:

- (i) by hand to the person;
- (ii) by hand or by post in a properly prepaid letter, envelope or wrapper to an address specified for the purpose by the person generally or specifically, or an address to which a provision of the Ordinance authorises or requires the notice or document to be sent or supplied; or if the person is a Member, debenture holder, Director or Secretary, his registered address as appearing in the Register, the register of debenture holders or register of Directors and Secretaries; or, in the case of any other person which is a company, its registered office; or, if the Company is unable to obtain an address so specified, the address of the person last known to the Company;
- (iii) by advertisement in an English language newspaper and a Chinese language newspaper in Hong Kong;
- (iv) by electronic means to an address specified for the purpose by the person generally or specifically;
- (v) by making it available on a website; or
- (vi) by any other means to the extent permitted by and in accordance with the Ordinance, the Listing Rules and any applicable laws, rules and regulations.

In the case of joint holders of a share, all notices or documents shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be sufficient notice to all the joint holders.’; and

(g) Article 131 be amended by deleting it and replacing it with the following:

‘131. Subject to the Ordinance, any notice or document (including any “corporate communication” within the meaning ascribed thereto in the Listing Rules) sent, supplied, given or issued by or on behalf of the Company:

- (i) if sent by hand, shall be deemed to have been served when the notice or document is delivered;
- (ii) if sent by post, shall be deemed to have been served on the business day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office (airmail if posted from Hong Kong to an address outside Hong Kong) and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so properly prepaid, addressed and put into such post office shall be conclusive evidence thereof;
- (iii) if published by way of a newspaper advertisement, shall be deemed to have been served on the date on which it is advertised in one English language newspaper and one Chinese language newspaper in Hong Kong;
- (iv) if sent by electronic means, shall be deemed to have been served at the time which is 48 hours after the notice or document is transmitted electronically provided that no notification that the notice or document sent by electronic means has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender’s control shall not invalidate the effectiveness of the notice or document being served; and
- (v) if made available on a website, shall be deemed to have been served on the later of the following: (a) 48 hours after the notice or document is first made available on the website; or (b) 48 hours after a notification by the Company containing matters required under the Ordinance is received by the recipient.’”

Ordinary Resolutions

6. “**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 2011 of the Bank (the “**Scheme 2011**”), 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 2011 be and is hereby approved and adopted 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 2011 including but without limitation:
- (a) to administer the Scheme 2011 under which options will be granted to Eligible Persons under the Scheme 2011 to subscribe for ordinary shares of HK\$2.50 each of the Bank (the “**Shares**”) (or such other nominal amount prevailing from time to time);
 - (b) to modify and/or amend the Scheme 2011 from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme 2011 relating to modification and/or amendment, provided always that the total number of Shares subject to the Scheme 2011 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 2011 provided always that the total number of Shares subject to the Scheme 2011, when aggregated with any shares subject to any other share option schemes, shall not exceed 5% of the relevant class of the issued share capital 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 2011 and the maximum number of Shares in respect of which options may be granted under the Scheme 2011 and any other share option schemes of the Bank in issue shall not exceed 15% of the relevant class of the issued share capital 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 2011; 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 2011;

and **THAT** the Staff Share Option Scheme 2007 adopted by the Bank on 12th April, 2007 (“**Scheme 2007**”) be terminated such that no further options could thereafter be offered under the Scheme 2007 but in all other respects the provisions of the Scheme 2007 shall remain in full force and effect.”

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.”; and
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
Alson LAW Chun-tak
Company Secretary

Hong Kong, 18th March, 2011

Notes:

- (a) *For the purpose of determining the Shareholders who qualify for the proposed final dividend, the Register of Members of the Bank will be closed on Tuesday, 29th March, 2011 and Wednesday, 30th March, 2011. In order to qualify for the proposed final dividend, 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. Monday, 28th March, 2011.*
- (b) *For the purpose of determining the Shareholders who are entitled to attend and vote at the 2011 AGM, the Register of Members of the Bank will be closed on Monday, 18th April, 2011 and Tuesday, 19th April, 2011. In order to qualify for attending and voting at the 2011 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. Friday, 15th April, 2011.*
- (c) *A member entitled to attend and vote at the above Meeting may appoint a proxy to attend and vote in his place. A proxy need not be a member.*
- (d) *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 18th March, 2011 (the “**Circular**”) is a translation for reference only. Should there be any discrepancies, the English version will prevail.*
- (e) *As set out in the Letter from the Chairman included in the Circular, the Board of Directors of the Bank recommends the Shareholders to vote in favour of the resolutions to be proposed at the 2011 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 Executive Director of the Bank is: Dr. the Hon. Sir David LI Kwok-po (Chairman & Chief Executive); Non-executive Directors of the Bank are: Professor Arthur LI Kwok-cheung (Deputy Chairman), Mr. Aubrey LI Kwok-sing, Tan Sri Dr. KHOO Kay-peng, Mr. Richard LI Tzar-kai, Mr. Eric LI Fook-chuen, Mr. Stephen Charles LI Kwok-sze and Dr. Isidro FAINÉ CASAS; and Independent Non-executive Directors are: Dr. Allan WONG Chi-yun (Deputy Chairman), Mr. WONG Chung-hin, Dr. LEE Shau-kee, 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.