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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-THIRD ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Ninety-third Annual General Meeting (“**2012 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, 24<sup>th</sup> April, 2012 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, 2011;
2. To re-elect Directors:
  - (a) Mr. WONG Chung-hin
  - (b) Dr. LEE Shau-kee
  - (c) Mr. Kenneth LO Chin-ming
  - (d) Mr. Eric LI Fook-chuen
  - (e) Mr. Valiant CHEUNG Kin-piu
  - (f) Dr. Isidro FAINÉ CASAS
3. 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**

4. “**THAT** the Articles of Association of the Bank be and are hereby amended by including the following words immediately after the words “decided on a poll” in Article 57:

'except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Procedural and administrative matters are those that (a) are not on the agenda of the meeting or in any supplementary circular to Members; and (b) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views'."

## **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 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.";

### **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 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

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 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 6 of the Notice of this Meeting.”.

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

Hong Kong, 21<sup>st</sup> March, 2012

Notes:

- (a) *For the purpose of determining the Shareholders who are entitled to attend and vote at the 2012 AGM, the Register of Members of the Bank will be closed on Monday, 23<sup>rd</sup> April, 2012 and Tuesday, 24<sup>th</sup> April, 2012. In order to qualify for attending and voting at the 2012 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, 20<sup>th</sup> April, 2012.*
- (b) *A member entitled to attend and vote at the 2012 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 21<sup>st</sup> March, 2012 (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, the Board of Directors of the Bank recommends the Shareholders to vote in favour of the resolutions to be proposed at the 2012 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\*\*, Dr. LEE Shau-kee\*\*, 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\*\* and Dr. Isidro FAINÉ CASAS\*.*

*\* Non-executive Directors*

*\*\* Independent Non-executive Directors*