



BEA 東亞銀行

The Bank of East Asia, Limited

(Incorporated in Hong Kong with limited liability in 1918)

(Stock Code: 23)

NOTICE OF EIGHTY-NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighty-ninth 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, 17th April, 2008 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 31st December, 2007;
2. To declare a final dividend of HK\$1.18 per share (with scrip option) for the year ended 31st December, 2007;
3. To re-elect Directors:
 - (a) Mr. Joseph PANG Yuk-wing
 - (b) Mr. Thomas KWOK Ping-kwong
 - (c) Mr. Richard LI Tzar-kai
 - (d) Mr. TAN Man-kou
 - (e) Professor Arthur LI Kwok-cheung
 - (f) Mr. KUOK Khoon-ean
 - (g) Mr. William DOO Wai-hoi
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 be and are hereby amended as follows:
 - (a) the existing Article 8 be re-designated as sub-clause (A) of Article 8; and
 - (b) the following new sub-clause (B) be inserted immediately after the re-designated sub-clause (A) of Article 8:

'(B) Subject to the provisions of the Ordinance and the Listing Rules, any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is, liable to be redeemed.'

Ordinary Resolutions

6. “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.”

7. “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."

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 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 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 7 of the Notice of this Meeting."

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK

(Special Resolution on item 5 of the Notice of 2008 Annual General Meeting)

Pursuant to the requirement under the Companies Ordinance, the authorisation to issue redeemable preference shares must be contained in the Articles of Association. The proposed amendment, if approved, will give a power to the Bank to issue preference shares that are redeemable. Such power is considered desirable, as it will provide flexibility to the Bank in issuing redeemable preference shares should the Bank consider it appropriate in line with the terms of similar market products. In addition, the issue of redeemable preference shares will provide flexibility to the Bank to better manage its capital structure should future issuance of preference shares be considered appropriate.

Should the proposed amendment be approved by the Shareholders, any future issue of redeemable preference shares will be subject to further approval by the Shareholders.

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

Hong Kong, 19th March, 2008

Notes:

- (a) *For the purpose of determining Shareholders who qualify for final dividend, the Register of Members of the Bank will be closed from Tuesday, 25th March, 2008 to Wednesday, 26th March, 2008, both days inclusive. In order to qualify for the 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. Thursday, 20th March, 2008.*

- (b) *For the purpose of determining Shareholders who are entitled to attend and vote at the 2008 Annual General Meeting, the Register of Members of the Bank will be closed from Wednesday, 16th April, 2008 to Thursday, 17th April, 2008, both days inclusive. In order to qualify for attending and voting at the 2008 Annual General Meeting, 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, 15th April, 2008.*
- (c) *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 need 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 5 above on amendments of 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: Dr. LI Fook-wo, 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. TAN Man-kou, Mr. Kenneth LO Chin-ming, Mr. KUOK Khoon-ean and Mr. William Doo Wai-hoi.