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**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 EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of the members of The Bank of East Asia, Limited (the "Bank") will be held at Grand Ballroom, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 4th December, 2009 at 10:30 a.m. for the following purposes:

To consider, and if thought fit, pass with or without amendments, the following resolutions:

### **SPECIAL RESOLUTION:**

(1) "THAT

- (a) the authorised share capital of the Bank be and is hereby increased by US\$500,000,000 by the creation of 500,000 Substitute Preference Shares of US\$1,000 each, with the rights and subject to the restrictions set out in the Bank's Articles of Association as amended by this Resolution;
- (b) the Articles of Association of the Bank be and are hereby amended as follows:
  - (i) by inserting a new Article 4C with the following terms after the existing Article 4B:

*'Rights of Substitute Preference Shares*

Each Substitute Preference Share in the Company shall have attached thereto the rights and restrictions as set out in "Schedule A" attached to these Articles';

- (ii) by inserting a new Schedule A with the terms as set out in Appendix I to the circular issued by the Bank of even date herewith after the existing Article 135; and
- (c) the Board of Directors be and is hereby authorised to issue and allot 500,000 Substitute Preference Shares of US\$1,000 each in the aggregate value of US\$500,000,000 which fall to be issued upon the occurrence of a Substitution Event to the then holders of the Innovate Preference Shares according to the terms of the Substitution Deed and the Transaction Documents.”

ORDINARY RESOLUTION:

- (2) “THAT Dr. Isidro FAINÉ CASAS be and is hereby re-elected as a director of the Bank.”

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

Hong Kong, 11th November, 2009

Notes:

- (a) *For the purpose of determining the Shareholders who are entitled to attend and vote at the EGM, the Register of Members of the Bank will be closed on Thursday, 3rd December, 2009 and Friday, 4th December, 2009. In order to qualify for attending and voting at the EGM, 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. Wednesday, 2nd December, 2009.*
- (b) *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.*
- (c) *The Articles of Association of the Bank are written in English. The Chinese version of the amendments of the Articles of Association as set out in Appendix I to the circular of the Bank dated 11th November, 2009 (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 Board 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 EGM. Please refer to the Circular for details of the matters for which the resolutions are concerned.*

*As at the date of this announcement, 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, Dr. William MONG Man-wai, 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.*