

**The Bank of East Asia, Limited**

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

**(Stock Code: 23)**

**NOTICE OF EIGHTY-SEVENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Eighty-seventh Annual General Meeting of the members of The Bank of East Asia, Limited (the "Bank") will be held in the Ballroom, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong on Friday, 7th April, 2006 at 11:00 a.m. for the following purposes:

1. To consider and adopt the Audited Accounts and the Reports of the Directors and of the Auditors for the year ended 31st December, 2005;
2. To declare a final dividend of HK\$0.93 per share (with scrip option) for the year ended 31st December, 2005;
3. To re-elect Directors:
  - (a) Mr. Kenneth LO Chin-ming
  - (b) Mr. Eric LI Fook-chuen
  - (c) Mr. WONG Chung-hin
  - (d) Dr. LEE Shau-kee
  - (e) Dr. William MONG Man-wai
  - (f) Mr. CHAN Kay-cheung
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 49 be amended by deleting the words "by rotation" in paragraph (c) thereof and substituting therefor the words "upon expiration of his term";
  - (b) Article 56 be deleted in its entirety and replaced by the following:

'56. 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 show of hands every Member present in person (or being a corporation, is present by a duly authorised representative) or by proxy (whether the Member has appointed one or more than one proxy) shall have one vote and 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. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a Recognised Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands.';

- (c) Article 74 be amended by deleting the words “, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles”;
- (d) the following new Article 74A be inserted immediately after Article 74:  
 ‘74A. Subject to any express terms to the contrary in the relevant resolution for appointing any Director under Article 74, any Director so elected by the Company shall be elected for a term of not more than approximately three years expiring at the conclusion of the annual general meeting of the Company held in the third year following the year of his appointment and for the avoidance of doubt, on expiration of his term he shall be deemed a retiring Director and eligible for re-appointment.’;
- (e) Article 75 be deleted in its entirety and replaced by the following:  
 ‘75. Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these Articles to appoint any person to be a Director and subject to the Ordinance, the Board shall have power at any time and from time to time to appoint any person to be a Director. Any Director so appointed by the Board shall hold office only until the next following general meeting and shall then be eligible for re-election.’;
- (f) Article 78 be amended by deleting the words “by rotation hereinafter” on the first line thereof and inserting the words “in these Articles” immediately after the word “contained” on the second line thereof;
- (g) Article 80 be amended by deleting the sentence “At every annual general meeting one-third of the Directors for the time being or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third shall retire from office.”;
- (h) Article 81 be deleted in its entirety;
- (i) Article 83 be amended by deleting the words “in manner aforesaid” and substituting therefor the words “upon expiration of his term”;
- (j) Article 88 be amended by deleting the word “Executive” on the first line thereof and by deleting the words “an Executive” on the sixth line thereof and substituting therefor the word “a”; and
- (k) Article 113 be amended by deleting the sentence “Surpluses arising from the revaluation of investments shall not be available for dividend.”.

## **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."

By Order of the Board

**Molly HO Kam-lan**

*Company Secretary*

Hong Kong, 8th March, 2006

Notes:

- (a) The Register of Members of the Bank will be closed from Monday, 13th March, 2006 to Wednesday, 15th March, 2006. In order to qualify for the final dividend, all transfer documents should be lodged for registration with Standard Registrars Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, by 4:00 p.m. Friday, 10th March, 2006.
- (b) 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.
- (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 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 and Chief Executive), Mr. Joseph PANG Yuk-wing (Deputy Chief Executive) and Mr. CHAN Kay-cheung (Deputy Chief Executive); Non-executive Directors of the Bank are: Dr. LI Fook-wo, Dr. The Hon. Simon LI Fook-sean, Mr. Aubrey LI Kwok-sing, Dr. William MONG Man-wai, Tan Sri Dr. KHOO Kay-peng, Mr. Richard LI Tzar-kai and Mr. Eric LI Fook-chuen; 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 and Mr. Kenneth LO Chin-ming.*