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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Directors proposed to amend the Articles of Association in order to, inter alia, reflect the amendments to the Listing Rules which came into effect on 31st March, 2004.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of passing a special resolution at the AGM. A circular containing, inter alia, information on the proposed amendments to the Articles of Association and notice of the AGM is to be despatched to the Shareholders upon publication of this announcement.

The directors of The Bank of East Asia, Limited (the "Bank") (the "Directors") proposed to amend the Articles of Association of the Bank (the "Articles of Association") to, inter alia, reflect the amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") which came into effect on 31st March, 2004.

The proposed amendments to the Articles of Association include the following:

- (a) "Recognised Clearing House" shall have the meaning ascribed thereto in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house recognised by the laws of the jurisdiction in which the shares of the Bank are listed or quoted with the permission of the Bank on a stock exchange in such jurisdiction;
- (b) where any shareholder of the Bank (the "Shareholder") is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted;
- (c) no person other than a retiring Director shall, unless recommended by the Board of Directors, be eligible for election to the office of Director at any general meeting unless there has been given to the secretary of the Bank notice in writing by a Shareholder (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 and the minimum length of the period, during which such notice(s) are given, shall be at least 7 days and that the period for lodgement of such notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting; and
- (d) subject to such exceptions specified in the Articles of Association, a Director shall not be entitled to vote on (nor shall he be counted in the quorum in relation thereto) any resolution of the Board of Directors approving any contract or arrangement or any other proposal whatsoever in which he or any of his associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution).

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of passing a special resolution at the Annual General Meeting of the Bank to be held on Friday, 8th April, 2005 (the "AGM"). A circular containing, inter alia, information on the proposed amendments to the Articles of Association together with a notice convening the AGM is to be despatched to the Shareholders upon publication of this announcement.

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

Hong Kong, 11th March, 2005

As at the date of this announcement, the Executive Directors of the Bank are: Dr. 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. Simon LI Fook-sean, Mr. Aubrey LI Kwok-sing, Dr. William MONG Man-wai, Tan Sri Dr. KHOO Kay-peng and Mr. Richard LI Tzar-kai; 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 and Mr. TAN Man-kou.