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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)

*Board of Directors:*

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\*\*

Dr. Isidro FAINÉ CASAS\*

*Registered Office:*

10 Des Voeux Road Central  
Hong Kong

\* *Non-executive Director*

\*\* *Independent Non-executive Director*

Dear Shareholder,

6<sup>th</sup> March, 2012

**2011 SECOND INTERIM (IN LIEU OF FINAL) SCRIP DIVIDEND SCHEME**

**1. Particulars of the Scrip Dividend Scheme**

On 14<sup>th</sup> February, 2012 the Board of Directors of The Bank of East Asia, Limited (the “**Bank**”) (the “**Directors**”) declared a second interim dividend (in lieu of final dividend) of HK\$0.51 per share for the financial year ended 31<sup>st</sup> December, 2011 (“**2011 Second Interim Dividend**”) in cash and that any shareholder of the Bank (the “**Shareholder**”) entitled to receive such dividend would be given the option to elect to receive new, fully paid shares in lieu of cash (“**Scrip Dividend Scheme**”). The dividend will be paid on or about Tuesday, 27<sup>th</sup> March, 2012 to Shareholders whose names were on the Register of Members of the Bank (the “**Register of Members**”) at the close of business on Tuesday, 6<sup>th</sup> March, 2012.

Shareholders thus have the choice of receiving:

- (a) cash of HK\$0.51 in respect of each share; or
- (b) an allotment of shares of HK\$2.50 each credited as fully paid (“**New Shares**”) having a market value (as set out below) equal to the amount of dividend which Shareholders could elect to receive in cash; or
- (c) partly cash and partly New Shares.

For the purpose of calculating the number of New Shares to be allotted, the market value of the New Shares means 95% of the average closing price of the shares of the Bank on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from Monday, 5<sup>th</sup> March, 2012 to Friday, 9<sup>th</sup> March, 2012. The exact number of New Shares to which a Shareholder electing to receive New Shares in lieu of cash will be entitled may only be determined after the close of business on Friday, 9<sup>th</sup> March, 2012. The basis of allotment of the New Shares will be published on the website of Hong Kong Exchanges and Clearing Limited and the Bank’s own website after the close of business on Friday, 9<sup>th</sup> March, 2012.

Fractional entitlements to the New Shares in respect of choices (b) and (c) above will be refunded in cash to the respective Shareholders concerned. The New Shares will, on issue, not be entitled to the 2011 Second Interim Dividend, but will rank *pari passu* in all other respects with the existing shares. The dividend warrants and the share certificates for the New Shares will be sent to Shareholders by ordinary mail at their own risk on or about Tuesday, 27<sup>th</sup> March, 2012 and the first day of dealings in the New Shares will be on or about 27<sup>th</sup> March, 2012. Shareholders who elect for dividend wholly or partly in scrip form will receive one share certificate for the New Shares.

The Scrip Dividend Scheme will give Shareholders an opportunity to increase their investment in the Bank at market value without incurring brokerage fees, stamp duty and related dealing costs. It will also benefit the Bank to the extent that such cash which would otherwise have been paid to Shareholders who elect to receive the New Shares, in whole or in part in lieu of cash dividend, will be retained for use as working capital by the Bank.

## **2. Book Closure Period and Last Date of Transfer**

For the purpose of determining Shareholders who qualify for the 2011 Second Interim Dividend, the Register of Members was closed on Monday, 5<sup>th</sup> March, 2012 and Tuesday, 6<sup>th</sup> March, 2012. The last date on which transfers were accepted for registration for participation in the Scrip Dividend Scheme was Friday, 2<sup>nd</sup> March, 2012 (at 4:00 p.m.).

## **3. Condition of Scrip Dividend Scheme**

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the New Shares.

## **4. Stock Exchange Listing**

Application has been made to the Listing Committee of the Stock Exchange for a listing of and permission to deal in the New Shares. The £300 million 6.125% Step-up Perpetual Subordinated Notes issued by the Bank in March 2007, the US\$600 million Floating Rate Step-up Subordinated Notes due 2017 issued by the Bank in June 2007, the US\$600 million 6.125% Subordinated Notes due 2020 and the US\$500 million 6.375% Subordinated Notes due 2022 issued by the Bank in November 2011 are listed on the Singapore Stock Exchange. The Hybrid Tier 1 Capital Instruments with a face value of US\$500 million which comprise 8.5% step-up subordinated notes due 2059 issued by the Bank in November 2009 stapled with perpetual non-cumulative step-up preference shares of no par value issued by Innovate Holdings Limited, a wholly-owned subsidiary of the Bank, are listed on the Singapore Stock Exchange. Save as disclosed, no part of the shares or other debt securities of the Bank is listed or dealt in on any stock exchange other than the Stock Exchange.

## 5. Central Clearing and Settlement System

Shares issued by the Bank have been admitted as eligible securities for deposit and settlement in Central Clearing and Settlement System (“**CCASS**”) established and operated by Hong Kong Securities Clearing Company Limited. Dealings in the shares of the Bank may be settled through CCASS. Investors should seek the advice of their stockbroker or other professional adviser for details of these settlement arrangements and how such arrangements will affect their rights and interests.

## 6. Form of Election

A Form of Election is enclosed (*see Note*) with this letter for use by Shareholders who wish to receive the 2011 Second Interim Dividend in New Shares or to make a permanent election to receive shares in lieu of any future dividends to be payable in cash with a scrip alternative. Please complete and return the enclosed Form of Election to reach Tricor Standard Limited, 26<sup>th</sup> Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong, **by 4:00 p.m. on Wednesday, 21<sup>st</sup> March, 2012.**

*Note: The Form of Election has not been enclosed for the Shareholders who have previously elected to receive their dividends in scrip or in cash permanently. If you wish to change the permanent election, please inform Tricor Standard Limited by notice in writing **by 4:00 p.m. on Wednesday, 21<sup>st</sup> March, 2012.***

**If you wish to receive your dividend in cash in respect of the 2011 Second Interim Dividend,** you need take no action. Shareholders who do not make an election to receive their dividend in scrip will receive the dividend in cash.

**If you wish to receive New Shares in lieu of cash dividend, or partly cash and partly New Shares, in respect of the 2011 Second Interim Dividend,** you should complete Box D and fill in the number of registered shares for which you wish your dividend to be paid in shares.

**If you wish to receive New Shares in lieu of cash dividend in respect of the 2011 Second Interim Dividend and all future dividends permanently,** you should enter a (✓) in Box E. A permanent election cannot be made in respect of part of your registered shares.

**If you wish to receive all future dividends in cash permanently,** you should sign the section on Permanent Receipt of Cash Dividend on the reverse side of the Form of Election.

## 7. Shareholders Resident Outside Hong Kong

All Shareholders resident outside Hong Kong should consult their bankers or other professional advisers as to whether any governmental or other consents are required or other formalities need to be observed to enable them to participate in the Scrip Dividend Scheme. Such Shareholders receiving a copy of this document and/or a Form of Election outside Hong Kong may not treat the same as an invitation to participate in the Scrip Dividend Scheme unless in the relevant jurisdictions such invitation could lawfully be made to him/her without the Bank and/or any Shareholder having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities.

The Bank has made enquiries regarding the feasibility of extending the Scrip Dividend Scheme to Shareholders with registered addresses in relevant overseas jurisdictions including the United States of America. Since registration or filing or other procedure will need to be carried out in relation to the Scrip Dividend Scheme to comply with the relevant securities legislation, the Directors have formed the view

that it is not expedient to make available the Scrip Dividend Scheme to Shareholders whose registered addresses are in the United States of America or any of its territories or possessions. Therefore, such Shareholders will not be permitted to participate in the Scrip Dividend Scheme. Such Shareholders will receive the 2011 Second Interim Dividend wholly in cash and no Form of Election will be sent to such Shareholders. Apart from Shareholders in the United States of America, according to the Register of Members, there are some other Shareholders whose registered addresses are outside Hong Kong. Such Shareholders are allowed to participate in the Scrip Dividend Scheme. It is the responsibility of any Shareholder who receives New Shares in lieu of a cash dividend to comply with any restrictions on the resale of the shares which may apply outside Hong Kong.

Yours faithfully,

**Alson LAW Chun-tak**

*Company Secretary*

*This Document (both English and Chinese versions) is now available in printed form and on the website of the Bank at [www.hkbea.com](http://www.hkbea.com) and HKEx's website at [www.hkexnews.hk](http://www.hkexnews.hk).*

*Notwithstanding any choice of means for the receipt of Corporate Communications (i.e. either receiving a printed copy or by electronic means through the Bank's website) previously made by Shareholders and communicated to the Bank, Shareholders may at any time change their choice, free of charge, by giving reasonable notice in writing to the Bank's Share Registrar, Tricor Standard Limited, at 26<sup>th</sup> Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong or by fax to (852) 2861 1465 or by email to [BEA0023-ecom@hk.tricorglobal.com](mailto:BEA0023-ecom@hk.tricorglobal.com) specifying your request together with your full name and contact telephone number.*