
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in The Bank of East Asia, Limited, you should at once hand this Circular to the purchaser or transferee or to the bank, a licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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BEA 東亞銀行

The Bank of East Asia, Limited

東亞銀行有限公司

(Incorporated in Hong Kong with limited liability in 1918)
(Stock Code: 23)

**NOTICE OF ANNUAL GENERAL MEETING,
RE-ELECTION OF DIRECTORS,
RE-DESIGNATION OF DIRECTOR
AND
GENERAL MANDATES TO ISSUE SHARES AND BUY-BACK SHARES**

The notice of Annual General Meeting of The Bank of East Asia, Limited to be held in the Grand Ballroom, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 8th May, 2015 at 11:30 a.m. is set out on pages 3 to 6 of this Circular.

Whether or not you are able to attend the 2015 AGM, please complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Bank's Share Registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2015 AGM or adjourned meeting (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting at the 2015 AGM should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

26th March, 2015

DEFINITIONS

In this Circular, the following expressions shall have the following meanings unless the context requires otherwise:

“2015 AGM”	an annual general meeting of the Bank to be held in the Grand Ballroom, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 8th May, 2015 at 11:30 a.m. or any adjournment thereof;
“Articles of Association”	the articles of association of the Bank (as amended, modified or otherwise supplemented from time to time);
“Associate(s)”	shall have the meaning ascribed to it under the Listing Rules;
“Audit Committee”	the Audit Committee of the Bank;
“Auditors”	the auditors of the Bank for the time being;
“Bank”	The Bank of East Asia, Limited, a limited liability company incorporated in Hong Kong;
“Bank Group” or “Group”	the Bank and its subsidiaries;
“Board”	the board of Directors or a duly authorised committee thereof;
“Circular”	The circular to the Shareholders dated 26th March, 2015;
“Companies Ordinance”	The Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Connected Person(s)”	shall have the meaning ascribed to it under the Listing Rules;
“Controlling Shareholder”	shall have the meaning ascribed to it under the Listing Rules;
“Director(s)”	includes any person who occupies the position of a director, by whatever name called, of the Bank or otherwise as the context may require;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	19th March, 2015, being the latest practicable date prior to the printing of this Circular for ascertaining certain information contained herein;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;
“Nomination Committee”	the Nomination Committee of the Bank;
“Notice of Annual General Meeting”	the notice convening the 2015 AGM as set out on pages 3 to 6 of this Circular;
“Register of Members”	register of members of the Bank;
“Remuneration Committee”	the Remuneration Committee of the Bank;
“Senior Management”	the Deputy Chief Executives of the Bank;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholders”	holders of the Shares;
“Share(s)”	fully paid ordinary shares of the Bank;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary” or “Subsidiaries”	a subsidiary or subsidiaries (within the meaning of the Companies Ordinance) for the time being and from time to time of the Bank;
“Substantial Shareholders”	shall have the meaning ascribed to it under the Listing Rules; and
“Takeover Code”	The Codes on Takeovers and Mergers and Share Buy-backs

NOTICE OF ANNUAL GENERAL MEETING

The Bank of East Asia, Limited

(Incorporated in Hong Kong with limited liability in 1918)

Notice of Ninety-sixth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Ninety-sixth Annual General Meeting of the members of The Bank of East Asia, Limited (the "Bank") will be held in the Grand Ballroom, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 8th May, 2015 at 11:30 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, 2014.
2. To re-appoint KPMG as Auditors of the Bank and authorise the Directors to fix their remuneration.
3. To re-elect Directors:
 - (a) Mr. WONG Chung-hin
 - (b) Mr. Kenneth LO Chin-ming
 - (c) Mr. Eric LI Fook-chuen
 - (d) Mr. Valiant CHEUNG Kin-piu
 - (e) Dr. Isidro FAINÉ CASAS
 - (f) Mr. William DOO Wai-hoi
 - (g) Mr. Adrian David LI Man-kiu
 - (h) Mr. Brian David LI Man-bun

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions:

Ordinary Resolutions

4. **"THAT:**

Mr. Richard LI Tzar-kai be re-designated as an Independent Non-executive Director of the Bank."
5. **"THAT:**
 - (a) Subject to paragraph (b) of this Resolution, a general mandate be and is hereby unconditionally given to the Directors of the Bank to exercise during the Relevant Period all the powers of the Bank to allot, issue and otherwise deal with 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;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the number of ordinary shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a) of this Resolution, otherwise than pursuant to:
- (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;
 - (iii) any scrip dividend or similar arrangement in accordance with the Articles of Association of the Bank; or
 - (iv) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights which may be issued by the Bank or any securities which are convertible into shares of the Bank,

shall not exceed 10% of the number of ordinary shares of the Bank in issue as at the date of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Bank into a larger or smaller number of shares during the Relevant Period), and the said approval shall be limited accordingly; and

- (c) 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 shareholders of the Bank in general meeting.

‘Rights Issue’ means an offer of shares of the Bank or an issue of options, warrants or other securities giving the right to subscribe for shares of the Bank, open for a period fixed by the Board of Directors of the Bank to holders of shares of the Bank on the register of members on a fixed record date in proportion to their then holdings of such shares of the Bank (subject to such exclusions or other arrangements as the Board of Directors of the Bank may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Bank).”

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**

- (a) a general mandate be and is hereby unconditionally granted to the Directors of the Bank to exercise during the Relevant Period all the powers of the Bank to buy back ordinary shares 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 maximum number of the shares to be bought back pursuant to the approval in this paragraph shall not exceed 10% of the number of ordinary shares of the Bank in issue as at the date of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Bank into a larger or smaller number of shares during the Relevant Period), and the said approval shall be limited accordingly; 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 shareholders of the Bank in general meeting.”
7. **“THAT**, conditional on the passing of Resolutions in item 5 and item 6 of the Notice of this Meeting, the general mandate granted to the Directors of the Bank to allot shares pursuant to the Resolution set out in item 5 of the Notice of this Meeting be and is hereby extended by the addition to the maximum number of shares which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares of the Bank bought back by the Bank under the authority granted pursuant to the Resolution set out in item 6 of the Notice of this Meeting.”

By Order of the Board
Alson LAW Chun-tak
Company Secretary

Hong Kong, 26th March, 2015

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) *For the purpose of determining the Shareholders who are entitled to attend and vote at the 2015 AGM, the Register of Members of the Bank will be closed on Thursday, 7th May, 2015 and Friday, 8th May, 2015. In order to qualify for attending and voting at the 2015 AGM, all transfer documents should be lodged for registration with Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:00 p.m. Wednesday, 6th May, 2015.*
- (b) *A member entitled to attend and vote at the 2015 AGM may appoint a proxy to attend and vote in his place. A proxy need not be a member.*
- (c) *As set out in the Letter from the Chairman included in the Circular, each of the resolutions set out in this Notice shall be voted on by poll and the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the 2015 AGM. Please refer to the Circular for details of the matters for which the resolutions are concerned.*

LETTER FROM THE CHAIRMAN

The Bank of East Asia, Limited

(Incorporated in Hong Kong with limited liability in 1918)

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**

Mr. Aubrey LI Kwok-sing*

Mr. Winston LO Yau-lai**

Tan Sri Dr. KHOO Kay-peng**

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*

Dr. Peter LEE Ka-kit*

Mr. Adrian David LI Man-kiu[#]

Mr. Brian David LI Man-bun[#]

Registered Office:

10 Des Voeux Road Central
Hong Kong

[#] *Executive Director*

^{*} *Non-executive Director*

^{**} *Independent Non-executive Director*

26th March, 2015

To the Shareholders

Dear Sir or Madam,

INTRODUCTION

The purpose of this Circular is to provide you with information in connection with the convening of the 2015 AGM and explanation in connection with the matters to be dealt with at the 2015 AGM. In accordance with the relevant requirements under the Listing Rules and the Articles of Association, each of the resolutions set out in the Notice of Annual General Meeting shall be voted on by poll.

A notice convening the 2015 AGM is set out on pages 3 to 6 of this Circular.

A proxy form for use at the 2015 AGM is enclosed. Whether or not you are able to attend the 2015 AGM, please complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Bank's Share Registrars, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2015 AGM or adjourned meeting (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting at the 2015 AGM should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE CHAIRMAN

RESOLUTION (1) — ADOPTION OF THE AUDITED ACCOUNTS AND THE REPORT OF THE DIRECTORS AND THE INDEPENDENT AUDITOR'S REPORT

The audited accounts of the Bank for the year ended 31st December, 2014 together with the Report of the Directors and the Independent Auditor's Report, are set out in the 2014 Annual Report which was sent together with this Circular to the Shareholders on the same date. The 2014 Annual Report may be viewed and downloaded from the column entitled "Investor Communication – Annual Reports/Interim Reports" under the "About BEA" section of the Bank's website (www.hkbea.com) and Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk). The audited accounts have been reviewed by the Audit Committee.

RESOLUTION (2) — RE-APPOINTMENT OF AUDITORS

The Board (which agreed with the view of the Audit Committee) recommended that, subject to the approval of the Shareholders at the 2015 AGM, KPMG be re-appointed as the external auditors of the Bank for 2015.

RESOLUTION (3) — RE-ELECTION OF DIRECTORS

In accordance with Articles 87, 88, 93 and 94 of the Articles of Association, Mr. WONG Chung-hin, Mr. Kenneth LO Chin-ming, Mr. Eric LI Fook-chuen, Mr. Valiant CHEUNG Kin-piu, Dr. Isidro FAINÉ CASAS, Mr. Adrian David LI Man-kiu and Mr. Brian David LI Man-bun shall retire at the 2015 AGM and, being eligible, shall offer themselves for re-election.

In the Bank's circular to Shareholders dated 25th March, 2014, Mr. William DOO Wai-hoi indicated that subject to his re-election at the 2014 Annual General Meeting ("AGM"), it was his intention that he would continue to serve as an Independent Non-executive Director ("INED") of the Bank for a term of approximately one year up to (and including) the day immediately preceding the date of the 2015 AGM. Mr. Doo was re-elected as a Director at the 2014 AGM. Mr. Doo has notified the Bank that he will continue to serve as an INED of the Bank and offer himself for re-election at the 2015 AGM for a term of not more than approximately three years expiring at the conclusion of the AGM of the Bank held in the third year following the year of his re-election.

Details of the Directors who are proposed to be re-elected at the 2015 AGM are set out in Appendix 1 to this Circular.

The re-election of Directors has been reviewed by the Nomination Committee which made recommendation to the Board that the re-election be proposed for Shareholders' approval at the 2015 AGM. The Nomination Committee has also assessed the independence of all current INEDs including those to be re-elected at the 2015 AGM, in particular, Mr. WONG Chung-hin and Mr. Kenneth LO Chin-ming who have served the Board for more than 9 years. All the current INEDs of the Bank satisfy the independence guidelines set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE CHAIRMAN

Mr. WONG Chung-hin was appointed a Director of the Bank in 1977 and was designated as an INED in 1993. Mr. Wong met the independence criteria set out in Rule 3.13 of the Listing Rules and has provided an annual written confirmation of his independence to the Bank. Mr. Wong is not involved in the daily management of the Bank nor in any relationships or circumstances which would interfere with the exercise of his independent judgment. Mr. Wong continues to demonstrate his ability to provide an independent, balanced and objective view to the affairs of the Bank. The Nomination Committee is satisfied that Mr. Wong remains independent notwithstanding the length of his service and believes that Mr. Wong's knowledge and experience will continue to benefit the Bank and the Shareholders of the Bank as a whole. The Board, on the recommendation of the Nomination Committee, is of the view that Mr. Wong should be re-elected at the 2015 AGM. For Mr. Wong's details (including his position with the Bank, experience and other directorships), please refer to Appendix 1.1 to this Circular.

Mr. Kenneth LO Chin-ming was appointed an INED of the Bank in 2005. Mr. Lo met the independence criteria set out in Rule 3.13 of the Listing Rules and has provided an annual written confirmation of his independence to the Bank. Mr. Lo is not involved in the daily management of the Bank nor in any relationships or circumstances which would interfere with the exercise of his independent judgment. Mr. Lo continues to demonstrate his ability to provide an independent, balanced and objective view to the affairs of the Bank. The Nomination Committee is satisfied that Mr. Lo remains independent notwithstanding the length of his service and believes that Mr. Lo's knowledge and experience will continue to benefit the Bank and the Shareholders of the Bank as a whole. The Board, on the recommendation of the Nomination Committee, is of the view that Mr. Lo should be re-elected at the 2015 AGM. For Mr. Lo's details (including his position with the Bank, experience and other directorships), please refer to Appendix 1.2 to this Circular.

RESOLUTION (4) — RE-DESIGNATION OF DIRECTOR

The Board recommended that Mr. Richard LI Tzar-kai be re-designated as an Independent Non-executive Director.

The Nomination Committee has assessed the independence of Mr. Richard Li who has served the Board for more than 9 years and has recommended to the Board that the re-designation be proposed for Shareholders' approval at the 2015 AGM. Mr. Richard Li was appointed a Non-executive Director of the Bank in 2001. Save for his current role as a Non-executive Director of the Bank, Mr. Richard Li had not held any executive or management role and is not involved in the daily management of the Bank or with other members of the Bank Group, nor is he in any relationship or circumstances which would interfere with the exercise of his independent judgment. Mr. Richard Li has demonstrated his ability to provide an independent, balanced and objective view in respect of the affairs of the Bank. Mr. Richard Li has provided a written confirmation of independence to the Bank. The Nomination Committee is satisfied that Mr. Richard Li meets the independence guidelines of the Listing Rules notwithstanding the length of his service with the Bank and believes that Mr. Richard Li's knowledge and experience will continue to benefit the Bank and the Shareholders as a whole. The Board, on the recommendation of the Nomination Committee, is of the view that Mr. Richard Li should be re-designated as an Independent Non-executive Director at the 2015 AGM. For Mr. Richard Li's details including his position with the Bank, experience and other directorships, please refer to Appendix 2 to this Circular.

LETTER FROM THE CHAIRMAN

RESOLUTIONS (5), (6) AND (7) — GENERAL MANDATES TO ISSUE SHARES AND BUY-BACK SHARES

At the annual general meeting of the Bank held on 2nd May, 2014, approval was given by the Shareholders for the granting of, inter alia, the general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding 10% of the number of ordinary shares in issue in the share capital of the Bank; and (ii) to repurchase Shares on the Stock Exchange up to 10% of the number of ordinary shares in issue in the share capital of the Bank, as at the date of passing the relevant resolutions. In accordance with the terms of the approval, these general mandates will shortly expire on 8th May, 2015 upon the conclusion of the 2015 AGM. The grant of fresh general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding 10% of the number of ordinary shares in issue in the share capital of the Bank; and (ii) to buy back Shares on the Stock Exchange up to 10% of the number of ordinary shares in issue in the share capital of the Bank is being sought from the Shareholders and the ordinary resolutions to grant these mandates to the Directors will be proposed at the 2015 AGM.

Based on the 2,348,409,008 Shares in issue as at the Latest Practicable Date (and assuming that there is no change in respect of the number of issued Shares of the Bank after the Latest Practicable Date and up to the passing of the relevant resolution), the Bank will therefore be allowed under the mandate to issue a maximum of 234,840,900 Shares.

The Explanatory Statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed share buy-back resolution is set out in Appendix 3 to this Circular.

Conditional upon the passing of Resolutions (5) and (6), an ordinary resolution to authorise the Directors to also exercise the power to allot, issue and otherwise deal with additional Shares of the Bank under the general mandate to issue shares in respect of the number of ordinary shares in the share capital of the Bank bought back by the Bank will also be proposed for approval by the Shareholders at the 2015 AGM.

RECOMMENDATION

The Directors consider that the above proposals are in the interests of the Bank and its Shareholders and accordingly recommend that all Shareholders vote in favour of the resolutions to be proposed at the 2015 AGM.

Yours faithfully,

David LI Kwok-po

Chairman & Chief Executive

The following are the particulars of the eight Directors proposed to be re-elected at the 2015 AGM:

1. **Mr. WONG Chung-hin**, *CBE, JP*
Independent Non-executive Director and Member of the Audit Committee

Mr. Wong, aged 81, is a solicitor. He was appointed a Director in 1977. Mr. Wong is the Consultant of P.C. Woo & Co. He is also an Independent Non-executive Director of Power Assets Holdings Limited and Hutchison Whampoa Limited. Save as disclosed, Mr. Wong has not held any directorship in other listed public companies during the last 3 years.

Save as disclosed, Mr. Wong does not hold any position with the Bank or with other members of the Bank Group. Mr. Wong has not entered into any service contract with the Bank.

Mr. Wong is the uncle of Dr. Allan WONG Chi-yun. Save as disclosed, Mr. Wong is not connected with any Directors, Senior Management and Substantial Shareholders of the Bank. As at the Latest Practicable Date, the Bank did not have a Controlling Shareholder.

In accordance with the Articles of Association, Mr. Wong shall retire as a Director at the 2015 AGM and, being eligible, shall offer himself to be re-elected for a term of not more than approximately 3 years expiring at the conclusion of the annual general meeting of the Bank held in the third year following the year of his re-election and on expiration of his term he shall be deemed a retiring Director and eligible for re-election. The fees payable to the Directors are determined by the Board with reference to market trends. Mr. Wong receives a director's fee of HK\$300,000 per annum and an Audit Committee member's fee of HK\$120,000 per annum.

As at the Latest Practicable Date, Mr. Wong was interested in 430,035 (0.02%) Shares within the meaning of Part XV of the SFO. Of these Shares, Mr. Wong was the beneficial owner of 51,491 Shares and he was deemed to be interested in 378,544 Shares through the interests of his spouse, Mrs. WONG LAM Mei-lin.

Mr. Wong has met the independence guidelines set out in Rule 3.13 of the Listing Rules.

There is no information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there are no other matters relating to Mr. Wong's re-election that need to be brought to the attention of the Shareholders.

2. **Mr. Kenneth LO Chin-ming**, MA, BA

Independent Non-Executive Director, Member of the Audit Committee and the Nomination Committee

Mr. Lo, aged 72, was appointed a Director in 2005. Mr. Lo is the Chairman and Chief Executive Officer of the Industrial Bank of Taiwan and the Chairman of EverTrust Bank (USA) and the Honorary Chairman of the Chailease Group. He is also a Director of Boston Life Science Venture Corp. and Taiwan Cement Corp (listed in Taiwan). He has been with the banking and finance industry for over 40 years and had abundant experience in securities, trust, leasing, commercial banking, investment banking and venture capital. He was the President of Chinatrust Commercial Bank, the Chairman of IBT Venture Co., the Vice Chairman of China Trust Bank (USA), the Managing Director of International Bank of Taipei and a Director of Hua Nan Commercial Bank. Save as disclosed, Mr. Lo has not held any directorship in other listed public companies during the last 3 years.

Save as disclosed, Mr. Lo does not hold any position with the Bank or with other members of the Bank Group. Mr. Lo has not entered into any service contract with the Bank.

In addition to his highly recognized professional accomplishments, Mr. Lo is also active in public service. He is the Honorary Chairman of the Chinese National Association of Industry and Commerce, Taiwan, the Managing Director of the Bankers Association of the Republic of China, a Member of Asian Executive Board of the Sloan School of Management at the Massachusetts Institute of Technology, and a Member of the National Palace Museum Advisory Committee and Taipei Fine Arts Museum Advisory Board. He was the President of Asian Leasing Association, and the Supervisor of the Bankers Association of the Republic of China.

Mr. Lo holds a B.A. in Economics from National Taiwan University and an M.A. in Finance from the University of Alabama. Mr. Lo is not connected with any Directors, Senior Management and Substantial Shareholders of the Bank. As at the Latest Practicable Date, the Bank did not have a Controlling Shareholder.

In accordance with the Articles of Association, Mr. Lo shall retire as a Director at the 2015 AGM and, being eligible, shall offer himself to be re-elected for a term of not more than approximately 3 years expiring at the conclusion of the annual general meeting of the Bank held in the third year following the year of his re-election and on expiration of his term he shall be deemed a retiring Director and eligible for re-election. The fees payable to the Directors are determined by the Board with reference to market trends. Mr. Lo receives a director's fee of HK\$300,000 per annum, an Audit Committee member's fee of HK\$120,000 per annum and a Nomination Committee member's fee of HK\$50,000 per annum.

As at the Latest Practicable Date, Mr. Lo was not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Lo has met the independence guidelines set out in Rule 3.13 of the Listing Rules.

There is no information relating to Mr. Lo that is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

Save as disclosed herein, there are no other matters relating to Mr. Lo's re-election that need to be brought to the attention of the Shareholders.

3. **Mr. Eric LI Fook-chuen**, *BscEE, MscEE, MBA, FIM*

Non-Executive Director, Deputy Chairman of the Nomination Committee, Member of the Remuneration Committee and the Risk Committee

Mr. Li, aged 85, was appointed a Director in 2006. Mr. Li is a Non-executive Director of BEA Life Limited and Blue Cross (Asia-Pacific) Insurance Limited, both are wholly-owned subsidiaries of the Bank. Mr. Li is currently the Chairman and Chief Executive Officer of the Kowloon Dairy Limited. He is an Independent Non-executive Director of Joyce Boutique Holdings Limited. Save as disclosed, Mr. Li has not held any directorship in other listed public companies during the last 3 years.

Save as disclosed, Mr. Li does not hold any position with the Bank or with other members of the Bank Group. Mr. Li has not entered into any service contract with the Bank.

Mr. Li holds a Bachelor of Science Degree in Electrical Engineering from the University of Arkansas, U.S.A., a Master of Science Degree in Electrical Engineering from the University of Michigan, U.S.A., and a Master Degree in Business Administration from the University of California, U.S.A. He is also a Fellow of the Chartered Management Institute.

Mr. Li is the uncle of Dr. the Hon. Sir David LI Kwok-po, Professor Arthur LI Kwok-cheung, Mr. Aubrey LI Kwok-sing and Mr. Stephen Charles LI Kwok-sze, and is also the granduncle of Mr. Adrian David LI Man-kiu and Mr. Brian David LI Man-bun. Save as disclosed, Mr. Li is not connected with any Directors, Senior Management and Substantial Shareholders of the Bank. As at the Latest Practicable Date, the Bank did not have a Controlling Shareholder.

In accordance with the Articles of Association, Mr. Li shall retire as a Director at the 2015 AGM and, being eligible, shall be re-elected for a term of not more than approximately 3 years expiring at the conclusion of the annual general meeting of the Bank held in the third year following the year of his re-election and on expiration of his term he shall be deemed a retiring Director and eligible for re-election. The fees payable to the Directors are determined by the Board with reference to market trends. Mr. Li receives a director's fee of HK\$300,000 per annum, a Nomination Committee Deputy Chairman's fee of HK\$60,000 per annum, a Remuneration Committee member's fee of HK\$50,000 per annum and a Risk Committee member's fee of HK\$100,000 per annum. Mr. Li is receiving a fee of HK\$30,000 per annum for being a director of each of Blue Cross (Asia-Pacific) Insurance Limited and BEA Life Limited.

As at the Latest Practicable Date, Mr. Li was interested in 38,181,030 (1.63%) Shares within the meaning of Part XV of the SFO. Of these Shares, Mr. Li was the beneficial owner of 3,867,745 Shares. Of the 24,901,408 Shares, 17,807,082 Shares were held by New Jerico Limited and 7,094,326 Shares were held by Ejeeco Limited, a wholly-owned subsidiary of New Jerico Limited. Mr. Li is the sole director of New Jerico Limited. The only one Share in New Jerico Limited is held by The New Elico Trust, of which Mr. Li is the founder and a discretionary beneficiary. Mr. Li was also deemed to be interested in 9,411,877 Shares held by The Kowloon Dairy Limited of which he is the Chairman and Chief Executive Officer.

There is no information relating to Mr. Li that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there are no other matters relating to Mr. Li's re-election that need to be brought to the attention of the Shareholders.

4. **Mr. Valiant CHEUNG Kin-piu**, *FCPA, FCA*

Independent Non-executive Director, a Member of the Audit Committee, the Remuneration Committee and the Risk Committee

Mr. Cheung, aged 69, was appointed a Director in 2008. He was a partner at KPMG, a leading international accounting firm in Hong Kong, until his retirement in 2001. He has extensive experience in assurance and corporate finance work, particularly in trading and manufacturing corporations in Hong Kong and the PRC. Mr. Cheung is a fellow member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants.

Mr. Cheung is an Independent Non-executive Director of Vitasoy International Holdings Limited, Pacific Century Premium Developments Limited and Dah Chong Hong Holdings Limited. Save as disclosed, Mr. Cheung has not held any directorship in other listed public companies during the last 3 years.

Mr. Cheung is currently an Independent Non-executive Director, the Chairman of the Audit Committee and the Chairman of the Connected Transactions Control Committee of The Bank of East Asia (China) Limited ("BEA China"), a wholly-owned subsidiary of the Bank.

Save as disclosed, Mr. Cheung does not hold any position with the Bank or with other members of the Bank Group. Mr. Cheung has not entered into any service contract with the Bank.

Mr. Cheung is not connected with any Directors, Senior Management and Substantial Shareholders of the Bank. As at the Latest Practicable Date, the Bank did not have a Controlling Shareholder.

In accordance with the Articles of Association, Mr. Cheung shall retire as a Director at the 2015 AGM and, being eligible, shall be re-elected for a term of not more than approximately 3 years expiring at the conclusion of the annual general meeting of the Bank held in the third year following the year of his appointment and on expiration of his term he shall be deemed a retiring Director and eligible for re-election. The fees payable to the Directors are determined by the Board with reference to market trends. Mr. Cheung receives a director's fee of HK\$300,000 per annum, an Audit Committee member's fee of HK\$120,000 per annum, a Remuneration member's fee of HK\$50,000 per annum and a Risk Committee member's fee of HK\$100,000 per annum. Mr. Cheung is receiving a fee of RMB65,000 per annum for being a director, a fee of RMB50,000 per annum for being the chairman of the audit committee and a fee of RMB50,000 per annum for being the chairman of the connected transactions control committee, of BEA China.

As at the Latest Practicable Date, Mr. Cheung was not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Cheung has met the independence guidelines set out in Rule 3.13 of the Listing Rules.

There is no information relating to Mr. Cheung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there are no other matters relating to Mr. Cheung's re-election that need to be brought to the attention of the Shareholders.

5. Dr. Isidro FAINÉ CASAS

Non-executive Director and Member of the Nomination Committee

Dr. Fainé, aged 72, was appointed a Director in 2009.

Dr. Fainé is the Chairman of the Board of trustees of the Caixa d'Estalvis i Pensions de Barcelona "la Caixa" Banking Foundation ^{Note} (formerly known as Caixa d'Estalvis i Pensions de Barcelona "la Caixa") (hereinafter "la Caixa" Banking Foundation).

Dr. Fainé is the Chairman of the following companies:

- (i) CaixaBank, S.A. ^{Note}, is an integrated financial group and listed on the Spanish Stock Exchange – with a banking business, insurance activity and investments in international banks – the leader in retail banking in Spain
- (ii) Criteria CaixaHolding, S.A.U. ^{Note} is a non-listed investment company, which manages a 58.9% stake in CaixaBank, S.A. and the rest of the "la Caixa" group shareholdings in strategic sectors, including energy, infrastructure, services, and real estate

Dr. Fainé currently holds chairmanships and directorships in other listed companies, where "la Caixa Group" has an interest, as follows:

- (i) First Vice Chairman of Abertis Infraestructuras, S.A. (infrastructure manager, listed in Spain)
- (ii) First Vice Chairman of Telefónica, S.A. (integrated operator in the telecommunication sector, listed in Spain)
- (iii) First Vice Chairman of Repsol, S.A. (oil company, listed in Spain)
- (iv) Board Member of Banco BPI, S.A. (financial and multi-specialist group focusing on the banking business, listed in Portugal)
- (v) Board Member of Suez Environnement Company, S.A. (an expert group in water and waste management, listed in France)

Dr. Fainé was Second Vice Chairman of Sociedad General de Aguas de Barcelona, S.A. He also was a Director of Grupo Financiero Inbursa, S.A.B. de C.V. (financial and banking group, listed in Mexico) until 2011. Save as disclosed, Dr. Fainé has not held any directorship in other listed public companies during the last 3 years.

Dr. Fainé is a Member of the Royal Academy of Economics and Finance and of the Royal Academy of Doctorate Holders, Chairman of the Spanish Confederation of Savings Banks (CECA), First Vice Chairman of the European Savings Banks Group (ESBG) and Vice Chairman of the World Savings Banks Institute (WSBI). He is also Chairman of the Spanish Confederation of Directors and Executives (CEDE), the Spanish Chapter of the Club of Rome and the Círculo Financiero. Dr. Fainé is also a Member of the Business Council for Competitiveness (CEC).

Dr. Fainé began his professional banking career as Investment Manager for Banco Atlántico in 1964, later becoming General Manager of Banco de Asunción in Paraguay in 1969. On his return to Barcelona, he held various managerial posts in financial entities: Human Resources Director at Banca Riva y García (1973), CEO of Banca Jover (1974) and CEO of Banco Unión (1978).

Dr. Fainé joined “la Caixa” and was appointed Deputy Executive General Manager in 1982. He was appointed CEO in 1999 and was further appointed Chairman of Caixa d’Estalvis i Pensions de Barcelona “la Caixa” from June 2007 to June 2014.

Among other academic and professional qualifications, Dr. Fainé holds a PhD in Economics, an International Senior Managers Program certificate in Business Administration from Harvard University, and a Diploma in Executive Management from the IESE Business School.

Save as disclosed, Dr. Fainé does not hold any position with the Bank or with other members of the Bank Group. Dr. Fainé has not entered into any service contract with the Bank.

Dr. Fainé is not connected with any Directors and Senior Management of the Bank. As at the Latest Practicable Date, the Bank did not have a Controlling Shareholder.

In accordance with the Articles of Association, Dr. Fainé shall retire as a Director at the 2015 AGM and, being eligible, shall be re-elected for a term of not more than approximately 3 years expiring at the conclusion of the annual general meeting of the Bank held in the third year following the year of his re-election and on expiration of his term he shall be deemed a retiring Director and eligible for re-election. The fees payable to the Directors are determined by the Board with reference to market trends. Dr. Fainé receives a director’s fee of HK\$300,000 per annum and a Nomination Committee member’s fee of HK\$50,000 per annum.

As at the Latest Practicable Date, Dr. Fainé was not interested in any Shares within the meaning of Part XV of the SFO.

There is no information relating to Dr. Fainé that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there are no other matters relating to Dr. Fainé’s re-election that need to be brought to the attention of the Shareholders.

Note Criteria CaixaHolding, S.A.U., which is a wholly-owned subsidiary of “la Caixa” Banking Foundation, is the controlling shareholder of CaixaBank, S.A. Each of “la Caixa” Banking Foundation, Criteria CaixaHolding, S.A.U. and CaixaBank, S.A. is a substantial shareholder of the Bank as defined under the Listing Rules and within the meaning of Part XV of the Securities and Futures Ordinance, the details of which are disclosed in the “Interest of Substantial Shareholders and Other Persons” section of the Report of the Directors in the 2014 Annual Report. Dr. the Hon. Sir David LI Kwok-po was a director of CaixaBank, S.A. (from September 2007 to October 2014). Professor Arthur LI Kwok-cheung is a director of CaixaBank, S.A. since November 2014 and Dr. Isidro FAINÉ CASAS is the Chairman of CaixaBank, S.A., Criteria CaixaHolding, S.A.U. and “la Caixa” Banking Foundation. Dr. Fainé owns 0.013% interest in CaixaBank, S.A. while he is not aware of any of his associates owning any interest in CaixaBank, S.A. or any of its subsidiaries.

6. **Mr. William DOO Wai-hoi**, *BSc, MSc, G.G., Chevalier de la Légion d'Honneur, JP*
Independent Non-executive Director and Member of the Audit Committee

Mr. Doo, aged 70, was appointed a Director in 2008. He is currently the Vice-chairman and Non-executive Director of New World Development Company Limited. He is an Executive Director of Lifestyle International Holdings Limited, an Independent Non-executive Director of Shanghai Industrial Urban Development Group Limited and the Founder and Honorary Chairman of FSE Holdings Limited. He was the Vice-chairman of New World China Land Limited and the Deputy Chairman of NWS Holdings Limited. Save as disclosed, Mr. Doo has not held any directorship in other listed public companies during the last 3 years.

Save as disclosed, Mr. Doo does not hold any position with the Bank or with other members of the Bank Group. Mr. Doo has not entered into any service contract with the Bank.

Mr. Doo is a Member of the National Committee of the Twelfth Chinese People's Political Consultative Conference. He is a Governor of the Canadian Chamber of Commerce in Hong Kong and the Honorary Consul General of the Kingdom of Morocco in Hong Kong and Macau.

Mr. Doo holds a Degree of Bachelor of Science from the University of Toronto, Canada and a Master Degree in Science from the University of California, U.S.A. He also holds a Diploma of Graduate Gemologist from the Gemologist Institute of America.

Mr. Doo is not connected with any Directors, Senior Management and Substantial Shareholders of the Bank. As at the Latest Practicable Date, the Bank did not have a Controlling Shareholder.

In the Bank's circular to Shareholders dated 25th March, 2014, Mr. Doo indicated that subject to his re-election at the 2014 Annual General Meeting ("AGM"), it was his intention that he would continue to serve as an Independent Non-executive Director ("INED") of the Bank for a term of approximately 1 year up to (and including) the day immediately preceding the date of the 2015 AGM. Mr. Doo was re-elected as a Director at the 2014 AGM. Mr. Doo has notified the Bank that he will continue to serve as an INED of the Bank and offer himself for re-election at the 2015 AGM for a term of not more than approximately 3 years expiring at the conclusion of the AGM of the Bank held in the third year following the year of his re-election and on expiration of his term he shall be deemed a retiring Director and eligible for re-election. The fees payable to the Directors are determined by the Board with reference to market trends. Mr. Doo receives a director's fee of HK\$300,000 per annum and an Audit Committee member's fee of HK\$120,000 per annum.

As at the Latest Practicable Date, Mr. Doo was not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Doo has met the independence guidelines set out in Rule 3.13 of the Listing Rules.

There is no information relating to Mr. Doo that is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

Save as disclosed herein, there are no other matters relating to Mr. Doo's re-election that need to be brought to the attention of the Shareholders.

7. **Mr. Adrian David LI Man-kiu**, MA (Cantab), MBA, LPC, JP
Executive Director & Deputy Chief Executive

Mr. Li, aged 41, was appointed a Director in August 2014. He first joined the Bank in 2000 as General Manager & Head of Corporate Banking Division. In April 2009, he was appointed Deputy Chief Executive for Hong Kong Business, assisting the Chief Executive in the overall management and control of the Bank Group. He serves as a Director of several members of the Bank Group, and sits on various board committees of the Bank and its Group members.

Save as disclosed, Mr. Li does not hold any other position with the Bank or other members of the Bank Group.

Mr. Li is currently an Independent Non-executive Director of Sino Land Company Limited, Tsim Sha Tsui Properties Limited, Sino Hotels (Holdings) Limited, China State Construction International Holdings Limited, COSCO Pacific Limited and Shanghai Fosun Pharmaceutical (Group) Co., Ltd (which is dual listed in Hong Kong and Shanghai), and is a Non-executive Director of The Berkeley Group Holdings plc (listed in London) and an Alternate Independent Non-executive Director of San Miguel Brewery Hong Kong Limited. He also serves as a Member of the International Advisory Board of Abertis Infraestructuras, S.A. (listed in Spain). He was previously an Alternate Director of AFFIN Holdings Berhad (listed in Malaysia). Save as disclosed, Mr. Li has not held any directorships in other listed public companies in the last 3 years.

Mr. Li is a Member of the Guangdong Provincial Committee of the Chinese People's Political Consultative Conference, a Member of the All-China Youth Federation, Deputy Chairman of the Beijing Youth Federation and a Counsellor of the Hong Kong United Youth Association. He is a Board Member of The Community Chest of Hong Kong and a Member of the MPF Industry Schemes Committee of the Mandatory Provident Fund Schemes Authority. Mr. Li is also an Advisory Committee Member of the Hong Kong Baptist University's School of Business and a Vice President of The Hong Kong Institute of Bankers' Council. Furthermore, he serves as a Member of the Election Committees responsible for electing the Chief Executive of the HKSAR and deputies of the HKSAR to the 12th National People's Congress. He also sits on the Judging Panel of the 2015 BAI-Infosys Finacle Global Banking Innovation Awards.

Mr. Li holds a Master of Management Degree from Kellogg School of Management, Northwestern University in the US, and a Master of Arts Degree and a Bachelor of Arts Degree in Law from the University of Cambridge in Britain. He is a Member of The Law Society of England and Wales, and The Law Society of Hong Kong.

Mr. Li is the son of Dr. the Hon. Sir David LI Kwok-po, the nephew of Professor Arthur LI Kwok-cheung, Mr. Aubrey LI Kwok-sing and Mr. Stephen Charles LI Kwok-sze, the grandnephew of Mr. Eric LI Fook-chuen, and the brother of Mr. Brian David LI Man-bun.

Save as disclosed, he is not connected with any Directors, Senior Management or Substantial Shareholders of the Bank. As at the Latest Practicable Date, the Bank does not have a Controlling Shareholder.

Mr. Li is employed as a Deputy Chief Executive of the Bank. In accordance with the Articles of Association, Mr. Li shall retire as a Director at the 2015 AGM and, being eligible, shall be re-elected for a term of not more than approximately 3 years expiring at the conclusion of the annual general meeting of the Bank held in the third year following the year of his re-election and on expiration of his term he shall be deemed a retiring Director and eligible for re-election. The fees payable to the Directors are determined by the Board with reference to market trends. Mr. Li receives a director's fee of HK\$300,000 per annum. As a Deputy Chief Executive of the Bank, Mr. Li receives an annual salary of approximately HK\$3.7 million and is entitled to a discretionary bonus and share options to be determined with reference to the remuneration policy of the Bank each year.

As at the Latest Practicable Date, Mr. Li was interested in 1,510,083 (0.06%) Shares of the Bank within the meaning of Part XV of the SFO. Of these Shares, Mr. Li is the beneficial owner of 1,503,501 Shares, and he is deemed to be interested in 6,582 Shares through the interests of his child under the age of 18. Apart from the above-mentioned interests, 1,142,523 Shares are held indirectly by a discretionary trust of which Mr. Li was the settlor/founder (although Mr. Li retains no powers to direct the management or investment of this trust's assets and he cannot influence how the trustee exercises its discretion). In addition, he has been granted share options to subscribe for 2,600,000 Shares of the Bank pursuant to the Bank's Staff Share Option Schemes.

There is no information relating to Mr. Li that is required to be disclosed pursuant to Rules 13.51 (2) (h) to (v) of the Listing Rules.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Li that need to be brought to the attention of the Shareholders.

8. **Mr. Brian David LI Man-bun**, MA (Cantab), MBA, FCA, JP
Executive Director & Deputy Chief Executive

Mr. Li, aged 40, was appointed a Director in August 2014. He joined the Bank Group in 2002. He was General Manager & Head of Wealth Management Division of the Bank from July 2004 to March 2009. In April 2009, he was appointed Deputy Chief Executive, primarily responsible for the Bank's China and international businesses, and assisting the Chief Executive in the overall management and control of the Bank Group. He serves as a Director of several members of the Bank Group, and sits on various board committees of the Bank and its Group members.

Save as disclosed, Mr. Li does not hold any other positions with the Bank or other members of the Bank Group.

Mr. Li is currently an Independent Non-executive Director of Towngas China Company Limited, Hopewell Highway Infrastructure Limited and China Overseas Land & Investment Limited. Save as disclosed, Mr. Li has not held any directorships in other listed public companies in the last 3 years.

Mr. Li currently holds a number of public and honorary positions, including being a Member of the Twelfth National Committee of the Chinese People's Political Consultative Conference, a Member of the Advisory Committee of the Securities and Futures Commission of Hong Kong, Chairman of the Traffic Accident Victims Assistance Advisory Committee of the Government of Hong Kong Special Administrative Region ("HKSARG"), a Member of the HKSARG Small and Medium Enterprises Committee, a Member of the HKSARG Harbourfront Commission, and a Member of the HKSARG Aviation Development Advisory Committee.

Mr. Li is a Member of the Hong Kong-Europe Business Council, a Member of the Hong Kong-Taiwan Business Co-operation Committee, a Committee Member of the Hong Kong Chapter, the Institute of Chartered Accountants in England and Wales (the "ICAEW"), a Member of the Inaugural Financial Consulting Committee for Authority of Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone of Shenzhen, and a Council Member of The Hong Kong Management Association 2014/2015.

Mr. Li is a Fellow of the Hong Kong Institute of Certified Public Accountants and a Full Member of the Treasury Markets Association. He is also a Fellow of the ICAEW. He holds an MBA from Stanford University as well as MA and BA from the University of Cambridge.

Mr. Li is the son of Dr. the Hon. Sir David LI Kwok-po, the nephew of Professor Arthur LI Kwok-cheung, Mr. Aubrey LI Kwok-sing and Mr. Stephen Charles LI Kwok-sze, the grandnephew of Mr. Eric LI Fook-chuen, and the brother of Mr. Adrian David LI Man-kiu.

Save as disclosed, he is not connected with any Directors, Senior Management or Substantial Shareholders of the Bank. As at the Latest Practicable Date, the Bank does not have a Controlling Shareholder.

Mr. Li is employed as Deputy Chief Executive of the Bank. In accordance with the Articles of Association, Mr. Li shall retire as a Director at the 2015 AGM and, being eligible, shall be re-elected for a term of not more than approximately 3 years expiring at the conclusion of the annual general meeting of the Bank held in the third year following the year of his re-election and on expiration of his term he shall be deemed a retiring Director and eligible for re-election. The fees payable to the Directors are determined by the Board with reference to market trends. Mr. Li receives a director's fee of HK\$300,000 per annum. As a Deputy Chief Executive of the Bank, Mr. Li is receiving an annual salary of approximately HK\$3.7 million and is entitled to a discretionary bonus and share options to be determined with reference to the remuneration policy of the Bank each year.

As at the Latest Practicable Date, Mr. Li was interested in 5,717,452 (0.24%) Shares of the Bank within the meaning of Part XV of the SFO. Of these Shares, Mr. Li is the beneficial owner of 1,395,200 Shares. He is deemed to be interested in 3,575,490 Shares held by Belltrees Enterprises Inc. and 746,762 Shares held by Triple Kingdom Limited. Both companies are wholly-owned by Mr. Li. In addition, he has been granted share options to subscribe for 3,250,000 Shares of the Bank pursuant to the Bank's Staff Share Option Schemes.

There is no information relating to Mr. Li that is required to be disclosed pursuant to Rules 13.51 (2) (h) to (v) of the Listing Rules.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Li that need to be brought to the attention of the Shareholders.

The following are the particulars of the Director proposed to be re-designated as an Independent Non-executive Director at the 2015 AGM:

Mr. Richard LI Tzar-kai

Non-executive Director

Mr. Li, aged 48, was appointed a Director in 2001. Mr. Li is an Executive Director and the Chairman of PCCW Limited, one of Asia's leading companies in Information and Communications Technologies (ICT). He is also the Executive Chairman and an Executive Director of HKT Limited and HKT Management Limited, the trustee-manager of the HKT Trust. He is also the Chairman and Chief Executive of the Pacific Century Group, an Executive Director and the Chairman of Pacific Century Premium Developments Limited, the Chairman and an Executive Director of Singapore-based Pacific Century Regional Developments Limited (listed in Singapore). Save as disclosed, Mr. Li has not held any directorship in other listed public companies during the last three years.

Save as disclosed, Mr. Li does not hold any position with the Bank or with other members of the Bank Group. Mr. Li has not entered into any service contract with the Bank.

Mr. Li is a Member of the Center for Strategic and International Studies' International Councillors' Group in Washington, D.C., and a Member of the Global Information Infrastructure Commission. Mr. Li was awarded the Lifetime Achievement Award by the Cable & Satellite Broadcasting Association of Asia in November 2011.

Mr. Li is not connected with any Directors, Senior Management and Substantial Shareholders of the Bank. As at the Latest Practicable Date, the Bank did not have a Controlling Shareholder.

In accordance with the Articles of Association, Mr. Li retired as a Director at the 2014 Annual General Meeting and was re-elected for a term of not more than approximately three years expiring at the conclusion of the annual general meeting of the Bank held in the third year following the year of his appointment and on expiration of his term he shall be deemed a retiring Director and eligible for re-appointment. The fees payable to the Directors are determined by the Board with reference to market trends. Mr. Li receives a director's fee of HK\$300,000 per annum.

As at the Latest Practicable Date, Mr. Li was deemed to be interested in 1,400 (0.0001%) Shares which were held by PineBridge Investments LLC ("PBI LLC") in its capacity as an investment manager. PBI LLC is an indirect subsidiary of Chiltonlink Limited which is 100% owned by Mr. Li.

The Board considers that Mr. Li meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

There is no information relating to Mr. Li that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed herein, there are no other matters relating to Mr. Li's re-designation that need to be brought to the attention of the Shareholders.

The following is the Explanatory Statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed general mandate for buy-back of Shares and also constitutes the memorandum required under Section 239 of the Companies Ordinance:

- (i) At the 2015 AGM a resolution will be proposed that the Directors be given a general mandate to exercise all powers of the Bank to buy back on the Stock Exchange Shares representing up to a maximum of 10% of number of Shares in issue in the share capital of the Bank as at the date of passing the resolution (the "Share Buy-back Mandate"). Based on the 2,348,409,008 Shares in issue as at the Latest Practicable Date (and assuming that there is no change in respect of the number of issued Shares of the Bank after the Latest Practicable Date and up to the passing of the relevant resolution), the Bank will therefore be allowed under the Share Buy-back Mandate to buy-back a maximum of 234,840,900 Shares.
- (ii) Although the Directors have no present intention of any Share buy-back, they believe that the flexibility afforded by the Share Buy-back Mandate will be beneficial to the Bank and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years and if there are occasions in the future when depressed market conditions arise and Shares are trading at a discount to their underlying value, the ability of the Bank to buy back Shares will be beneficial to those Shareholders who retain their investment in the Bank since their percentage interests in the assets of the Bank will increase in proportion to the number of Shares bought back by the Bank. Furthermore, the Directors' exercise of the mandate granted under the Share Buy-back Mandate may lead to an increased volume of trading in Shares on the Stock Exchange.
- (iii) The Directors propose that buy-back of Shares under the Share Buy-back Mandate will be financed from the available cash flow or working capital facilities of the Bank and its subsidiaries. In the buy-back of Shares, the Bank may only apply funds legally available for such purpose in accordance with its Articles of Association and the laws of Hong Kong.
- (iv) There may be a material adverse impact on the working capital or gearing position of the Bank (as compared with the position disclosed in its most recent published audited accounts) in the event that the proposed share buy-back is to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as will, in the circumstances, have a material adverse effect on the working capital requirements of the Bank or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Bank.
- (v) There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any Associates of the Directors who have a present intention, in the event that the Share Buy-back Mandate is granted by Shareholders, to sell Shares to the Bank.
- (vi) The Directors have undertaken to the Stock Exchange to exercise the power of the Bank to make purchases pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the laws of Hong Kong.

- (vii) If as a result of a share buy-back a Shareholder's proportionate interest in the voting rights of the Bank increases, such increase will be treated as an acquisition of voting rights for purpose of the Takeover Code. As a result, a Shareholder, or group of Shareholders acting in concert, may be treated as having obtained or consolidated control of the Bank and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeover Code as a consequence of any purchases pursuant to the Share Buy-back Mandate.
- (viii) No purchases have been made by the Bank of its Shares in the six months prior to the date of this Circular.
- (ix) No Connected Persons of the Bank have notified it of a present intention to sell Shares to the Bank and no such persons have undertaken not to sell any such Shares to the Bank in the event that the Share Buy-back Mandate is granted by the Shareholders.
- (x) The highest and lowest prices at which Shares had traded on the Stock Exchange in each of the previous twelve months were as follows:

		Highest	Lowest
		<i>HK\$</i>	<i>HK\$</i>
2014	:		
	March	32.35	29.20
	April	33.50	30.25
	May	33.70	31.45
	June	32.65	31.55
	July	33.75	31.80
	August	34.40	32.85
	September	34.45	31.00
	October	32.60	30.30
	November	33.80	31.70
	December	32.30	29.10
2015	:		
	January	32.45	30.60
	February	32.75	31.45