

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Document.

**This Document is important and requires your immediate attention.**

If you are in any doubt as to any aspect of this Document 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.



**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)

*Board of Directors:*

Dr. the Hon. Sir David LI Kwok-po<sup>#</sup> (*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<sup>#</sup>

Mr. Brian David LI Man-bun<sup>#</sup>

*Registered Office:*

10 Des Voeux Road Central  
Hong Kong

<sup>#</sup> *Executive Director*

\* *Non-executive Director*

\*\* *Independent Non-executive Director*

Dear Shareholder,

5th March, 2015

**2014 SECOND INTERIM SCRIP DIVIDEND SCHEME**

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

On 12th February, 2015, the Board of Directors of The Bank of East Asia, Limited (the "**Bank**") (the "**Directors**") declared a second interim dividend of HK\$0.68 per ordinary share of the Bank ("**Share**") for the financial year ended 31st December, 2014 ("**2014 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 2014 Second Interim Dividend will be paid on or about Friday, 27th March, 2015 to Shareholders whose names were on the Register of Members of the Bank (the "**Register of Members**") at the close of business on Thursday, 5th March, 2015.

Shareholders thus have the choice of receiving:

- (a) cash of HK\$0.68 in respect of each Share; or
- (b) by way of an allotment of new Shares ("**New Shares**") at the market value as set out below (except for adjustments for fractions) equal to the total amount of the dividend that such Shareholder would otherwise be entitled 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 on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") from Monday, 2nd March, 2015 (being the first day that the Shares were traded ex-dividend) to Friday, 6th March, 2015 (both days inclusive). 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, 6th March, 2015. The basis of allotment of the New Shares will be published on the website of Hong Kong Exchanges and Clearing Limited ("**HKEx**") and the Bank's own website after the close of business on Friday, 6th March, 2015.

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 2014 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 Friday, 27th March, 2015 and the first day of dealings in the New Shares will be on or about Friday, 27th March, 2015. Shareholders who elect for the 2014 Second Interim 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 2014 Second Interim Dividend, the Register of Members was closed on Wednesday, 4th March, 2015 and Thursday, 5th March, 2015. The last date on which transfers were accepted for registration for participation in the Scrip Dividend Scheme was Tuesday, 3rd March, 2015 (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 following debt securities of the Bank are listed on the Singapore Stock Exchange:

- US\$600 million 6.125% Subordinated Notes due 2020 issued in July 2010;
- US\$500 million 6.375% Subordinated Notes due 2022 issued in November 2011;
- SGD800 million 4.25% Subordinated Notes due 2022 issued in March 2012;
- EUR70 million 1.08% Senior Notes due 2015 issued in January 2014;
- CHF100 million 0.78% Senior Notes due 2016 issued in March 2014;
- US\$700 million 2.375% Senior Notes due 2017 issued in April 2014;
- US\$100 million 2.08% Senior Notes due 2017 issued in June 2014;
- CHF62 million Floating Rate Senior Notes due 2015 issued in July 2014;
- SGD50 million 2.00% Senior Notes due 2017 issued in July 2014; and
- Hybrid Tier 1 Capital Instruments with a face value of US\$500 million which comprise 8.5% step-up subordinated notes due 2059 issued 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.

The following debt securities of the Bank are listed on the Stock Exchange:

- US\$500 million 4.25% Subordinated Notes due 2024 issued by the Bank in November 2014.

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 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 2014 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, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, **by 4:00 p.m. on Friday, 20th March, 2015.**

*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 Friday, 20th March, 2015.***

**If you wish to receive your dividend in cash in respect of the 2014 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 2014 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 2014 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 2014 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 Level 22, Hopewell Centre, 183 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.*