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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
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, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong on Friday, 3rd May, 2019 at 11:30 a.m. is set out on pages 3 to 5 of this Circular.

Whether or not you are able to attend the 2019 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 2019 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 2019 AGM should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

29th March, 2019

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This Circular (both English and Chinese versions) is now available in printed form and on the websites of the Bank at www.hkbea.com and Hong Kong Exchanges and Clearing Limited at 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 specifying your request together with your full name and contact telephone number.

DEFINITIONS

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

“2019 AGM”	an annual general meeting of the Bank to be held in the Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong on Friday, 3rd May, 2019 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);
“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;
“Chief Executive”	shall have the meaning ascribed to it under the Listing Rules;
“Circular”	the circular to the Shareholders dated 29th March, 2019;
“Close Associate(s)”	shall have the meaning ascribed to it under the Listing Rules;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
“Controlling Shareholder”	shall have the meaning ascribed to it under the Listing Rules;
“Core Connected Person(s)”	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;
“Guidance on Empowerment of INEDs”	guidance on Empowerment of Independent Non-Executive Directors (INEDs) in the Banking Industry in Hong Kong issued by the Hong Kong Monetary Authority;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	22nd March, 2019, being the latest practicable date prior to the printing of this Circular for ascertaining certain information contained herein;
“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 2019 AGM as set out on pages 3 to 5 of this Circular;
“Register of Members”	register of members of the Bank;
“Senior Management”	the Chief Executive, Executive Directors, and 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 Shareholder(s)”	shall have the meaning ascribed to it under the Listing Rules; and
“Takeovers 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 Hundredth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Hundredth Annual General Meeting (“**2019 AGM**”) of the members of The Bank of East Asia, Limited (the “**Bank**”) will be held in the Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong on Friday, 3rd May, 2019 at 11:30 a.m. for the following purposes:

1. To receive the Audited Financial Statements for the year ended 31st December, 2018 together with the Report of the Directors and the Independent Auditor’s Report thereon.
2. To re-appoint KPMG as Auditors of the Bank and authorise the Directors to fix their remuneration.
3. To re-elect the following Directors:
 - (a) Dr. the Hon. Sir David LI Kwok-po
 - (b) Dr. Allan WONG Chi-yun
 - (c) Mr. Aubrey LI Kwok-sing
 - (d) Mr. Winston LO Yau-lai
 - (e) Mr. Stephen Charles LI Kwok-sze
 - (f) Dr. Daryl NG Win-kong
 - (g) Mr. Masayuki OKU
 - (h) Dr. the Hon. Rita FAN HSU Lai-tai

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

4. “**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 (as defined below) all the powers of the Bank to allot, issue and otherwise deal with additional shares of the Bank and to make, issue or grant offers, agreements, options, warrants, rights to subscribe for or convert any securities into shares of the Bank or other securities which would or might require shares in the Bank to be allotted, issued or otherwise dealt with either during or after the Relevant Period;
 - (b) the total number of ordinary shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option, warrant, right to subscribe for or convert or otherwise) by the Directors pursuant to the mandate in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) any option scheme or similar arrangement for the time being adopted and approved by the shareholders of the Bank for the grant or issue to employees of the Bank and its subsidiaries of options or rights to subscribe for or acquire shares of the Bank;

NOTICE OF ANNUAL GENERAL MEETING

- (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 existing options, warrants, rights of subscription, convertible securities or similar rights granted or issued by 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, consolidation or subdivision 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 earliest 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 options, warrants or other securities giving the right to subscribe for shares of the Bank or which are convertible into 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 outside of Hong Kong).”

5. **“THAT:**

- (a) a general mandate be and is hereby unconditionally granted to the Directors of the Bank to exercise during the Relevant Period (as defined below) all the powers of the Bank to buy back ordinary shares of the Bank in accordance with all applicable laws and regulations and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other relevant 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, consolidation or subdivision 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

NOTICE OF ANNUAL GENERAL MEETING

(b) for the purposes of this Resolution:

'Relevant Period' means the period from the passing of this Resolution until whichever is the earliest 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."

6. "THAT, conditional on the passing of the Resolutions in item 4 and item 5 of the Notice of this Meeting, the general mandate granted to the Directors of the Bank to allot, issue and otherwise deal with additional shares of the Bank pursuant to the Resolution set out in item 4 of the Notice of this Meeting be and is hereby extended by the addition thereto of the number of shares of the Bank bought back by the Bank under the authority granted pursuant to the Resolution set out in item 5 of the Notice of this Meeting."

By Order of the Board

Alson LAW Chun-tak

Company Secretary

Hong Kong, 29th March, 2019

Notes:

- (a) *For the purpose of determining the Shareholders who are entitled to attend and vote at the 2019 AGM, the Register of Members of the Bank will be closed from Friday, 26th April, 2019 to Friday, 3rd May, 2019 (both days inclusive). In order to qualify for attending and voting at the 2019 AGM, all transfer documents accompanied by the relevant share certificates 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. on Thursday, 25th April, 2019.*
- (b) *A member entitled to attend and vote at the 2019 AGM may appoint one or more proxies to attend and vote in his place at the 2019 AGM (or at any adjournment thereof) provided that each proxy is appointed to represent the respective number of shares held by the member as specified in the relevant proxy form. A proxy need not be a member of the Bank.*
- (c) *To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, shall be delivered to Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the 2019 AGM or any adjournment thereof (as the case may be). Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned. In such event, the instrument appointing a proxy shall be deemed to be revoked.*
- (d) *As set out in the Letter from the Chairman included in the circular to the Shareholders dated 29th March, 2019 (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 2019 AGM. Please refer to the Circular for details of the matters for which the resolutions are concerned.*
- (e) *The biographical details of all Directors who offer themselves for re-election at the 2019 AGM and an explanatory statement on share buy-back mandate are set out in Appendices 1 and 2 to the Circular.*
- (f) *If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:30 a.m. on the date of the 2019 AGM, the meeting will be postponed or adjourned. The Bank will post an announcement on the Hong Kong Exchanges and Clearing Limited's website (www.hkexnews.hk) and the Bank's website (www.hkbea.com) to notify Shareholders of the date, time and place of the rescheduled meeting.*

The 2019 AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

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. Aubrey LI Kwok-sing*
Mr. Winston LO Yau-lai*
Mr. Stephen Charles LI Kwok-sze*
Dr. Isidro FAINÉ CASAS*
Dr. Peter LEE Ka-kit*
Mr. Adrian David LI Man-kiu[#] *(Deputy Chief Executive)*
Mr. Brian David LI Man-bun[#] *(Deputy Chief Executive)*
Dr. Daryl NG Win-kong*
Mr. Masayuki OKU*
Dr. the Hon. Rita FAN HSU Lai-tai**
Mr. Meocre LI Kwok-wing**
Dr. the Hon. Henry TANG Ying-yen**
The Hon. CHAN Kin-por**
Dr. Delman LEE**

Registered Office:

10 Des Voeux Road Central
Hong Kong

[#] *Executive Director*

^{*} *Non-executive Director*

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

29th March, 2019

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 2019 AGM and explanation in connection with the matters to be dealt with at the 2019 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 2019 AGM is set out on pages 3 to 5 of this Circular.

A proxy form for use at the 2019 AGM is enclosed. Whether or not you are able to attend the 2019 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 2019 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 2019 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) — RECEIVING THE AUDITED FINANCIAL STATEMENTS

The audited financial statements of the Bank for the year ended 31st December, 2018 together with the Report of the Directors and the Independent Auditor's Report, are set out in the 2018 Annual Report which will be sent to the Shareholders on 29th March, 2019. The 2018 Annual Report may then 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 financial statements 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 2019 AGM, KPMG be re-appointed as the external auditors of the Bank for 2019.

RESOLUTION (3) — RE-ELECTION OF DIRECTORS

In accordance with Articles 87, 93 and 94 of the Articles of Association, Dr. the Hon. Sir David LI Kwok-po, Dr. Allan WONG Chi-yun, Mr. Aubrey LI Kwok-sing, Mr. Winston LO Yau-lai, Mr. Stephen Charles LI Kwok-sze, Dr. Daryl NG Win-kong, Mr. Masayuki OKU and Dr. the Hon. Rita FAN HSU Lai-tai shall retire at the 2019 AGM and, being eligible, shall offer themselves for re-election.

Details of the Directors who are proposed to be re-elected at the 2019 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 2019 AGM. The recommendations were made in accordance with the Procedures for Nomination of Directors, and Board Diversity Policy and its objective criteria including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, independence and length of service. A Board Skill Matrix is set out in page 82 of the Corporate Governance Report of the Bank's 2018 Annual Report.

The Nomination Committee has also assessed the independence of all Independent Non-executive Directors ("**INEDs**") of the Bank in particular, Dr. Allan WONG Chi-yun ("**Dr. Allan Wong**") who has served the Board for more than 9 years and Dr. the Hon. Rita FAN HSU Lai-tai ("**Dr. Rita Fan**"). Both Dr. Allan Wong and Dr. Rita Fan will seek re-election as INEDs at the 2019 AGM. All the INEDs of the Bank satisfy the independence guidelines set out in Rule 3.13 of the Listing Rules and the requirements of the Guidance on Empowerment of INEDs.

LETTER FROM THE CHAIRMAN

Dr. Allan Wong was appointed a Director of the Bank in 1995 and was re-designated as an INED of the Bank in 1999. He was appointed as a Deputy Chairman of the Bank in 2009. As Chairman and Group Chief Executive Officer of the leading electronic products manufacturer VTech Holdings Limited, Dr. Allan Wong provides valuable insights into innovative technology and manufacturing practices that facilitates the digital transformation of the Bank. The Nomination Committee believes that Dr. Allan Wong's extensive knowledge and experience in the manufacturing sector will continue to benefit the Bank and the Shareholders as a whole.

Dr. Allan Wong met the independence criteria set out in Rule 3.13 of the Listing Rules and the Guidance on Empowerment of INEDs. He has provided an annual written confirmation of his independence to the Bank. Dr. Allan 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. Dr. Allan 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 Dr. Allan Wong remains independent notwithstanding the length of his service. The Board, on the recommendation of the Nomination Committee, is of the view that Dr. Allan Wong should be re-elected at the 2019 AGM. For Dr. Allan Wong's details (including his position with the Bank, experience and other directorships), please refer to Appendix 1.2 to this Circular.

Dr. Rita Fan was appointed as an INED of the Bank in 2016 and is the first female joining the Board of the Bank. Dr. Fan is one of Hong Kong's best known public figures and has an outstanding track record of service to the community. The Nomination Committee believes that her unique skills, knowledge and experience, particularly in Hong Kong-China relations, will provide the Bank with deeper insight and advisory into China as the Bank focuses on bringing long-term value for Shareholders. Dr. Rita Fan's re-election demonstrates the Board's continued efforts to bring diversity and new perspectives that will support the Bank's development and growth.

Dr. Rita Fan met the independence criteria set out in Rule 3.13 of the Listing Rules and the Guidance on Empowerment of INEDs. She has provided an annual written confirmation of her independence to the Bank. Dr. Rita Fan is not involved in the daily management of the Bank nor in any relationships or circumstances which would interfere with the exercise of her independent judgment. Dr. Rita Fan continues to demonstrate her ability to provide an independent, balanced and objective view to the affairs of the Bank. The Nomination Committee is satisfied that Dr. Rita Fan remains independent. The Board, on the recommendation of the Nomination Committee, is of the view that Dr. Rita Fan should be re-elected at the 2019 AGM. For Dr. Rita Fan's details (including her position with the Bank, experience and other directorships), please refer to Appendix 1.8 to this Circular.

Procedures for the appointment and re-election of Directors are disclosed in page 104 of the Bank's 2018 Annual Report.

All Directors offering for re-election have provided valuable advice and contributed their respective experience and expertise to the Board and the Bank. In view of the Directors' invaluable experience and their commitment to their roles, the Board believes that their re-elections are in the best interests of the Bank and its Shareholders.

LETTER FROM THE CHAIRMAN

RESOLUTIONS (4), (5) AND (6) — GENERAL MANDATES TO ISSUE SHARES AND BUY-BACK SHARES

At the annual general meeting of the Bank held on 11th May, 2018, 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 of the Bank; and (ii) to buy back Shares on the Stock Exchange up to 10% of the number of ordinary shares in issue 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 3rd May, 2019 upon the conclusion of the 2019 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 of the Bank; and (ii) to buy back Shares on the Stock Exchange up to 10% of the number of ordinary shares in issue 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 2019 AGM.

Based on the 2,845,514,486 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 284,551,448 Shares.

The purpose of the general mandate is to ensure the Board has the flexibility to issue additional shares should the need ever arise, or if there is a suitable opportunity to broaden the Bank's capital base and strengthen its capital position to effectively support business development initiatives. As banking regulators globally continue to raise the bar of capital requirements, the Board considers it prudent to maintain certain flexibility through the general mandate.

The Board acknowledges the concern of minority Shareholders with respect to the possible dilution of their shareholding interest resulting from the exercise of the general mandate to issue shares, and reaffirmed its commitment to only use the mandate in the interest of all Shareholders. Should the Board consider a re-issuance or re-purchase of shares, the Board will clearly communicate the rationale behind that decision and ensure it is fair and reasonable, and in the interest of the Shareholders as a whole.

While the Directors have no present intention to initiate a Share buy-back programme, the flexibility granted by the Share buy-back Mandate will enable the Bank to buy back Shares if Shares continue to trade at a significant discount to their underlying value.

The Directors wish to state that they have no immediate plan to issue any new Shares other than relating to scrip dividends and exercise of employee share options as described above.

The detailed 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 2 to this Circular.

Conditional upon the passing of Resolutions (4) and (5), 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 of the Bank bought back by the Bank will also be proposed for approval by the Shareholders at the 2019 AGM.

LETTER FROM THE CHAIRMAN

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 2019 AGM.

Yours faithfully,

David LI Kwok-po

Chairman & Chief Executive

The following are the particulars of the 8 Directors proposed to be re-elected at the 2019 AGM:

1. **Dr. the Hon. Sir David LI Kwok-po**, *GBM, GBS, OBE, JP, MA Cantab. (Economics & Law), Hon. LLD (Cantab), Hon. DSc. (Imperial), Hon. LLD (Warwick), Hon. DBA (Edinburgh Napier), Hon. D. Hum. Litt. (Trinity, USA), Hon. LLD (Hong Kong), Hon. DSocSc (Lingnan), Hon. DLitt (Macquarie), Hon. DSocSc (CUHK), FCA, FCPA, FCPA (Aust.), FCIB, FHKIB, FBCS, CITP, Officier de l'Ordre de la Couronne, Grand Officer of the Order of the Star of Italian Solidarity, The Order of the Rising Sun, Gold Rays with Neck Ribbon, Commandeur dans l'Ordre National de la Légion d'Honneur*
Chairman & Chief Executive and Member of the Nomination Committee

Sir David, aged 80, joined the Bank in 1969. He was appointed a Director in 1977, Chief Executive in 1981, Deputy Chairman in 1995 and Chairman in 1997. Sir David is the Chairman or a Director of various members of the Bank Group, and he is also the Chairman or a Member of various board committees of the Bank and its Group members. Save as disclosed, Sir David does not hold any position with the Bank or with other members of the Bank Group.

Sir David is an Independent Non-executive Director of Guangdong Investment Limited, The Hong Kong and China Gas Company Limited, The Hongkong and Shanghai Hotels, Limited, San Miguel Brewery Hong Kong Limited and Vitasoy International Holdings Limited. He is also a Director of Hong Kong Interbank Clearing Limited. He was an Independent Non-executive Director of PCCW Limited and SCMP Group Limited (now known as Great Wall Pan Asia Holdings Limited). Save as disclosed, Sir David has not held any directorship in other listed public companies during the last 3 years.

Sir David is a Member of the Council of the Treasury Markets Association. He is Founding Chairman of The Friends of Cambridge University in Hong Kong Limited, Chairman of the Advisory Board of The Salvation Army, Hong Kong and Macau Command and Chairman of the Executive Committee of St. James' Settlement. He was a Member of the Executive Council of Hong Kong from 2005 to 2008 and the Legislative Council of Hong Kong from 1985 to 2012.

Sir David is the brother of Professor Arthur LI Kwok-cheung, the cousin of Mr. Aubrey LI Kwok-sing and Mr. Stephen Charles LI Kwok-sze, and the father of Mr. Adrian David LI Man-kiu and Mr. Brian David LI Man-bun. Save as disclosed, Sir David 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, Sir David shall retire as a Director at the 2019 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 to be 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. Sir David receives a fee of HK\$550,000 per annum for being the Chairman of the Board and a Nomination Committee member's fee of HK\$60,000 per annum. Sir David is employed as the Chief Executive of the Bank, whose service contract is on a three-year term commencing in April, 2018 and ending in March, 2021. As a Chief Executive of the Bank, Sir David receives a base salary of approximately HK\$11.3 million on an annualized basis 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, Sir David was interested in 95,229,736 (3.35%) Shares within the meaning of Part XV of the SFO. Of these Shares, Sir David was the beneficial owner of 81,974,555 Shares and he was deemed to be interested in 2,144,976 Shares through the interests of his spouse, Penny POON Kam-chui. He was also deemed to be interested in 249,214 Shares held by David Li Kwok-po Charitable Foundation Limited, a charitable institution of which Sir David is a director and the sole member. He was also deemed to be interested in 10,860,991 Shares held by an estate of which he is one of the executors of the estate. In addition, he has been granted share options to subscribe for 10,670,000 (0.37%) Shares of the Bank pursuant to the Bank's Staff Share Option Schemes.

Other than the information contained in an announcement by the Bank dated 16th October, 2018 in relation to an investigation undertaken by the National Court in Madrid, there is no information relating to Sir David 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 Sir David's re-election that need to be brought to the attention of the Shareholders.

2. **Dr. Allan WONG Chi-yun**, *GBS, MBE, BSc, MSEE, Hon. DTech, JP*
Deputy Chairman, Independent Non-executive Director, Chairman of the Nomination Committee, Member of the Audit Committee, the Remuneration Committee and the Risk Committee

Dr. Wong, aged 68, was appointed a Director in 1995 and a Deputy Chairman in 2009. He is the Chairman and Group Chief Executive Officer of VTech Holdings Limited. Dr. Wong is an Independent Non-executive Director of China-Hongkong Photo Products Holdings Ltd., Li & Fung Ltd and MTR Corporation Limited. Save as disclosed, Dr. Wong has not held any directorship in other listed public companies during the last 3 years.

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

Dr. Wong holds a Bachelor of Science degree in electrical engineering from the University of Hong Kong, a Master of Science degree in electrical and computer engineering from the University of Wisconsin and an honorary degree of Doctor of Technology from the Hong Kong Polytechnic University.

Dr. 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, Dr. Wong shall retire as a Director at the 2019 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. Wong receives a fee of HK\$425,000 per annum for being a Deputy Chairman of the Bank, a Nomination Committee Chairman's fee of HK\$90,000 per annum, an Audit Committee member's fee of HK\$140,000 per annum, a Remuneration Committee member's fee of HK\$60,000 per annum and a Risk Committee member's fee of HK\$140,000 per annum.

As at the Latest Practicable Date, Dr. Wong was interested in 17,308,617 (0.61%) Shares within the meaning of Part XV of the SFO. Of these Shares, Dr. Wong was the beneficial owner of 449,560 Shares and he was deemed to be interested in 136 Shares through the interests of his spouse, Margaret KWOK Chi-wai (deceased). He was also deemed to be interested in 16,858,921 Shares held by a discretionary trust, Allan Wong 2011 Trust, of which Dr. Wong is a founder and an eligible beneficiary.

Dr. Wong has met the independence guidelines set out in Rule 3.13 of the Listing Rules and the Guidance on Empowerment of INEDs.

There is no information relating to Dr. 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 Dr. Wong's re-election that need to be brought to the attention of the Shareholders.

3. **Mr. Aubrey LI Kwok-sing**, *ScB, MBA*
Non-executive Director and Member of the Risk Committee

Mr. Li, aged 69, was appointed a Director in 1995. He is Chairman of IAM Holdings (Hong Kong) Limited and Chairman of the Advisory Board of MCL Financial Group Limited, both Hong Kong based investment firms. Mr. Li possesses extensive experience in the fields of investment banking, merchant banking and capital markets. He is also an Independent Non-executive Director of Cafe de Coral Holdings Limited, Kunlun Energy Company Limited, Kowloon Development Co. Ltd, Pokfulam Development Company Limited and Tai Ping Carpets International Limited. He was an Independent Non-executive Director of China Everbright International 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 has an ScB in Civil Engineering from Brown University and a Master of Business Administration from Columbia University.

Mr. Li is the cousin of Dr. the Hon. Sir David LI Kwok-po, Professor Arthur LI Kwok-cheung and Mr. Stephen Charles LI Kwok-sze, and the uncle 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 2019 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\$400,000 per annum and a Risk Committee member's fee of HK\$140,000 per annum.

As at the Latest Practicable Date, Mr. Li was interested in 18,177,473 (0.64%) Shares within the meaning of Part XV of the SFO. Of these Shares, Mr. Li was the beneficial owner of 1,201,432 Shares and he was deemed to be interested in 23,659 Shares through the interests of his spouse, Elizabeth WOO. He was also deemed to be interested in 16,952,382 Shares held by Hope Lake Ltd., which is wholly-owned by him.

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. Winston LO Yau-lai**, *SBS, BSc, MSc*
Non-executive Director

Mr. Lo, aged 77, was appointed a Director in 2000. He is the Executive Chairman of Vitasoy International Holdings Limited. Save as disclosed, he 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.

Mr. Lo graduated from the University of Illinois with a Bachelor of Science degree in Food Science and gained his Master of Science degree in Food Science from Cornell University.

Mr. Lo is the Chairman of Ping Ping Investment Company Ltd. He is an Honorary Court Member of the Hong Kong University of Science and Technology and a Life Member of Cornell University Council.

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 2019 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 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\$400,000 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.

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.

5. **Mr. Stephen Charles LI Kwok-sze**, *BSc (Hons.), ACA*
Non-executive Director

Mr. Li, aged 59, was appointed a Director in 2006. He is a Member of the Institute of Chartered Accountants in England and Wales. Mr. Li holds a Bachelor of Science (Hons.) Degree in Mathematics from King's College, University of London, U.K. He is a Director of Affin Hwang Investment Bank Berhad. He has extensive experience in investment banking, having held senior capital markets positions with international investment banks in London and Hong Kong and board positions with international investment fund. 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 is a member of the Executive Committee and the Honorary Treasurer of The Keswick Foundation.

Mr. Li is the cousin of Dr. the Hon. Sir David LI Kwok-po, Professor Arthur LI Kwok-cheung and Mr. Aubrey LI Kwok-sing, and the uncle 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 2019 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\$400,000 per annum.

As at the Latest Practicable Date, Mr. Li was interested in 13,579,555 (0.48%) Shares within the meaning of Part XV of the SFO. Of these Shares, Mr. Li was the beneficial owner of 11,377,157 Shares, and he was deemed to be interested in 661,368 Shares through the interests of his children. He was also deemed to be interested in 1,300,927 Shares held by an estate of which he is one of the Administrators. He was also deemed to be interested in 240,103 Shares held by a discretionary trust, Longevity Trust, of which his children were beneficiaries.

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.

6. **Dr. Daryl NG Win-kong**, BA, MSc, DHL, JP
Non-executive Director and Member of the Risk Committee

Dr. Ng, aged 40, was appointed a Director in 2015. He is currently an Executive Director and Deputy Chairman of Sino Land Company Limited, Tsim Sha Tsui Properties Limited and Sino Hotels (Holdings) Limited. He is also a Non-independent & Non-executive Director of Yeo Hiap Seng Limited (listed in Singapore). Save as disclosed, he has not held any directorship in other listed public companies during the last 3 years.

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

Dr. Ng holds a Bachelor of Arts Degree in Economics, a Master Degree of Science in Real Estate Development from Columbia University in New York and an Honorary Doctor of Humane Letters Degree from Savannah College of Art and Design. He was awarded an Honorary University Fellowship by The Open University of Hong Kong in 2016.

Dr. Ng is a member of the Global Leadership Council of Columbia University in the City of New York, a member of the 10th Sichuan Committee of the Chinese People's Political Consultative Conference ("**CPPCC**"), a member of the 12th and 13th Beijing Municipal Committee of the CPPCC, a member of the 10th and 11th Committees of the All-China Youth Federation and the Deputy Chairman of the Chongqing Youth Federation. He is the Vice Chairman of Hong Kong United Youth Association, a member of the Executive Committee of Hong Kong Sheng Kung Hui Welfare Council Limited, a Council Member of the Hong Kong Committee for UNICEF, a Council Member of The Hong Kong Management Association, a member of the Social Welfare Advisory Committee of the Government of Hong Kong Special Administrative Region ("**HKSAR**"), a co-opted member of the Community Care Fund Task Force of Commission on Poverty of HKSAR, a member of the Council for Sustainable Development of HKSAR, a member of the Estate Agents Authority of HKSAR, a member of the Council of the University of Hong Kong, a member of the Court of the Hong Kong University of Science and Technology, a member of NUS Medicine International Council (NIC) at the Yong Loo Lin School of Medicine of National University of Singapore, a member of the Board of M Plus Museum Limited, a Board Member of National Heritage Board, Singapore, a member of Hong Kong Trade Development Council Mainland Business Advisory Committee, a Director of The Real Estate Developers Association of Hong Kong and a Director of The Community Chest of Hong Kong.

Dr. Ng 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, Dr. Ng shall retire as a Director at the 2019 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. Ng receives a director's fee of HK\$400,000 per annum and a Risk Committee member's fee of HK\$140,000 per annum.

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

There is no information relating to Dr. Ng 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. Ng's re-election that need to be brought to the attention of the Shareholders.

7. **Mr. Masayuki OKU**, LL.B, LL.M, *the Order of Industrial Service Merit Silver Tower*
Non-executive Director and Member of the Nomination Committee

Mr. Oku, aged 74, was appointed a Director in 2015. He is an Independent Non-executive Director of Panasonic Corporation, Kao Corporation, Komatsu Ltd. and Chugai Pharmaceutical Co., Ltd., all of which are companies listed in Japan. Mr. Oku is also the Honorary Advisor of Sumitomo Mitsui Financial Group, Inc. (“**SMFG**”)^{Note} (listed in Japan and USA) and an Auditor of Nankai Electric Railway Co. Ltd. (listed in Japan). Save as disclosed, Mr. Oku has not held any directorship in other listed public companies during the last 3 years.

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

Mr. Oku began his career in 1968 at The Sumitomo Bank, Limited. After engaging in the bank’s key acquisitions and investments in the 1980’s, he was transferred to New York and appointed General Manager of Chicago Branch in 1991. He returned to Tokyo in 1992, assumed the position of General Manager of the Corporate Planning Department, and was elected as a member of the Board of Directors of the bank in 1994. In 1999, Mr. Oku was appointed Secretary General of the Integration Strategy Committee of the bank, leading its merger process with The Sakura Bank, Limited, which culminated in the formation of Sumitomo Mitsui Banking Corporation (“**SMBC**”)^{Note} in 2001. In 2003, he became Deputy President of SMBC, heading Corporate Banking and International Banking Units. In 2005, he was appointed President and CEO of SMBC and Chairman of the Board of SMFG, the holding company of SMBC. During his tenure as President and CEO of SMBC, he also served as Chairman of Japanese Bankers Association in 2007 and 2010. In April 2011, he resigned as President and CEO of SMBC to devote himself to his duties as Chairman of the Board of SMFG. Mr. Oku also served as Vice Chairman of Keidanren (Japan Business Federation) from 2011 to 2015. In April 2017, Mr. Oku stepped down as Chairman of the Board of SMFG and remained as a Director until 28th June, 2017.

Mr. Oku received his Bachelor of Law degree from Kyoto University in 1968 and his Master of Laws (LL.M) degree from Michigan Law School in 1975. He was awarded the Order of Industrial Service Merit Silver Tower by the Government of the Republic of Korea in 2009.

Saved as disclosed, Mr. Oku 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. Oku shall retire as a Director at the 2019 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. Oku receives a Director’s fee of HK\$400,000 per annum and a Nomination Committee member’s fee of HK\$60,000 per annum.

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

There is no information relating to Mr. Oku 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. Oku's re-election that need to be brought to the attention of the Shareholders.

Note SMFG owns a 100% interest in SMBC. Both SMFG and SMBC are substantial shareholders 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 Bank's 2018 Annual Report.

8. **Dr. the Hon. Rita FAN HSU Lai-tai**, *GBM, GBS, DSocSc, JP*
Independent Non-executive Director, Chairman of the Remuneration Committee and Member of the Nomination Committee

Dr. Fan, aged 73, was appointed a Director in 2016. She is currently an Independent Non-executive Director of China Overseas Land & Investment Limited and COSCO SHIPPING Ports Limited. She was an Independent Non-executive Director of COSCO SHIPPING Holdings Co., Ltd. and China Shenhua Energy Company Limited. Save as disclosed, Dr. Fan has not held any directorship in other listed public companies during the last 3 years.

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

Dr. Fan is one of Hong Kong's best-known public figures and has an outstanding track record of community service. Dr. Fan was appointed to the Legislative Council from 1983 to 1992 and was a Member of the Executive Council from 1989 to 1992. She became the President of the Provisional Legislative Council in 1997, and has since been re-elected as the President of the First, Second and Third Legislative Council until 30th September, 2008. Dr. Fan served as President of the legislature of the Hong Kong Special Administrative Region ("**HKSAR**") for 11 years.

In the lead-up to Hong Kong's reunification with China, Dr. Fan played a valuable role as a Member of the Preliminary Working Committee for the Preparatory Committee for the HKSAR from 1993 to 1995 and of the Preparatory Committee for the HKSAR from 1995 to 1997. She was elected as a Hong Kong Deputy to the 9th, 10th, 11th, and 12th sessions of the National People's Congress ("**NPC**") during 1998 to 2018, and was concurrently a Member of the Standing Committee of the 11th and 12th sessions of the NPC from 2008 to 2018. Dr. Fan is now serving as the Chairman of Board of Management of the Endeavour Education Centre Limited and the Endeavour Education Trust.

After graduating from St. Stephen's Girls' College, Dr. Fan studied at the University of Hong Kong, and was awarded a Bachelor degree in Science and a Master degree in Social Science. She was awarded Honorary Doctorate degrees in Social Science by the University of Hong Kong, the City University of Hong Kong, the Hong Kong Polytechnic University, and the Education University of Hong Kong; and an Honorary Doctorate in Law from the China University of Political Science and Law of the People's Republic of China. Her record of public service was acknowledged by the HKSAR Government through the award of the Gold Bauhinia Star in 1998 and Hong Kong's top award, the Grand Bauhinia Medal, in 2007.

Dr. Fan 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, Dr. Fan shall retire as a Director at the 2019 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 her re-election and on expiration of her term she 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. Fan receives a Director's fee of HK\$400,000 per annum, a Remuneration Chairman's fee of HK\$90,000 per annum and a Nomination Committee member's fee of HK\$60,000 per annum.

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

Dr. Fan has met the independence guidelines set out in Rule 3.13 of the Listing Rules and the Guidance on Empowerment of INEDs.

There is no information relating to Dr. Fan 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. Fan's re-election 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 2019 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 of the Bank as at the date of passing the resolution (the “**Share Buy-back Mandate**”). Based on the 2,845,514,486 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 284,551,448 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 financial statements) 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 Close 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 Takeovers 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 Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers 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 Core 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>
2018	:		
	March	34.95	31.05
	April	35.25	30.55
	May	34.80	31.65
	June	33.35	31.00
	July	32.30	30.00
	August	31.30	27.80
	September	29.90	27.85
	October	29.35	24.65
	November	27.05	25.40
	December	27.00	24.20
2019	:		
	January	26.55	24.00
	February	30.80	26.10