
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
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, 24th April, 2020 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 2020 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 54, 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 2020 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 2020 AGM should you so wish.

23rd March, 2020

CONTENTS

	<i>Page</i>
Definitions	1
Notice of Annual General Meeting	3
Letter from the Executive Chairman	6
Introduction	
Resolution (1) – Receiving the Audited Financial Statements	
Resolution (2) – Re-appointment of Auditors	
Resolution (3) – Re-election of Directors	
Resolutions (4), (5) and (6) – General Mandates to Issue Shares and Buy-back Shares	
Recommendation	
Appendix 1 – Details (including Biographies) of Directors Proposed to be Re-elected	11
Appendix 2 – Explanatory Statement on Share Buy-back Mandate	20
Accompanying documents:	
(i) Annual Report 2019	
(ii) Proxy Form	
(iii) A summary of the key aspects of an audit	

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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or by fax to (852) 2810 8185 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:

“2020 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, 24th April, 2020 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 23rd March, 2020;
“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”	the 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;
“Hong Kong”	The Hong Kong Special Administrative Region of the People's Republic of China;

DEFINITIONS

“Latest Practicable Date”	16th March, 2020, 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 2020 AGM as set out on pages 3 to 5 of this Circular;
“Register of Members”	register of members of the Bank;
“Senior Management”	the Co-Chief Executives 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 One Hundred and First Annual General Meeting

NOTICE IS HEREBY GIVEN that the One Hundred and First Annual General Meeting (“**2020 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, 24th April, 2020 at 11:30 a.m. for the following purposes:

1. To receive the Audited Financial Statements for the year ended 31st December, 2019 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) Professor Arthur LI Kwok-cheung
 - (b) Mr. Meocre LI Kwok-wing
 - (c) Dr. the Hon. Henry TANG Ying-yen
 - (d) Dr. Delman LEE
 - (e) Mr. William Junior Guilherme DOO

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, 23rd March, 2020

Notes:

- (a) *For the purpose of determining the Shareholders who are entitled to attend and vote at the 2020 AGM, the Register of Members of the Bank will be closed from Friday, 17th April, 2020 to Friday, 24th April, 2020 (both days inclusive). In order to qualify for attending and voting at the 2020 AGM, all transfer documents accompanied by the relevant share certificates should be lodged for registration with Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:00 p.m. on Thursday, 16th April, 2020.*
- (b) *A member entitled to attend and vote at the 2020 AGM may appoint one or more proxies to attend and vote in his place at the 2020 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the 2020 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.*
- (d) *As set out in the Letter from the Executive Chairman included in the circular to the Shareholders dated 23rd March, 2020 (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 2020 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 2020 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 2020 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 2020 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 EXECUTIVE 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[#] *(Executive Chairman)*
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*
Mr. Adrian David LI Man-kiu[#] *(Co-Chief Executive)*
Mr. Brian David LI Man-bun[#] *(Co-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**
Dr. Delman LEE**
Mr. William Junior Guilherme DOO**

Registered Office:

10 Des Voeux Road Central
Hong Kong

[#] *Executive Director*

^{*} *Non-executive Director*

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

23rd March, 2020

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 2020 AGM and explanation in connection with the matters to be dealt with at the 2020 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 2020 AGM is set out on pages 3 to 5 of this Circular.

A proxy form for use at the 2020 AGM is enclosed. Whether or not you are able to attend the 2020 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 54, 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 2020 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 2020 AGM should you so wish.

LETTER FROM THE EXECUTIVE CHAIRMAN

RESOLUTION (1) — RECEIVING THE AUDITED FINANCIAL STATEMENTS

The audited financial statements of the Bank for the year ended 31st December, 2019 together with the Report of the Directors and the Independent Auditor's Report, are set out in the 2019 Annual Report which will be sent to the Shareholders on 23rd March, 2020. The 2019 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 2020 AGM, KPMG be re-appointed as the external auditors of the Bank for 2020.

RESOLUTION (3) — RE-ELECTION OF DIRECTORS

In accordance with Articles 87, 88, 93 and 94 of the Articles of Association, Professor Arthur LI Kwok-cheung ("**Professor Li**"), Mr. Meocre LI Kwok-wing, Dr. the Hon. Henry TANG Ying-yen, Dr. Delman LEE and Mr. William Junior Guilherme DOO shall retire at the 2020 AGM and, being eligible, shall offer themselves for re-election.

Details (including biographies) of the Directors who are proposed to be re-elected at the 2020 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 2020 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 on page 76 of the Corporate Governance Report of the Bank's 2019 Annual Report. Biographical details of Directors of the Bank are also available on the Bank's website (www.hkbea.com).

The Nomination Committee has also assessed the independence of all Independent Non-executive Directors ("**INEDs**") of the Bank in particular, Mr. Meocre LI Kwok-wing, Dr. the Hon. Henry TANG Ying-yen, Dr. Delman LEE and Mr. William Junior Guilherme DOO, who will seek re-election as INEDs at the 2020 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 EXECUTIVE CHAIRMAN

Mr. Meocre LI Kwok-wing (“**Mr. Li**”) was appointed as an INED of the Bank in 2016. He was appointed as Chairman of the Audit Committee of the Bank in 2018. Mr. Li is a member of the Hong Kong Institute of Certified Public Accountants and has also earned a Postgraduate Management Diploma from the Harvard Business School. He was awarded the Financial Executives Institute Silver Medal for “Highest Standing in Finance” upon graduation from University of Alberta, Canada. The Nomination Committee believes that Mr. Li’s strong accounting and financial background will continue to bring valuable knowledge and experience to the Board and the Bank, and benefit the Bank and its Shareholders as a whole. For Mr. Li’s details (including his position with the Bank, experience and other directorships), please refer to Appendix 1.2 to this Circular.

Dr. the Hon. Henry TANG Ying-yen (“**Dr. Tang**”) was appointed as an INED of the Bank in 2017. He was appointed as Chairman of the Risk Committee of the Bank in June 2019. Dr. Tang was the Chief Secretary for Administration of the Hong Kong Special Administrative Region (“**HKSAR**”) Government from 2007 to 2011 and the Financial Secretary of HKSAR Government from 2003 to 2007. He had also served extensively on various government boards and public bodies. Prior to joining the HKSAR Government in 2002, Dr. Tang was a leading industrialist in Hong Kong. The Nomination Committee believes that Dr. Tang’s unique skills, knowledge and experience, particularly in policy formulation and implementation in financial, monetary, economic, trade and employment matters, will continue to provide great benefit to the Board and the Bank and its Shareholders as a whole. For Dr. Tang’s details (including his position with the Bank, experience and other directorships), please refer to Appendix 1.3 to this Circular.

Dr. Delman LEE (“**Dr. Lee**”) was appointed as an INED of the Bank in 2017. He is the President and Chief Technology Officer of TAL Apparel Limited. Dr. Lee possesses extensive experience in information technology (“**IT**”) and management in global operations. He also has a strong background in research. The Nomination Committee believes that Dr. Lee’s extensive professional knowledge, particularly his strong IT and research background, will continue to bring valuable contribution and diversity to the Board, and benefit the Bank and its Shareholders as a whole. For Dr. Lee’s details (including his position with the Bank, experience and other directorships), please refer to Appendix 1.4 to this Circular.

Mr. William Junior Guilherme DOO (“**Mr. Doo**”) was appointed as an INED of the Bank in November 2019. He is the Chief Executive Officer of Fungseng Prosperity Holdings Limited. Mr. Doo is a qualified lawyer with legal practice experience specialising in finance-related fields. The Nomination Committee believes that Mr. Doo’s extensive experience in law, finance, and corporate governance can provide a wide range of insights that will continue to benefit the Board, the Bank and its Shareholders as a whole. For Mr. Doo’s details (including his position with the Bank, experience and other directorships), please refer to Appendix 1.5 to this Circular.

Mr. Li, Dr. Tang, Dr. Lee and Mr. Doo met the independence criteria set out in Rule 3.13 of the Listing Rules and the Guidance on Empowerment of INEDs. Each of them has provided an annual written confirmation of his independence to the Bank. They are not involved in the daily management of the Bank nor in any relationships or circumstances which would interfere with the exercise of their independent judgment. Each of them 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. Li, Dr. Tang, Dr. Lee and Mr. Doo remain independent.

LETTER FROM THE EXECUTIVE CHAIRMAN

The INEDs seeking re-election at the 2020 AGM come from different backgrounds and age groups, and possess a diverse range of business and professional expertise that are relevant to the Bank's business. Their respective skills, wide breadth of knowledge, extensive and diversified experience and practice can bring valuable insights that support the development and growth of the Bank and enhance the diversified representation of the Board.

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.

After taking into account the above factors, the Board, on the recommendation of the Nomination Committee, is of the view that Professor Li, Mr. Li, Dr. Tang, Dr. Lee and Mr. Doo should be re-elected at the 2020 AGM.

Procedures for the appointment and re-election of Directors are disclosed on page 98 of the Bank's 2019 Annual Report.

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

At the annual general meeting of the Bank held on 3rd May, 2019, 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 24th April, 2020 upon the conclusion of the 2020 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 2020 AGM.

Based on the 2,906,471,326 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 290,647,132 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.

LETTER FROM THE EXECUTIVE CHAIRMAN

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 2020 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 2020 AGM.

Yours faithfully,

David LI Kwok-po

Executive Chairman

The following are the particulars of the 5 Directors proposed to be re-elected at the 2020 AGM:

1. **Professor Arthur LI Kwok-cheung**, *GBM, GBS, MA, MD, M.B.B.Chir (Cantab), DSc (Hon), DLitt (Hon), Hon DSc (Med), LLD (Hon), Hon Doc (Soka), Hon Doc (KNUA), FRCS (Eng & Edin), FRACS, Hon FACS, Hon FRCS (Glasg & I), Hon FRSM, Hon FPCS, Hon FCSHK, Hon FRCP (Lond), JP*
Deputy Chairman, Non-executive Director and Member of the Remuneration Committee

Professor Li, aged 74, was a Director of the Bank (1995-2002) and was re-appointed a Director in 2008 and was appointed a Deputy Chairman in 2009.

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

Professor Li is a Member of the Executive Council of the Hong Kong Special Administrative Region (“**HKSAR**”) (he was also a Member from 2002 to June 2007 and from July 2012 to June 2017). He is also the Chairman of the Council for Sustainable Development of the Government of HKSAR and the Chairman of the Council of the University of Hong Kong. Professor Li was a Member of the National Committee of the Chinese People’s Political Consultative Conference (1998 – 2018).

Professor Li is an Independent Non-executive Director of Shangri-La Asia Limited (listed in Hong Kong) and Nature Home Holding Company Limited (listed in Hong Kong), and a Non-executive Director (from May 2010 to December 2014, and was re-appointed on 20th January, 2016) of BioDiem Ltd. Save as disclosed, Professor Li has not held any directorship in other listed public companies during the last 3 years.

Professor Li was the Secretary for Education and Manpower of the Government of HKSAR (2002-June 2007). Before these appointments, he was the Vice Chancellor of the Chinese University of Hong Kong (1996-2002) and was the Chairman of Department of Surgery and the Dean of Faculty of Medicine of the Chinese University of Hong Kong.

Professor Li had held many important positions in various social service organisations, medical associations, and educational bodies, including the Education Commission, Committee on Science and Technology, the Hospital Authority, the Hong Kong Medical Council, the University Grants Committee, the College of Surgeons of Hong Kong, and the United Christian Medical Services Board. He was a Member of the Board of Directors of the Hong Kong Science and Technology Parks Corporation and the Hong Kong Applied Science and Technology Research Institute, and Vice President of the Association of University Presidents of China. He was a Hong Kong Affairs Adviser to China.

Professor Li is the brother of Dr. the Hon. Sir David LI Kwok-po, the cousin of Mr. Aubrey LI Kwok-sing 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, Professor 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, Professor Li shall retire as a Director at the 2020 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. Professor Li receives a fee of HK\$425,000 per annum for being the Deputy Chairman of the Board and a Remuneration Committee member's fee of HK\$60,000 per annum.

As at the Latest Practicable Date, Professor Li was interested in 41,742,338 (1.44%) Shares within the meaning of Part XV of the SFO. Of these Shares, Professor Li was the beneficial owner of 13,085,663 Shares and he was also deemed to be interested in 17,437,293 Shares held by Dapa Company Limited, which is wholly-owned by him. He was also deemed to be interested in 11,219,382 Shares held by an estate of which he is one of the executors.

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

2. **Mr. Meocre LI Kwok-wing**, *BCom, CPA*

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

Mr. Li, aged 64, was appointed a Director in 2016. He is the Chief Executive of Alpha Alliance Finance Holdings Limited. Save as disclosed, Mr. Li has not held any directorship in other listed public companies during the last 3 years.

Mr. Li is an Independent Non-executive Director of The Bank of East Asia (China) Limited (“**BEA China**”), a wholly-owned subsidiary of the Bank. He is also the chairman of its audit committee, the acting chairman of its connected transactions control committee and a member of its risk management committee.

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 was the Managing Partner of Arthur Andersen, one of the major international accounting firms, taking charge of its Hong Kong and China operations from September 1993 to February 1995. He was the Managing Director and Head of Corporate Finance of NatWest Securities Asia from March 1995 to March 1998. He was the Chief Executive of ICEA Finance Holdings Limited (from March 1998 to March 2002), an investment banking joint venture between The Industrial and Commercial Bank of China and the Bank, prior to the company’s becoming a wholly-owned subsidiary of the Bank, which was subsequently renamed as Tung Shing Holdings Company Limited and disposed to SinoPac Securities (Cayman) Holdings Limited on 6th April, 2016.

Mr. Li received a Bachelor of Commerce degree, with distinction, from University of Alberta, Canada. Upon graduation, he was awarded the Financial Executives Institute Silver Medal for “Highest Standing in Finance”. He also earned a Postgraduate Management Diploma from the Harvard Business School, and is a member of the Hong Kong Institute of Certified Public Accountants.

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 2020 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, an Audit Committee Chairman’s fee of HK\$250,000 per annum and a Risk Committee member’s fee of HK\$140,000 per annum. He also receives a fee of RMB100,000 per annum for being a director of BEA China, a fee of RMB80,000 per annum for being the chairman of the audit committee of BEA China, a fee of RMB60,000 per annum for being the acting chairman of the connected transactions control committee of BEA China and a fee of RMB35,000 per annum for being a member of the risk management committee of BEA China.

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

Mr. Li 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 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.

3. **Dr. the Hon. Henry TANG Ying-yen**, *GBM, GBS, JP*

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

Dr. Tang, aged 67, was appointed a Director in 2017. He was the Chief Secretary for Administration of the Hong Kong Special Administrative Region (“**HKSAR**”) Government from 2007 to 2011 and the Financial Secretary of HKSAR Government from 2003 to 2007. He served as a member of the Executive Council of Hong Kong from 1997 to 2011 and was a member of the Legislative Council of Hong Kong from 1991 to 1998.

Save as disclosed, Dr. Tang has not held any directorships in other listed public companies in the last 3 years.

Dr. Tang is an Independent Non-executive Director of The Bank of East Asia (China) Limited (“**BEA China**”), a wholly-owned subsidiary of the Bank. He is also chairman of its risk management committee and a member of its audit committee and remuneration & nomination committee^{Note}.

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

Dr. Tang is a Standing Committee Member of the Chinese People’s Political Consultative Conference, Chairman of the West Kowloon Cultural District Authority Board, Chairman of Friends of Hong Kong Association, Chairman of Federation of HK Jiangsu Community Organisations Limited and the Chairman of Shanghai Tang Junyuan Education Foundation.

Dr. Tang received a Bachelor of Arts degree from the University of Michigan. In 1993, Dr. Tang was named Global Leader for Tomorrow by the World Economic Forum. In 1989, he won the Young Industrialist of Hong Kong award.

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

In accordance with the Articles of Association, Dr. Tang shall retire as a Director at the 2020 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 Directors are determined by the Board with reference to market trends. Dr. Tang receives a director’s fee of HK\$400,000 per annum, a Risk Committee Chairman’s fee of HK\$250,000 per annum, an Audit Committee member’s fee of HK\$140,000 per annum, a Nomination Committee member’s fee of HK\$60,000 per annum and a Remuneration Committee member’s fee of HK\$60,000 per annum. He also receives a fee of RMB100,000 per annum for being a director of BEA China, a fee of RMB60,000 per annum for being the chairman of the risk management committee of BEA China, a fee of RMB40,000 per annum for being a member of the audit committee of BEA China and a fee of RMB35,000 per annum for being a member of the remuneration & nomination committee of BEA China^{Note}.

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

Dr. Tang 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. Tang 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. Tang's re-election that need to be brought to the attention of the Shareholders.

Note: Dr. Tang will retire as a Director of BEA China with effect from 3rd April, 2020 and will also cease as Chairman of its risk management committee and a member of its audit committee and remuneration & nomination committee on the same date.

4. **Dr. Delman LEE**, *BEng, DPhil*

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

Dr. Lee, aged 52, was appointed a Director in 2017. He is currently the President and Chief Technology Officer of TAL Apparel Limited. He is also a non-executive director of Tradelink Electronic Commerce Limited (listed in Hong Kong) and Dairy Farm International Holdings Limited (listed in London, Bermuda and Singapore). Save as disclosed, Dr. Lee has not held any directorships in other listed public companies in the last 3 years.

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

Dr. Lee is a Council Member of The Hong Kong Management Association. Dr. Lee possesses extensive experience in information technology and management in global operations. He also has a strong background in research.

Dr. Lee holds a doctorate from the University of Oxford and a Bachelor's degree in Electrical and Electronic Engineering from the Imperial College, London.

Dr. Lee 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. Lee shall retire as a Director at the 2020 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 Directors are determined by the Board with reference to market trends. Dr. Lee receives a director's fee of HK\$400,000 per annum, an Audit Committee member's fee of HK\$140,000 per annum, a Nomination 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. Lee was not interested in any Shares within the meaning of Part XV of the SFO.

Dr. Lee 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. Lee 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. Lee's re-election that need to be brought to the attention of the Shareholders.

5. **Mr. William Junior Guilherme DOO**, BA, MA (Oxon), JP
Independent Non-executive Director, Member of the Audit Committee and the Risk Committee

Mr. Doo, aged 46, was appointed a Director in November 2019. He is currently the Chief Executive Officer and Director of Fungseng Prosperity Holdings Limited, the Deputy Chief Executive Officer and Executive Director of FSE Holdings Limited, an Executive Director of FSE Services Group Limited (listed in Hong Kong) and a Non-executive Director of NWS Holdings Limited (listed in Hong Kong). Save as disclosed, Mr. Doo has not held any directorships in other listed public companies in the last 3 years.

Mr. Doo is an Independent Non-executive Director of The Bank of East Asia (China) Limited (“**BEA China**”), a wholly-owned subsidiary of the Bank. He is also a member of its audit committee and remuneration & nomination committee.

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 solicitor admitted in Hong Kong and is currently a non-practising solicitor in England and Wales. He had legal practice experience in one of the largest global law firms specializing in finance and corporate transactions. He is a member of the Standing Committee of the 13th Chinese People’s Political Consultative Conference in Beijing of the People’s Republic of China. He serves in different committees of the Government of Hong Kong Special Administrative Region, including a member of the Immigration Department Users’ Committee, a member of the Standing Committee on Young Offenders and a committee member of the Disciplinary Panel of The Hong Kong Institute of Certified Public Accountants.

Mr. Doo graduated from University of Oxford with B.A. and M.A. degrees in Jurisprudence. He was appointed as Justice of the Peace in 2018, and was awarded the honour of Chevalier de l’Ordre National du Mérite by the President of the French Republic.

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 accordance with the Articles of Association, Mr. Doo shall retire as a Director at the 2020 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 Directors are determined by the Board with reference to market trends. Mr. Doo receives a director’s fee of HK\$400,000 per annum, an Audit Committee member’s fee of HK\$140,000 per annum and a Risk Committee member’s fee of HK\$140,000 per annum. He also receives a fee of RMB100,000 per annum for being a director, a fee of RMB40,000 per annum for being a member of the audit committee and a fee of RMB35,000 per annum for being a member of the remuneration & nomination committee of BEA China.

As at the Latest Practicable Date, Mr. Doo was not interested in any Shares of the Bank 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 and the Guidance on Empowerment of INEDs.

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 above, there are no other matters relating to Mr. Doo'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 2020 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 2,906,471,326 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 290,647,132 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>
2019	:		
	March	27.70	24.90
	April	26.20	24.65
	May	25.35	23.60
	June	24.85	20.85
	July	22.95	21.70
	August	22.55	19.52
	September	20.60	19.08
	October	19.40	17.90
	November	19.30	17.60
	December	18.18	17.18
2020	:		
	January	18.44	16.80
	February	17.00	16.42