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## **The Bank of East Asia, Limited**

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

### **AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE BANK**

*(Special Resolution on item 5 of the Notice of 2011 Annual General Meeting)*

The Board of Directors of The Bank of East Asia, Limited (the "**Bank**") announces that a special resolution will be proposed at the Annual General Meeting of the Bank to be held on Tuesday, 19<sup>th</sup> April, 2011 to amend the Articles of Association of the Bank ("**Articles**"). A summary of and the reasons for the proposed amendments are set out below:

#### **1. PERIOD FOR NOMINATION OF DIRECTORS**

Article 77 currently sets out the period in which notices for the nomination of Directors for election at a general meeting may be given by a Shareholder to the Bank, which ends on the date falling 7 days prior to the date appointed for the general meeting. In accordance with Rule 13.70 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**"), upon receipt of such notice, the Bank shall publish an announcement or issue a supplementary circular to provide further details in relation to such candidates at least 10 business days before the date of the relevant general meeting to consider the subject matter. Therefore, under the current arrangement, there is a possibility that such a meeting would have to be adjourned in order to ensure that Shareholders have at least 10 business days to consider the nomination.

The Bank considers it appropriate to revise Article 77 in order to avoid the need for an adjournment of general meetings whilst still complying with the requirements of the Listing Rules. The Bank proposes that by default, the period during which Shareholder notices for nomination of Directors may be given is within 7 days after the day of despatch of the notice of the general meeting. The Board has the discretion to determine a different period, but any such period will be a period of not less than 7 days, commencing no earlier than the day after the despatch of the notice of the general meeting and ending no later than 7 days prior to the date appointed for the meeting.

## 2. USE OF WEBSITES FOR COMMUNICATION WITH SHAREHOLDERS

In January 2009, the Listing Rules have been amended to permit a listed company, subject to the applicable laws in its jurisdiction of incorporation, to send corporate communications to its shareholders by posting them on the listed company's website. In December 2010, Companies (Amendment) Ordinance 2010 ("**Amendment Ordinance**") introduced changes to the Companies Ordinance which allow Hong Kong-incorporated listed companies to enjoy the flexibility provided by such amendments to the Listing Rules.

The Bank proposes to amend Articles 2, 47, 71A, 128, 130 and 131 to reflect the relevant changes introduced by the Amendment Ordinance to permit the Bank to deliver to, or serve any notice or document (including any corporate communication) on, its Shareholders by electronic means (including by making it available on the Bank's website) if the relevant Shareholders agree (or are deemed to have so agreed in accordance with the Listing Rules and any applicable laws, rules and regulations), and also to reflect other changes introduced by the Amendment Ordinance in relation to communications by the Bank.

The proposed changes would not restrict a Shareholder's right to receive hard copies of such notices or documents, if and when they so wish.

The proposed amendments are set out in full in the Notice of Annual General Meeting.

Our legal advisers, Deacons, have confirmed that the proposed amendments comply with the requirements of the Listing Rules and the laws of Hong Kong. The Bank also confirms that there is nothing unusual about the proposed amendments for a bank listed in Hong Kong.

Details of the proposed amendments to the Articles are set out in the Annual General Meeting Circular which will be dispatched to the Shareholders of the Bank on 18<sup>th</sup> March, 2011.

For and on behalf of  
**The Bank of East Asia, Limited**  
**Alson LAW Chun-tak**  
*Company Secretary*

Hong Kong, 18<sup>th</sup> March, 2011.

*As at the date of this announcement, the Executive Director of the Bank is: Dr. the Hon. Sir David LI Kwok-po (Chairman & Chief Executive); Non-executive Directors of the Bank are: Professor Arthur LI Kwok-cheung (Deputy Chairman), Mr. Aubrey LI Kwok-sing, Tan Sri Dr. KHOO Kay-peng, Mr. Richard LI Tzar-kai, Mr. Eric LI Fook-chuen, Mr. Stephen Charles LI Kwok-sze and Dr. Isidro FAINÉ CASAS; and Independent Non-executive Directors are: Dr. Allan WONG Chi-yun (Deputy Chairman), Mr. WONG Chung-hin, Dr. LEE Shau-kee, Mr. Winston LO Yau-lai, Mr. Thomas KWOK Ping-kwong, Mr. Kenneth LO Chin-ming, Mr. William DOO Wai-hoi, Mr. KUOK Khoon-ean and Mr. Valiant CHEUNG Kin-piu.*