



05006857

Our Ref: SHR/05/15

March 14, 2005

**BY REGISTERED AIRMAIL**

Securities and Exchange Commission,  
Division of Corporate Finance,  
Judiciary Plaza,  
450 Fifth Street,  
Washington, DC 20549,  
U.S.A.



SUPPL

Ladies and Gentlemen,

**Re: The Bank of East Asia, Limited**  
**Rule 12g3-2(b) Exemption File No. 82-3443**

Pursuant to Rule 12g3-2(b)(1)(iii) under the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), and on behalf of The Bank of East Asia, Limited (the "Company"), enclosed for your attention are the documents described in the Annex hereto.

These documents supplement the information previously provided with respect to the Company's request for exemption under Rule 12g3-2(b).

This information is being furnished with the understanding that such information and documents will not be deemed "filed" with the Securities & Exchange Commission (the "SEC") or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents and information shall constitute an admission for any purpose that this Company is subject to the Exchange Act.

Please do not hesitate to contact the undersigned at (852) 2842 3038 in Hong Kong if you have any questions.

Thank you for your attention to this matter.

Yours faithfully,  
For and on behalf of  
THE BANK OF EAST ASIA, LIMITED

Molly Ho Kam-lan  
Company Secretary

MH/TT/im/493  
Encls.

PROCESSED

MAR 31 2005

THOMSON  
FINANCIAL

Annex to Letter to the SEC  
dated March 14, 2005 of  
The Bank of East Asia, Limited

The documents below are being furnished to the SEC to supplement information provided since October 2, 2004 with respect to the Company's request for exemption under Rule 12g3-2(b).

Description of Document

1. Document : Form SC1 Return of Allotments  
Date : October 29, 2004  
Source of Requirement : Hong Kong Companies Ordinance
2. Document : Form SC1 Return of Allotments  
Date : November 30, 2004  
Source of Requirement : Hong Kong Companies Ordinance
3. Document : Press Announcement in respect of Announcement of Appointment  
of Independent Non-Executive Director  
Date : December 1, 2004  
Source of Requirement : The Rules Governing the Listing of Securities on The Stock  
Exchange of Hong Kong Limited ("HKSE Listing Rules")
4. Document : Form D3 Consent to Act as Director or Alternate Director  
Date : December 1, 2004  
Source of Requirement : Hong Kong Companies Ordinance
5. Document : Form D2A Notification of Change of Secretary and Director  
(Appointment/Cessation)  
Date : December 1, 2004  
Source of Requirement : Hong Kong Companies Ordinance
6. Document : Form SC1 Return of Allotments  
Date : December 31, 2004  
Source of Requirement : Hong Kong Companies Ordinance
7. Document : Notification of Board meeting declaring the final results and final  
dividend for the year ended December 31, 2004  
Date : January 5, 2005  
Source of Requirement : HKSE Listing Rules
8. Document : Form SC1 Return of Allotments  
Date : January 31, 2005  
Source of Requirement : Hong Kong Companies Ordinance
9. Document : Press Announcement in respect of Announcement of 2004 Final  
Results  
Date : February 4, 2005  
Source of Requirement : HKSE Listing Rules

Annex to Letter to the SEC  
dated March 14, 2005 of  
The Bank of East Asia, Limited

10. Document : Form SC1 Return of Allotments  
Date : February 28, 2005  
Source of Requirement : Hong Kong Companies Ordinance
11. Document : Press Announcement in respect of Notice of Eighty-sixth Annual  
General Meeting  
Date : March 11, 2005  
Source of Requirement : HKSE Listing Rules
12. Document : Press Announcement in respect of Proposed Amendments to the  
Articles of Association  
Date : March 11, 2005  
Source of Requirement : HKSE Listing Rules
13. Document : Annual General Meeting Circular  
Date : March 11, 2005  
Source of Requirement : HKSE Listing Rules
14. Document : Proxy Form  
Date : March 11, 2005  
Source of Requirement : HKSE Listing Rules
15. Document : Annual Report 2004  
Date : March 11, 2005  
Source of Requirement : HKSE Listing Rules



公司註冊處  
Companies Registry

Return of Allotments  
(公司條例第 45(1)條)  
(Companies Ordinance s. 45(1))

表格  
Form **SC1**

重要事項 Important Notes

- 填表前請參閱《填表須知》。  
請用黑色墨水列印。
- Please read the accompanying notes before completing this form.  
Please print in black ink.



公司編號 Company Number  
**255**

1 公司名稱 Company Name

The Bank of East Asia, Limited 東亞銀行有限公司

(註 Note 7) 2 分配股份的日期或始末日期 Date or Period during which Shares were Allotted

由 From 至 To

|      |      |        |      |      |        |
|------|------|--------|------|------|--------|
| 05   | 10   | 2004   | 29   | 10   | 2004   |
| 日 DD | 月 MM | 年 YYYY | 日 DD | 月 MM | 年 YYYY |

3 本次股份分配的總款額 Totals of this Allotment

(註 Note 8)

已繳及應繳的總面額  
Total Nominal Amount Paid and Payable

已繳及應繳的溢價總額 [第5A(a) + 5B(a)項]  
Total Premium Amount Paid and Payable [Sections 5A(a) + 5B(a)]

| 貨幣單位<br>Currency | 款額<br>Amount |
|------------------|--------------|
| HK\$             | 1,200,000.00 |
| HK\$             | 6,133,500.00 |

4 公司自成立為法團當日起計，累積的已繳股款總額(包括本次分配但不包括溢價)  
Cumulative Total of Paid-up Share Capital of the Company since Incorporation (Including this Allotment but Excluding Premium)

| 貨幣單位<br>Currency | 款額<br>Amount     |
|------------------|------------------|
| HK\$             | 3,720,131,377.50 |
|                  |                  |
|                  |                  |

(註 Note 3) 提交人的資料 Presentor's Reference

姓名 Name: Secretarial Department

地址 Address: 20/F., The Bank of East Asia Building,  
10 Des Voeux Road Central, Hong Kong

電話 Tel: 2842 3033 傳真 Fax: 2833 6423

電郵地址 E-mail Address: bea\_sec@hkbea.com

檔號 Reference: (IGSA)

請勿填寫本欄 For Official Use

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## 5 本次股份分配的詳情 Details of this Allotment

## A. 現金支付的分配股份 Shares Allotted for Cash

| 股份類別<br>Class of<br>Shares | 獲分配的<br>股份數目<br>Number<br>of Shares<br>Allotted | 每股的面值<br>Nominal Value<br>of <i>Each Share</i> | 每股已繳及應繳的款額<br>(包括溢價)<br>Amount Paid and<br>Payable on <i>Each Share</i><br>(Including Premium) |                | 每股的溢價<br>款額<br>Premium on<br><i>Each Share</i> | 已繳及應繳<br>的溢價總款額<br><i>Total</i> Premium Paid<br>and Payable<br><br>(a) |
|----------------------------|---|--|--|----------------|--|--|
|                            |   |  | 已繳付<br>Paid  | 應繳付<br>Payable |  |  |
| Ordinary                   | -20,000-  | HK\$2.50                                       | HK\$15.80  | Nil            | HK\$13.30                                      | HK\$266,000.00   |
| Ordinary                   | -360,000-                                       | HK\$2.50                                       | HK\$14.90  | Nil            | HK\$12.40                                      | HK\$4,464,000.00   |
| Ordinary                   | -85,000-  | HK\$2.50                                       | HK\$16.46  | Nil            | HK\$13.96                                      | HK\$1,186,600.00   |
| Ordinary                   | -15,000-  | HK\$2.50                                       | HK\$16.96  | Nil            | HK\$14.46                                      | HK\$216,900.00   |

(註 Note 9)

## B. 非現金支付的分配股份 Shares Allotted otherwise than in Cash

| 股份類別<br>Class of<br>Shares | 獲分配的<br>股份數目<br>Number<br>of Shares<br>Allotted | 每股的面值<br>Nominal Value<br>of <i>Each Share</i> | 每股被視作已繳<br>及應繳的款額<br>(包括溢價)<br>Amount Treated as<br>Paid and Payable on<br><i>Each Share</i><br>(Including Premium) |                | 每股的溢價<br>款額<br>Premium on<br><i>Each Share</i> | 被視作已繳及應繳<br>的溢價總款額<br><i>Total</i> Premium<br>Treated as Paid<br>and Payable<br><br>(a) |
|----------------------------|---|--|---|----------------|--|---|
|                            |   |  | 已繳付<br>Paid   | 應繳付<br>Payable |  |   |
|                            |   |  |   |                |  |   |
|                            |   |  |   |                |  |   |

(註 Note 10)

分配上述(B)項股份的代價

Consideration for which the Shares in (B) have been Allotted

|     |
|-----|
| N/A |
|-----|





# 股份分配申報表 Return of Allotments

公司註冊處  
Companies Registry

(公司條例第 45(1)條)  
(Companies Ordinance s. 45(1))

表格 **SC1**  
Form

## 重要事項 Important Notes

- 填表前請參閱《填表須知》。  
請用黑色墨水列印。
- Please read the accompanying notes before completing this form.  
Please print in black ink.

公司編號 Company Number

255

## 1 公司名稱 Company Name

The Bank of East Asia, Limited 東亞銀行有限公司

## (註 Note 7) 2 分配股份日期或始末日期 Date or Period during which Shares were Allotted

由 From

|      |      |        |
|------|------|--------|
| 01   | 11   | 2004   |
| 日 DD | 月 MM | 年 YYYY |

至 To

|      |      |        |
|------|------|--------|
| 30   | 11   | 2004   |
| 日 DD | 月 MM | 年 YYYY |

## 3 本次股份分配的總款額 Totals of this Allotment

(註 Note 8)

已繳及應繳的總面額  
Total Nominal Amount Paid and Payable

已繳及應繳的溢價總額 [第5A(a) + 5B(a)項]  
Total Premium Amount Paid and Payable [Sections 5A(a) + 5B(a)]

貨幣單位  
Currency

款額  
Amount

|      |               |
|------|---------------|
| HK\$ | 4,290,000.00  |
| HK\$ | 21,899,460.00 |

## 4 公司自成立為法團當日起計，累積的已繳股款總額(包括本次分配但不包括溢價) Cumulative Total of Paid-up Share Capital of the Company since Incorporation (Including this Allotment but Excluding Premium)

貨幣單位  
Currency

款額  
Amount

|      |                  |
|------|------------------|
| HK\$ | 3,724,421,377.50 |
|      |                  |
|      |                  |

## (註 Note 3) 提交人的資料 Presentor's Reference

姓名 Name: Secretarial Department

地址 Address: 20/F., The Bank of East Asia Building,  
10 Des Voeux Road Central, Hong Kong

電話 Tel: 2842 3033 傳真 Fax: 2833 6423

電郵地址 E-mail Address: bea\_sec@hkbea.com

檔號 Reference: (IGSA)

指明編號 2/2004 (修訂) (2004年2月)  
Specification No. 2/2004 (Revision) (Feb. 2004)

## 請勿填寫本欄 For Official Use

5 本次股份分配的詳情 **Details of this Allotment**

A. 現金支付的分配股份 **Shares Allotted for Cash**

| 股份類別<br>Class of Shares | 獲分配的<br>股份數目<br>Number of Shares Allotted | 每股的面值<br>Nominal Value of <i>Each Share</i> | 每股已繳及應繳的款額<br>(包括溢價)<br>Amount Paid and Payable on <i>Each Share</i><br>(Including Premium) |                | 每股的溢價<br>款額<br>Premium on <i>Each Share</i> | 已繳及應繳<br>的溢價總款額<br><i>Total</i> Premium Paid and Payable<br><br>(a) |
|-------------------------|---|---|---|----------------|---|---|
|                         |   |   | 已繳付<br>Paid   | 應繳付<br>Payable |   |   |
| Ordinary                | -75,000-                                  | HK\$2.50                                    | HK\$15.80   | Nil            | HK\$13.30                                   | HK\$997,500.00  |
| Ordinary                | -1,315,000-                               | HK\$2.50                                    | HK\$14.90   | Nil            | HK\$12.40                                   | HK\$16,306,000.00   |
| Ordinary                | -236,000-                                 | HK\$2.50                                    | HK\$16.46   | Nil            | HK\$13.96                                   | HK\$3,294,560.00  |
| Ordinary                | -90,000-                                  | HK\$2.50                                    | HK\$16.96   | Nil            | HK\$14.46                                   | HK\$1,301,400.00  |

(註 Note 9)

B. 非現金支付的分配股份 **Shares Allotted otherwise than in Cash**

| 股份類別<br>Class of Shares | 獲分配的<br>股份數目<br>Number of Shares Allotted | 每股的面值<br>Nominal Value of <i>Each Share</i> | 每股被視作已繳<br>及應繳的款額<br>(包括溢價)<br>Amount Treated as Paid and Payable on <i>Each Share</i><br>(Including Premium) |                | 每股的溢價<br>款額<br>Premium on <i>Each Share</i> | 被視作已繳及應繳<br>的溢價總款額<br><i>Total</i> Premium Treated as Paid and Payable<br><br>(a) |
|-------------------------|---|---|---|----------------|---|---|
|                         |   |   | 已繳付<br>Paid   | 應繳付<br>Payable |   |   |
| /                       |   |   |   |                |   |   |
| /                       |   |   |   |                |   |   |

(註 Note 10)

分配上述(B)項股份的代價

**Consideration for which the Shares in (B) have been Allotted**

|     |
|-----|
| N/A |
|-----|





BEA 東亞銀行

The Bank of East Asia, Limited

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

#### APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. TAN Man-kou has been appointed as an Independent Non-executive Director and a member of the Audit Committee of the Bank, with effect from 1st December, 2004.

The Bank of East Asia, Limited (the "Bank") is pleased to announce that Mr. TAN Man-kou ("Mr. Tan") has been appointed as an Independent Non-executive Director and a member of the Audit Committee of the Bank, with effect from 1st December, 2004.

Mr. Tan, aged 68, currently serves as a consultant to Deloitte Touche Tohmatsu. He is a fellow of both the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. Mr. Tan, who has over 30 years of public accounting experience, was until 2002 a partner with Deloitte Touche Tohmatsu. As partner, he was responsible for leading Deloitte's professional services in the areas of audit, tax, corporate finance, insolvency and listings. He had client responsibilities in China, Hong Kong, Europe and the United States.

Mr. Tan is a member of the Chinese People's Political Consultative Conference and a member of the Selection Committee of the Hong Kong Special Administrative Region. Mr. Tan is active in public service, and has been a member, an honorary treasurer, and a chairman of the Hong Kong Housing Society over the course of more than 20 years. He also served as a member of the Airport Consultative Committee.

Mr. Tan is an Independent Non-executive Director of Harbour Centre Development Limited. He has not held any directorship in other listed public companies during the last three years.

Save as disclosed, Mr. Tan does not hold any position with the Bank or with other members of the Bank Group. Mr. Tan has not entered into any service contract with the Bank. No terms have been fixed or proposed for Mr. Tan's length of service with the Bank, although he is subject to retirement by rotation and re-election at an annual general meeting of the Bank in accordance with the Articles of Association of the Bank. The fees payable to directors are determined by the Board with reference to market trends. Mr. Tan will receive a directors' fee of HK\$100,000 per annum.

Mr. Tan is not connected with any director, the senior management nor any substantial shareholder of the Bank. The Bank does not have a controlling shareholder as at the date hereof.

As at the date of this announcement, Mr. Tan is not interested in any shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Tan that need to be brought to the attention of the shareholders of the Bank.

The Bank is pleased to take this opportunity to welcome Mr. Tan to the Board, and congratulates him on his appointment.

By order of the Board  
**Molly HO Kam-lan**  
Company Secretary

Hong Kong, 1st December, 2004.

As at the date of this announcement, the Executive Directors of the Bank are: Dr. David LI Kwok-po (Chairman and Chief Executive), Mr. Joseph PANG Yuk-wing (Deputy Chief Executive) and Mr. CHAN Kay-cheung (Deputy Chief Executive); Non-executive Directors of the Bank are: Dr. LI Fook-wo; Dr. Simon LI Fook-sean, Mr. Aubrey LI Kwok-sing, Dr. William MONG Man-wai, Tan Sri Dr. KHOO Kay-peng and Mr. Richard LI Tzar-kai; and Independent Non-executive Directors are: Mr. WONG Chung-hin, Dr. LEE Shau-kee, Dr. Allan WONG Chi-yun, Mr. Winston LO Yau-lai and Mr. Thomas KWOK Ping-kwong.



公司註冊處  
Companies Registry

Consent to Act as  
Director or Alternate Director

(公司條例第 158(5)條)  
(Companies Ordinance s. 158(5))

表格  
Form **D3**

**重要事項 Important Note**

- 請用黑色墨水列印。  
Please print in black ink.

公司編號 Company Number

255

**公司名稱 Company Name**

東亞銀行有限公司  
The Bank of East Asia, Limited

本人  
I,

陳文裘  
Tan Man Kou

(請填報姓名 Please state full name)

同意出任上述公司的  
consent to act as the above  
company's

請在有關空格內加 ✓ 號 Please tick the relevant box(es)

董事，  
Director

候補董事，  
Alternate Director

代替 Alternate to

--

(請填報獲代替行事的董事姓名或名稱 Please state full name of the principal director)

生效日期為  
with effect from

|      |      |        |
|------|------|--------|
| 01   | 12   | 2004   |
| 日 DD | 月 MM | 年 YYYY |

，並確認本人已年滿十八歲。  
，and confirm that I have attained the age of 18  
years.

簽署 Signed :

日期 Date :

01 12 2004  
日 DD / 月 MM / 年 YYYY

**提交人的資料 Presentor's Reference**

姓名 Name: Secretarial Department

地址 Address: 20/F., The Bank of East Asia Building, 10  
Des Voeux Road Central, Hong Kong

電話 Tel: 2842 3033 傳真 Fax: 2833 6423

電郵地址 E-mail Address:

檔號 Reference: (PAUL) / T0180014

指明編號 2/2004 (修訂) (2004年2月)  
Specification No. 2/2004 (Revision) (Feb. 2004)

**請勿填寫本欄 For Official Use**

收件日期 RECEIVED

01 -12- 2004

公司註冊處(行政組)  
COMPANIES REGISTRY  
(Administration Section)



Notification of Change of Secretary and Director  
(Appointment / Cessation)

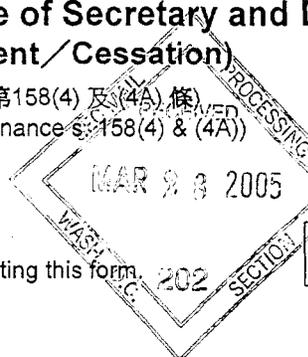
公司註冊處  
Companies Registry

(公司條例第158(4)及(4A)條  
(Companies Ordinance s.158(4) & (4A))

表格 Form D2A

重要事項 Important Notes

- 填表前請參閱《填表須知》。  
請用黑色墨水列印
- Please read the accompanying notes before completing this form.  
Please print in black ink.



公司編號 Company Number  
255

1 公司名稱 Company Name

東亞銀行有限公司  
The Bank of East Asia, Limited

2 更改詳情 Details of Change

A. 離任秘書／董事的資料 Particulars of Secretary / Director Ceasing to Act

(如涉及超過一名秘書／董事，請用續頁A填報 Use Continuation Sheet A if more than 1 secretary / director is involved).

請在有關空格內加✓號 Please tick the relevant box(es)

(註Note 7) 身份 Capacity  秘書 Secretary  董事 Director  候補董事 Alternate Director 代替 Alternate to

個人秘書／董事的姓名 Name of Individual Secretary / Director

中文姓名 Name in Chinese 英文姓氏 Surname in English 英文名字 Other Names in English

(註Note 8) 身份證明 Identification 香港身份證號碼 HK Identity Card Number 海外護照號碼 Overseas Passport Number

或 OR

(註Note 9) 法人團體秘書／董事的中文及英文名稱 Chinese and English Names of Corporate Secretary / Director

離任原因 Reason for Cessation  辭職／其他 Resignation / Others  去世 Deceased

(註Note 10) 離任日期 Date of Cessation 日 DD 月 MM 年 YYYY

(註Note 11) 請述明上述離任董事／候補董事在離任日期後，是否繼續擔任公司的候補董事／董事職位  
Please indicate whether the Director / Alternate Director ceasing to act will continue to hold office as Alternate Director / Director in the Company after the date of cessation  
 是 Yes  否 No

(註Note 5) 提交人的資料 Presentor's Reference  
姓名 Name: Secretarial Department  
地址 Address: 20/F., The Bank of East Asia Building, 10 Des Voeux Road Central, Hong Kong  
電話 Tel: 2842 3033 傳真 Fax: 2833 6423  
電郵地址 E-mail Address:  
檔號 Reference: (VIR) / T0180014 / 14/12/2004  
指明編號 1/2004 (2004年2月)  
Specification No. 1/2004 (Feb. 2004)

請勿填寫本欄 For Official Use



**2 更改詳情 Details of Change** (續上頁 cont'd)**B. 獲委任的個人秘書／董事的資料 Particulars of Individual Secretary／Director Appointed**

(如委任超過一名個人秘書／董事，請用續頁B填報)

(Use Continuation Sheet B if more than 1 individual secretary/director is appointed)

請在有關空格內加✓號 Please tick the relevant box(es)

(註Note 12)

身份  秘書  董事  候補董事  
 Capacity Secretary Director Alternate Director

代替Alternate to

--

中文姓名  
Name in Chinese

陳文葵

英文姓名  
Name in English

Tan

Man Kou

姓氏Surname

名字Other Names

前用姓名  
Previous Names

--

別名  
Alias

--

(註Note 13)

住址  
Residential  
AddressFlat 10C, Sea Cliff Mansion, 19 Repulse Bay Road,  
Hong Kong

--

國家Country

(註Note 14)

電郵地址  
E-mail Address

mktan@netvigator.com

(註Note 15)

身份證明Identification

a 香港身份證號碼  
Hong Kong Identity Card Number

A799093(9)

b 海外護照  
Overseas Passport

--

--

簽發國家Issuing Country

號碼Number

委任日期Date of Appointment

01

12

2004

日DD

月MM

年YYYY

(註Note 16)

請述明董事／候補董事在獲得上述委任時，是否公司現任的候補董事／董事  
 Please indicate whether the Director/Alternate Director whose appointment is reported above is already an existing Alternate Director/Director in the Company at the time of the above appointment

 是Yes 否No

## 2 更改詳情 Details of Change (續上頁 cont'd)

## (註 Note 17) C. 獲委任的法人團體秘書／董事的資料 Particulars of Corporate Secretary / Director Appointed

(如委任超過一名法人團體秘書／董事，請用續頁C填報)

(Use Continuation Sheet C if more than 1 corporate secretary / director is appointed)

請在有關空格內加✓號 Please tick the relevant box(es)

(註 Note 18) 身份  秘書  董事  候補董事  候補董事 代替 Alternate to

Capacity  Secretary  Director  Alternate Director

(註 Note 19) 中文名稱  
Name in Chinese

(註 Note 19) 英文名稱  
Name in English

(註 Note 20) 地址  
Address

國家 Country

(註 Note 21) 電郵地址  
E-mail Address

公司編號 Company Number  
(只適用於在香港註冊的法人團體)  
(Only applicable to body corporate registered in Hong Kong)

委任日期 Date of Appointment

|      |      |        |
|------|------|--------|
| 日 DD | 月 MM | 年 YYYY |
|------|------|--------|

(註 Note 22) 請述明董事／候補董事在獲得上述委任時，是否公司現任的候補董事／董事  是 Yes

Please indicate whether the Director / Alternate Director whose appointment is reported above is already an existing Alternate Director / Director in the Company at the time of the above appointment  否 No

本通知書包括 \_\_\_\_\_ 張續頁 A、\_\_\_\_\_ 張續頁 B 及 \_\_\_\_\_ 張續頁 C。

This Notification includes \_\_\_\_\_ Continuation Sheet(s) A, \_\_\_\_\_ Continuation Sheet(s) B and \_\_\_\_\_ Continuation Sheet(s) C.

簽署 Signed : 

姓名 Name : Ho Kam Lan  
董事 Director / 秘書 Secretary \*

日期 Date : 01 12 2004  
日 DD / 月 MM / 年 YYYY

\*請刪去不適用者 Delete whichever does not apply

第三頁 Page 3

指明編號 1/2004 (2004年2月)  
Specification No. 1/2004 (Feb. 2004)



# Return of Allotments

公司註冊處  
Companies Registry

(公司條例第 45(1)條)  
(Companies Ordinance s. 45(1))

表格  
Form **SC1**

## 重要事項 Important Notes

- 填表前請參閱《填表須知》。  
請用黑色墨水列印。
- Please read the accompanying notes before completing this form.  
Please print in black ink.

公司編號 Company Number

255

## 1 公司名稱 Company Name

The Bank of East Asia, Limited 東亞銀行有限公司

## (註 Note 7) 2 分配股份的日期或始末日期 Date or Period during which Shares were Allotted

由 From

|    |    |      |
|----|----|------|
| 01 | 12 | 2004 |
|----|----|------|

日 DD 月 MM 年 YYYY

至 To

|    |    |      |
|----|----|------|
| 31 | 12 | 2004 |
|----|----|------|

日 DD 月 MM 年 YYYY

## 3 本次股份分配的總款額 Totals of this Allotment

(註 Note 8)

已繳及應繳的總面額  
Total Nominal Amount Paid and Payable

已繳及應繳的溢價總額 [第 5A(a) + 5B(a)項]  
Total Premium Amount Paid and Payable [Sections 5A(a) + 5B(a)]

貨幣單位  
Currency

款額  
Amount

|      |               |
|------|---------------|
| HK\$ | 5,575,000.00  |
| HK\$ | 29,379,300.00 |

## 4 公司自成立為法團當日起計，累積的已繳股款總額(包括本次分配但不包括溢價)

**Cumulative Total of Paid-up Share Capital of the Company since Incorporation (Including this Allotment but Excluding Premium)**

貨幣單位  
Currency

款額  
Amount

|      |                  |
|------|------------------|
| HK\$ | 3,729,996,377.50 |
|      |                  |
|      |                  |

## (註 Note 3) 提交人的資料 Presentor's Reference

姓名 Name: Secretarial Department

地址 Address: 20/F., The Bank of East Asia Building,  
10 Des Voeux Road Central, Hong Kong

電話 Tel: 2842 3033 傳真 Fax: 2833 6423

電郵地址 E-mail Address: bea\_sec@hkbea.com

檔號 Reference: (IGSA)

指明編號 2/2004 (修訂) (2004 年 2 月)  
Specification No. 2/2004 (Revision) (Feb. 2004)

## 請勿填寫本欄 For Official Use

## 5 本次股份分配的詳情 Details of this Allotment

## A. 現金支付的分配股份 Shares Allotted for Cash

| 股份類別<br>Class of Shares | 獲分配的<br>股份數目<br>Number of Shares Allotted | 每股的面值<br>Nominal Value of <i>Each Share</i> | 每股已繳及應繳的款額<br>(包括溢價)<br>Amount Paid and Payable on <i>Each Share</i><br>(Including Premium) |                | 每股的溢價<br>款額<br>Premium on <i>Each Share</i> | 已繳及應繳<br>的溢價總款額<br><i>Total</i> Premium Paid and Payable<br>(a) |
|-------------------------|---|---|---|----------------|---|---|
|                         |   |   | 已繳付<br>Paid   | 應繳付<br>Payable |   |   |
| Ordinary                | -95,000-                                  | HK\$2.50                                    | HK\$15.80   | Nil            | HK\$13.30                                   | HK\$1,263,500.00  |
| Ordinary                | -1,230,000-                               | HK\$2.50                                    | HK\$14.90   | Nil            | HK\$12.40                                   | HK\$15,252,000.00   |
| Ordinary                | -445,000-                                 | HK\$2.50                                    | HK\$16.46   | Nil            | HK\$13.96                                   | HK\$6,212,200.00  |
| Ordinary                | -460,000-                                 | HK\$2.50                                    | HK\$16.96   | Nil            | HK\$14.46                                   | HK\$6,651,600.00  |

(註 Note 9)

## B. 非現金支付的分配股份 Shares Allotted otherwise than in Cash

| 股份類別<br>Class of Shares | 獲分配的<br>股份數目<br>Number of Shares Allotted | 每股的面值<br>Nominal Value of <i>Each Share</i> | 每股被視作已繳<br>及應繳的款額<br>(包括溢價)<br>Amount Treated as Paid and Payable on<br><i>Each Share</i><br>(Including Premium) |                | 每股的溢價<br>款額<br>Premium on <i>Each Share</i> | 被視作已繳及應繳<br>的溢價總款額<br><i>Total</i> Premium Treated as Paid and Payable<br>(a) |
|-------------------------|---|---|--|----------------|---|---|
|                         |   |   | 已繳付<br>Paid  | 應繳付<br>Payable |   |   |
|                         |   |   |  |                |   |   |
|                         |   |   |  |                |   |   |

(註 Note 10)

分配上述(B)項股份的代價

Consideration for which the Shares in (B) have been Allotted

N/A





# BEA 東亞銀行

## The Bank of East Asia, Limited

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

### NOTICE OF EIGHTY-SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighty-sixth Annual General Meeting of the members of The Bank of East Asia, Limited (the "Bank") will be held in the Ballroom, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong on Friday, 8th April, 2005 at 11:00 a.m. for the following purposes:

1. To consider and adopt the Audited Accounts and the Reports of the Directors and of the Auditors for the year ended 31st December, 2004;
2. To declare a final dividend;
3. To elect Directors;
4. To appoint Auditors and authorise the Directors to fix their remuneration;

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

#### Special Resolution

5. "THAT the Articles of Association of the Company be and are hereby amended as follows:
  - (a) by adding the following new definition immediately after the definition of "these Articles" in Article 2: "associate" shall have the meaning attributed to it in the Listing Rules;";
  - (b) by adding the following new definition immediately after the definition of "Board" in Article 2: "Director" means a director from time to time of the Company;";
  - (c) by deleting the definition of "Recognised Clearing House" in Article 2 in its entirety and substituting therefor the following new definition: "Recognised Clearing House" shall have the meaning ascribed thereto in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;";
  - (d) by adding the following new Article 66A immediately after Article 56: "66A. Where any Member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted;";
  - (e) by deleting Article 77 in its entirety (except the margin note thereof) and substituting therefor the following new Article: "77. No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless there has been given to the Secretary notice in writing by a Member of the Company (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and in writing signed by the person to be proposed of his willingness to be elected and the minimum length of the period, during which such notice(s) is/are given, shall be at least 7 days and that the period for lodgement of such notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting;";
  - (f) by deleting sub-clause (H) of Article 89 in its entirety and substituting therefor the following new sub-paragraph: "(H) Save as otherwise provided by these Articles, a Director shall not be entitled to vote on (nor shall he be counted in the quorum in relation thereto) any resolution of the Board approving any contract or arrangement or any other proposal whatsoever in which he or any of his associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:
    - (i) the giving of any security or indemnity either:
      - (a) to the Director or his associate(s) in respect of money lent or obligations incurred by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
      - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/himself assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
    - (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
    - (iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director or his associate(s) is/are beneficially interested in the shares of that company, provided that, the Director and any of his associates are not in aggregate beneficially interested in 5 per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;";
    - (iv) any proposal or arrangement concerning the benefits of employees of the Company or any of its subsidiaries including:
      - (a) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which he or his associates may benefit; or
      - (b) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
    - (v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;";
  - (g) by deleting the words "as defined in the Listing Rules" wherever they appear in sub-clauses (i) and (j) of Articles 83; and
  - (h) by deleting sub-clause (K) of Article 89 in its entirety and substituting therefor the following new sub-paragraph: "(K) If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or that of his associate(s) or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where question relates to the interest of the Chairman or that of his associate(s) to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director and/or his associate(s) concerned (or, as appropriate, the Chairman and/or his associate(s) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board;";

#### Ordinary Resolutions

6. "THAT
  - (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period all the powers of the Bank to allot, issue and dispose of additional shares of the Bank and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers either during or after the Relevant Period, not exceeding 20% of the aggregate nominal value of the share capital of the Bank issued as at the date of this Resolution as increased by the scrip dividend issue approved pursuant to item 2 of the Notice of this Meeting; otherwise than any shares which may be issued pursuant to the following events:
    - (i) a rights issue;
    - (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of the Bank and its subsidiaries of shares or rights to acquire shares of the Bank; or
    - (iii) any scrip dividend or similar arrangement in accordance with the Articles of Association of the Bank; and
  - (b) for the purposes of this Resolution:
    - (i) "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:
      - (A) the conclusion of the next Annual General Meeting of the Bank;
      - (B) the expiration of the period within which the next Annual General Meeting of the Bank is required by law to be held; and
      - (C) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the members in general meeting;";
7. "THAT
  - (a) a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period all the powers of the Bank to repurchase ordinary shares of HK\$2.50 each in the capital of the Bank in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time provided however that the aggregate nominal amount of the shares to be repurchased pursuant to the approval in this paragraph shall not exceed 10% of the share capital of the Bank in issue as at the date of this Resolution as increased by the scrip dividend issue approved pursuant to item 2 of the Notice of this Meeting; and
  - (b) for the purposes of this Resolution:
    - (i) "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:
      - (A) the conclusion of the next Annual General Meeting of the Bank;
      - (B) the expiration of the period within which the next Annual General Meeting of the Bank is required by law to be held; and
      - (C) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the members in general meeting;";
8. "THAT, conditional on the passing of Resolutions in item 6 and item 7 of the Notice of this Meeting, the general mandate granted to the Directors to allot shares pursuant to the Resolution set out in item 6 of the Notice of this Meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Bank repurchased by the Bank under the authority granted pursuant to the Resolution set out in item 7 of the Notice of this Meeting."

By Order of the Board  
Molly HO Kam-lan  
Company Secretary  
Hong Kong, 11th March, 2005.

#### Notes:

- (a) The Register of Members of the Bank will be closed from Monday, 14th March, 2005 to Wednesday, 16th March, 2005. In order to qualify for the final dividend, all transfer documents should be lodged for registration with Standard Register Limited, Co., Bank of East Asia Harbour View Centre, 58 Gloucester Road, Wanchai, Hong Kong, by 4:00 p.m., Friday, 11th March, 2005.
- (b) The Chairman of the Board has indicated that he would direct that each of the resolutions set out in the notice of the Meeting be voted on by poll.
- (c) A member entitled to attend and vote at the above Meeting may appoint a proxy to attend and vote in his place. A proxy need not be a member.

(d) The Memorandum and Articles of Association of the Bank is written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the Resolution as set out in item 5 above on the amendments of Articles of Association is purely a translation only. Should there be any discrepancies, the English version will prevail.

As at the date of this announcement, the Executive Directors of the Bank are: Dr. David Li Kwok-po (Chairman and Chief Executive), Mr. Joseph PANG Yuk-wing (Deputy Chief Executive) and Mr. CHAN Kay-cheung (Deputy Chief Executive); Non-executive Directors of the Bank are: Dr. Li Fook-wo, Dr. Simon Li Fook-sean, Mr. Aubrey Li Kwok-sing, Dr. William MONG Man-wai, Tan Sri Dr. KHOO Kay-peng and Mr. Richard Li Tzar-kai; and Independent Non-executive Directors are: Mr. WONG Chung-hin, Dr. LEE Shau-kee, Dr. Allan WONG Chi-yun, Mr. Winston LO Yau-lai, Mr. Thomas KWOK Ting-kwong and Mr. TAN Man-tou.

Our Ref. SHR/05/01

5<sup>th</sup> January, 2005

**By Fax 2537 9351 & By Hand**

Head of Listing Division,  
The Stock Exchange of Hong Kong Limited,  
11/F, One International Finance Centre,  
1, Harbour View Street, Central,  
Hong Kong.

Attn: Ms. Jacqueline Wong  
Senior Manager

Dear Sirs,

Please be informed that a Directors' meeting of this Bank will be held at 11:00 a.m. on Thursday, 3<sup>rd</sup> February, 2005 for the purpose of announcing the final results and declaring a final dividend for the year ended 31<sup>st</sup> December, 2004.

Yours faithfully,  
For and on behalf of  
THE BANK OF EAST ASIA, LIMITED



Molly Ho Kam-ian  
Company Secretary

MH/TT/479

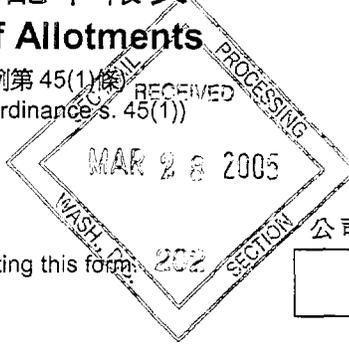


公司註冊處  
Companies Registry

# Return of Allotments

(公司條例第45(1)條)  
(Companies Ordinance s. 45(1))

表格  
Form **SC1**



**重要事項 Important Notes**

- 填表前請參閱《填表須知》。  
請用黑色墨水列印。
- Please read the accompanying notes before completing this form.  
Please print in black ink.

公司編號 Company Number

255

**1 公司名稱 Company Name**

The Bank of East Asia, Limited 東亞銀行有限公司

(註 Note 7) **2 分配股份的日期或始末日期 Date or Period during which Shares were Allotted**

由 From

|      |      |        |
|------|------|--------|
| 03   | 01   | 2005   |
| 日 DD | 月 MM | 年 YYYY |

至 To

|      |      |        |
|------|------|--------|
| 31   | 01   | 2005   |
| 日 DD | 月 MM | 年 YYYY |

**3 本次股份分配的總款額 Totals of this Allotment**

(註 Note 8)

已繳及應繳的總面額  
Total Nominal Amount Paid and Payable

已繳及應繳的溢價總額 [第5A(a) + 5B(a)項]  
Total Premium Amount Paid and Payable [Sections 5A(a) + 5B(a)]

| 貨幣單位<br>Currency | 款額<br>Amount |
|------------------|--------------|
| HK\$             | 1,327,500.00 |
| HK\$             | 6,907,960.00 |

**4 公司自成立為法團當日起計，累積的已繳股款總額(包括本次分配但不包括溢價)  
Cumulative Total of Paid-up Share Capital of the Company since Incorporation (Including this Allotment but Excluding Premium)**

| 貨幣單位<br>Currency | 款額<br>Amount     |
|------------------|------------------|
| HK\$             | 3,731,323,877.50 |
|                  |                  |
|                  |                  |

(註 Note 3) **提交人的資料 Presentor's Reference**

姓名 Name: Secretarial Department  
地址 Address: 20/F., The Bank of East Asia Building,  
10 Des Voeux Road Central, Hong Kong  
電話 Tel: 2842 3033 傳真 Fax: 2833 6423  
電郵地址 E-mail Address: bea\_sec@hkbea.com  
檔號 Reference: (IGSA)

**請勿填寫本欄 For Official Use**

## 5 本次股份分配的詳情 Details of this Allotment

## A. 現金支付的分配股份 Shares Allotted for Cash

| 股份類別<br>Class of Shares | 獲分配的<br>股份數目<br>Number of Shares Allotted | 每股的面值<br>Nominal Value of <i>Each Share</i> | 每股已繳及應繳的款額<br>(包括溢價)<br>Amount Paid and Payable on <i>Each Share</i><br>(Including Premium) |                | 每股的溢價<br>款額<br>Premium on <i>Each Share</i> | 已繳及應繳<br>的溢價總款額<br><i>Total</i> Premium Paid and Payable<br><br>(a) |
|-------------------------|---|---|---|----------------|---|---|
|                         |   |   | 已繳付<br>Paid   | 應繳付<br>Payable |   |   |
| Ordinary                | -330,000-                                 | HK\$2.50                                    | HK\$14.90   | Nil            | HK\$12.40                                   | HK\$4,092,000.00  |
| Ordinary                | -181,000-                                 | HK\$2.50                                    | HK\$16.46   | Nil            | HK\$13.96                                   | HK\$2,526,760.00  |
| Ordinary                | -20,000-                                  | HK\$2.50                                    | HK\$16.96   | Nil            | HK\$14.46                                   | HK\$289,200.00  |
|                         |   |   |   |                |   |   |

(註 Note 9)

## B. 非現金支付的分配股份 Shares Allotted otherwise than in Cash

| 股份類別<br>Class of Shares | 獲分配的<br>股份數目<br>Number of Shares Allotted | 每股的面值<br>Nominal Value of <i>Each Share</i> | 每股被視作已繳<br>及應繳的款額<br>(包括溢價)<br>Amount Treated as Paid and Payable on <i>Each Share</i><br>(Including Premium) |                | 每股的溢價<br>款額<br>Premium on <i>Each Share</i> | 被視作已繳及應繳<br>的溢價總款額<br><i>Total</i> Premium Treated as Paid and Payable<br><br>(a) |
|-------------------------|---|---|---|----------------|---|---|
|                         |   |   | 已繳付<br>Paid   | 應繳付<br>Payable |   |   |
|                         |   |   |   |                |   |   |
|                         |   |   |   |                |   |   |

(註 Note 10)

分配上述(B)項股份的代價

Consideration for which the Shares in (B) have been Allotted

N/A





公司註冊處  
Companies Registry

**重要事項 Important Notes**

- 填表前請參閱《填表須知》。  
請用黑色墨水列印。
- Please read the accompanying notes before completing this form.  
Please print in black ink.

公司編號 Company Number

255

**1 公司名稱 Company Name**

The Bank of East Asia, Limited 東亞銀行有限公司

(註 Note 7) **2 分配股份的日期或始末日期 Date or Period during which Shares were Allotted**

|        |      |        |      |      |        |
|--------|------|--------|------|------|--------|
| 由 From |      |        | 至 To |      |        |
| 01     | 02   | 2005   | 28   | 02   | 2005   |
| 日 DD   | 月 MM | 年 YYYY | 日 DD | 月 MM | 年 YYYY |

**3 本次股份分配的總款額 Totals of this Allotment**

(註 Note 8)

已繳及應繳的總面額  
Total Nominal Amount Paid and Payable

已繳及應繳的溢價總額 [第 5A(a) + 5B(a) 項]  
Total Premium Amount Paid and Payable [Sections 5A(a) + 5B(a)]

| 貨幣單位<br>Currency | 款額<br>Amount |
|------------------|--------------|
| HK\$             | 840,000.00   |
| HK\$             | 4,481,560.00 |

**4 公司自成立為法團當日起計，累積的已繳股款總額(包括本次分配但不包括溢價)  
Cumulative Total of Paid-up Share Capital of the Company since Incorporation (Including this Allotment but Excluding Premium)**

| 貨幣單位<br>Currency | 款額<br>Amount     |
|------------------|------------------|
| HK\$             | 3,732,163,877.50 |
|                  |                  |
|                  |                  |

(註 Note 3) **提交人的資料 Presentor's Reference**

姓名 Name: Secretarial Department

地址 Address: 20/F., The Bank of East Asia Building,  
10 Des Voeux Road Central, Hong Kong

電話 Tel: 2842 3033 傳真 Fax: 2833 6423

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檔號 Reference: (IGSA)

**請勿填寫本欄 For Official Use**

11

## 5 本次股份分配的詳情 Details of this Allotment

## A. 現金支付的分配股份 Shares Allotted for Cash

| 股份類別<br>Class of<br>Shares | 獲分配的<br>股份數目<br>Number<br>of Shares<br>Allotted | 每股的面值<br>Nominal Value<br>of <i>Each Share</i> | 每股已繳及應繳的款額<br>(包括溢價)<br>Amount Paid and<br>Payable on <i>Each Share</i><br>(Including Premium) |                | 每股的溢價<br>款額<br>Premium on<br><i>Each Share</i> | 已繳及應繳<br>的溢價總款額<br><i>Total</i> Premium Paid<br>and Payable<br><br>(a) |
|----------------------------|---|--|--|----------------|--|--|
|                            |   |  | 已繳付<br>Paid  | 應繳付<br>Payable |  |  |
| Ordinary                   | -150,000-                                       | HK\$2.50                                       | HK\$14.90  | Nil            | HK\$12.40                                      | HK\$1,860,000.00   |
| Ordinary                   | -136,000-                                       | HK\$2.50                                       | HK\$16.46  | Nil            | HK\$13.96                                      | HK\$1,898,560.00   |
| Ordinary                   | -50,000-  | HK\$2.50                                       | HK\$16.96  | Nil            | HK\$14.46                                      | HK\$723,000.00   |
|                            |   |  |  |                |  |  |

(註 Note 9)

## B. 非現金支付的分配股份 Shares Allotted otherwise than in Cash-

| 股份類別<br>Class of<br>Shares | 獲分配的<br>股份數目<br>Number<br>of Shares<br>Allotted | 每股的面值<br>Nominal Value<br>of <i>Each Share</i> | 每股被視作已繳<br>及應繳的款額<br>(包括溢價)<br>Amount Treated as<br>Paid and Payable on<br><i>Each Share</i><br>(Including Premium) |                | 每股的溢價<br>款額<br>Premium on<br><i>Each Share</i> | 被視作已繳及應繳<br>的溢價總款額<br><i>Total</i> Premium<br>Treated as Paid<br>and Payable<br><br>(a) |
|----------------------------|---|--|---|----------------|--|---|
|                            |   |  | 已繳付<br>Paid   | 應繳付<br>Payable |  |   |
|                            |   |  |   |                |  |   |
|                            |   |  |   |                |  |   |

(註 Note 10)

分配上述(B)項股份的代價

Consideration for which the Shares in (B) have been Allotted

N/A



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**BEA 東亞銀行**

**The Bank of East Asia, Limited**

*(Incorporated in Hong Kong with limited liability in 1918)*

(Stock Code: 23)

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

The Directors proposed to amend the Articles of Association in order to, inter alia, reflect the amendments to the Listing Rules which came into effect on 31st March, 2004.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of passing a special resolution at the AGM. A circular containing, inter alia, information on the proposed amendments to the Articles of Association and notice of the AGM is to be despatched to the Shareholders upon publication of this announcement.

The directors of The Bank of East Asia, Limited (the "Bank") (the "Directors") proposed to amend the Articles of Association of the Bank (the "Articles of Association") to, inter alia, reflect the amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") which came into effect on 31st March, 2004.

The proposed amendments to the Articles of Association include the following:

- (a) "Recognised Clearing House" shall have the meaning ascribed thereto in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house recognised by the laws of the jurisdiction in which the shares of the Bank are listed or quoted with the permission of the Bank on a stock exchange in such jurisdiction;
- (b) where any shareholder of the Bank (the "Shareholder") is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted;
- (c) no person other than a retiring Director shall, unless recommended by the Board of Directors, be eligible for election to the office of Director at any general meeting unless there has been given to the secretary of the Bank notice in writing by a Shareholder (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected and the minimum length of the period, during which such notice(s) are given, shall be at least 7 days and that the period for lodgement of such notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting; and
- (d) subject to such exceptions specified in the Articles of Association, a Director shall not be entitled to vote on (nor shall he be counted in the quorum in relation thereto) any resolution of the Board of Directors approving any contract or arrangement or any other proposal whatsoever in which he or any of his associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution).

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of passing a special resolution at the Annual General Meeting of the Bank to be held on Friday, 8th April, 2005 (the "AGM"). A circular containing, inter alia, information on the proposed amendments to the Articles of Association together with a notice convening the AGM is to be despatched to the Shareholders upon publication of this announcement.

By Order of the Board

**Molly HO Kam-lan**

*Company Secretary*

Hong Kong, 11th March, 2005

*As at the date of this announcement, the Executive Directors of the Bank are: Dr. David LI Kwok-po (Chairman and Chief Executive), Mr. Joseph PANG Yuk-wing (Deputy Chief Executive) and Mr. CHAN Kay-cheung (Deputy Chief Executive); Non-executive Directors of the Bank are: Dr. LI Fook-wo, Dr. Simon LI Fook-sean, Mr. Aubrey LI Kwok-sing, Dr. William MONG Man-wai, Tan Sri Dr. KHOO Kay-peng and Mr. Richard LI Tzar-kai; and Independent Non-executive Directors are: Mr. WONG Chung-hin, Dr. LEE Shau-kee, Dr. Allan WONG Chi-yun, Mr. Winston LO Yau-lai, Mr. Thomas KWOK Ping-kwong and Mr. TAN Man-kou.*

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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 an exchange participant or other registered dealer 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, exchange participant or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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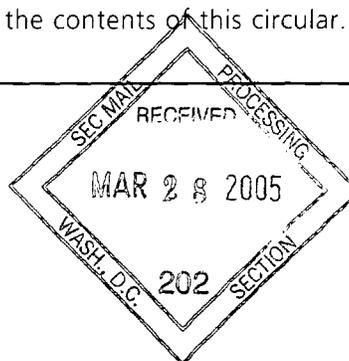
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**BEA 東亞銀行**

**The Bank of East Asia, Limited**

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



**NOTICE OF ANNUAL GENERAL MEETING,  
RE-ELECTION OF DIRECTORS,  
AMENDMENTS TO ARTICLES OF ASSOCIATION  
AND  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES**

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The notice of Annual General Meeting of The Bank of East Asia, Limited to be held at the Ballroom, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong on Friday, 8th April, 2005 at 11:00 a.m. ("AGM") is set out in Appendix IA to this circular.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Bank's Share Registrars, Standard Registrars Limited, G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the AGM. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

11th March, 2005

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## DEFINITIONS

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

|                           |   |
|---------------------------|---|
| “AGM”                     | the annual general meeting of the Bank to be held at the Ballroom, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong on Friday, 8th April, 2005 at 11:00 a.m., the notice of which is set out in Appendix IA to this circular or, where the context so admits, any adjournment thereof; |
| “Articles of Association” | the articles of association of the Bank, as from time to time altered;  |
| “Bank”                    | The Bank of East Asia, Limited, a company incorporated in Hong Kong with limited liability;   |
| “Directors”               | the directors of the Bank;  |
| “Hong Kong”               | Hong Kong Special Administrative Region of the People’s Republic of China;  |
| “Latest Practicable Date” | 3rd March, 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;  |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange;  |
| “Ordinance”               | the Companies Ordinance, Chapter 32 of the Laws of Hong Kong;   |
| “SFO”                     | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;   |
| “Shareholders”            | holders of Shares;  |
| “Shares”                  | shares of HK\$2.50 each in the share capital of the Bank;   |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited; and  |
| “Takeover Code”           | the Hong Kong Code on Takeovers and Mergers.  |

## The Bank of East Asia, Limited

*Executive Directors:*

Dr. The Hon. David LI Kwok-po (*Chairman and Chief Executive*)  
Mr. Joseph PANG Yuk-wing (*Deputy Chief Executive*)  
Mr. CHAN Kay-cheung (*Deputy Chief Executive*)

*Registered Office:*

10 Des Voeux Road Central  
Hong Kong.

*Non-executive Directors:*

Dr. LI Fook-wo  
Dr. The Hon. Simon LI Fook-sean  
Mr. Aubrey LI Kwok-sing  
Dr. William MONG Man-wai  
Tan Sri Dr. KHOO Kay-peng  
Mr. Richard LI Tzar-kai

*Independent Non-executive Directors:*

Mr. WONG Chung-hin  
Dr. LEE Shau-kee  
Dr. Allan WONG Chi-yun  
Mr. Winston LO Yau-lai  
Mr. Thomas KWOK Ping-kwong  
Mr. TAN Man-kou

*To the Shareholders*

11th March, 2005

Dear Sir or Madam,

### **NOTICE OF ANNUAL GENERAL MEETING, RE-ELECTION OF DIRECTORS, AMENDMENTS TO ARTICLES OF ASSOCIATION AND GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information in connection with the proposals: (i) to notify Shareholders the convening of the AGM, (ii) to re-elect Directors, (iii) to amend the Articles of Association, and (iv) to grant the general mandates to issue Shares and repurchase Shares.

#### **2. ANNUAL GENERAL MEETING**

A notice convening the AGM is set out in Appendix IA to this circular. At the AGM, resolutions will be proposed to approve, inter alia, the re-election of Directors, the proposed amendments to the Articles of Association and the general mandates to issue Shares and repurchase Shares.

The procedure by which Shareholders may demand a poll at any general meeting of the Bank is set out in Appendix IB to this circular.

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## LETTER FROM THE CHAIRMAN

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A proxy form for use at the AGM is enclosed. Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Bank's Share Registrars, Standard Registrars Limited, G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the AGM. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM should you so wish.

### **3. RE-ELECTION OF DIRECTORS**

In accordance with Article 75 of the Articles of Association, Mr. TAN Man-kou who was appointed on 1st December, 2004, will retire at the AGM and, being eligible, offers himself for re-election. In accordance with Articles 80, 81 and 82 of the Articles of Association, Dr. LI Fook-wo, Mr. Joseph PANG Yuk-wing, Mr. Thomas KWOK Ping-kwong and Mr. Richard LI Tzar-kai will retire by rotation at the AGM and, being eligible, offer themselves for re-election. Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **4. AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Directors proposed to amend the Articles of Association to, inter alia, reflect the amendments to the Listing Rules which came into effect on 31st March, 2004.

A summary of the major changes to the existing Articles of Association is set out in Appendix IIIA to this circular.

Existing Articles 77, 89(H), (I), (J) and (K) of the Articles of Association, which will be amended/replaced as described above, are set out in Appendix IIIB to this circular.

### **5. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES**

At the annual general meeting of the Bank held on 31st March, 2004, approval was given by Shareholders for the granting of, inter alia, the general mandates to the Directors to (i) to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the Share capital of the Bank in issue; and (ii) to repurchase Shares on the Stock Exchange up to 10% of the aggregate nominal amount of the Share capital of the Bank in issue, at the date of passing the relevant resolutions. In accordance with the terms of the approval, that general mandates will shortly expire on 8th April, 2005 upon the conclusion of the AGM. To keep in line with current corporate practice, the grant of fresh general mandates for the same purpose is being sought from Shareholders and the ordinary resolutions to grant these general mandates to the Directors will be proposed at the AGM.

The Explanatory Statement required by the Listing Rules to be sent to Shareholders in connection with the proposed share repurchase resolution is set out in Appendix IV to this circular.

### **6. RECOMMENDATION**

Your 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 AGM.

Yours faithfully,  
**David LI Kwok-po**  
Chairman & Chief Executive

# The Bank of East Asia, Limited

## Notice of Eighty-Sixth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eighty-sixth Annual General Meeting of the members of the Bank will be held in the Ballroom, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong on Friday, 8th April, 2005 at 11:00 a.m. for the following purposes:

1. To consider and adopt the Audited Accounts and the Reports of the Directors and of the Auditors for the year ended 31st December, 2004;
2. To declare a final dividend;
3. To elect Directors;
4. To appoint Auditors and authorise the Directors to fix their remuneration;

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

### Special Resolution

5. "THAT the Articles of Association of the Company be and are hereby amended as follows:
  - (a) by adding the following new definition immediately after the definition of "these Articles" in Article 2:

"associate" shall have the meaning attributed to it in the Listing Rules;";
  - (b) by adding the following new definition immediately after the definition of "Board" in Article 2:

"Director" means a director from time to time of the Company;";
  - (c) by deleting the definition of "Recognised Clearing House" in Article 2 in its entirety and substituting therefor the following new definition:

"Recognised Clearing House" shall have the meaning ascribed thereto in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;";
  - (d) by adding the following new Article 66A immediately after Article 66:

'66A. Where any Member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.'

- (e) by deleting Article 77 in its entirety (except the margin note thereof) and substituting therefor the following new Article:

'77. No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless there has been given to the Secretary notice in writing by a Member of the Company (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected and the minimum length of the period, during which such notice(s) is/are given, shall be at least 7 days and that the period for lodgement of such notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.';

- (f) by deleting sub-clause (H) of Article 89 in its entirety and substituting therefor the following new sub-paragraph:

'(H) Save as otherwise provided by these Articles, a Director shall not be entitled to vote on (nor shall he be counted in the quorum in relation thereto) any resolution of the Board approving any contract or arrangement or any other proposal whatsoever in which he or any of his associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

- (i) the giving of any security or indemnity either:
  - (a) to the Director or his associate(s) in respect of money lent or obligations incurred by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
  - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director or his associate(s) is/are beneficially interested in the shares of that company, provided that, the Director and any of his associates are not in aggregate beneficially interested in 5 per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;

- (iv) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
    - (a) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which he or his associates may benefit; or
    - (b) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
  - (v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.;
- (g) by deleting the words “, as defined in the Listing Rules” wherever they appear in sub-clauses (I) and (J) of Articles 89; and
- (h) by deleting sub-clause (K) of Article 89 in its entirety and substituting therefor the following new sub-paragraph:
- '(K) If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or that of his associate(s) or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where question relates to the interest of the Chairman or that of his associate(s) to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director and/or his associate(s) concerned (or, as appropriate, the Chairman and/or his associate(s)) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.'

**Ordinary Resolutions**

## 6. "THAT

(a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period all the powers of the Bank to allot, issue and dispose of additional shares of the Bank and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers either during or after the Relevant Period, not exceeding 20% of the aggregate nominal amount of the share capital of the Bank in issue as at the date of this Resolution as increased by the scrip dividend issue approved pursuant to item 2 of the Notice of this Meeting; otherwise than any shares which may be issued pursuant to the following events:

(i) a rights issue;

(ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of the Bank and its subsidiaries of shares or rights to acquire shares of the Bank; or

(iii) any scrip dividend or similar arrangement in accordance with the Articles of Association of the Bank; and

(b) for the purposes of this Resolution:

'Relevant Period' means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next Annual General Meeting of the Bank;

(ii) the expiration of the period within which the next Annual General Meeting of the Bank is required by law to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the members in general meeting."

## 7. "THAT

(a) a general mandate be and is hereby unconditionally granted to the Directors to exercise during the Relevant Period all the powers of the Bank to repurchase ordinary shares of HK\$2.50 each in the capital of the Bank in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time provided however that the aggregate nominal amount of the shares to be repurchased pursuant to the approval in this paragraph shall not exceed 10% of the share capital of the Bank in issue as at the date of this Resolution as increased by the scrip dividend issue approved pursuant to item 2 of the Notice of this Meeting; and

(b) for the purposes of this Resolution:

'Relevant Period' means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Bank;
- (ii) the expiration of the period within which the next Annual General Meeting of the Bank is required by law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the members in general meeting."

8. "THAT, conditional on the passing of Resolutions in item 6 and item 7 of the Notice of this Meeting, the general mandate granted to the Directors to allot shares pursuant to the Resolution set out in item 6 of the Notice of this Meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Bank repurchased by the Bank under the authority granted pursuant to the Resolution set out in item 7 of the Notice of this Meeting."

By Order of the Board  
**Molly HO Kam-lan**  
Company Secretary

Hong Kong, 11th March, 2005

Notes:

- (a) *The Register of Members of the Bank will be closed from Monday, 14th March, 2005 to Wednesday, 16th March, 2005. In order to qualify for the final dividend, all transfer documents should be lodged for registration with Standard Registrars Limited, G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, by 4:00 p.m. Friday, 11th March, 2005.*
- (b) *The Chairman of the Board has indicated that he would direct that each of the resolutions set out in the notice of the meeting be voted on by poll.*
- (c) *A member entitled to attend and vote at the above Meeting may appoint a proxy to attend and vote in his place. A proxy need not be a member.*
- (d) *The Memorandum and Articles of Association of the Bank is written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the Resolution as set out in item 5 above on amendments of Articles of Association is purely a translation for reference only. Should there be any discrepancies, the English version will prevail.*

Article 57 of the Articles of Association sets out the procedure by which Shareholders may demand a poll:

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. Subject to the Ordinance, a poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) at least five Members present in person or by proxy and entitled to vote; or
- (c) any Member or Members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Members having the right to attend and vote at the meeting; or
- (d) any Member or Members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or not carried by a particular majority or lost shall be final and conclusive, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

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

1. **Mr. TAN Man-kou**

*FCPA, FCA, Independent Non-executive Director and Member of the Audit Committee*

Mr. Tan, aged 68, was appointed a Director in 2004. Mr. Tan currently serves as a consultant to Deloitte Touche Tohmatsu. He is a fellow of both the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. Mr. Tan, who has over 30 years of public accounting experience, was until 2002 a partner with Deloitte Touche Tohmatsu. As partner, he was responsible for leading Deloitte's professional services in the areas of audit, tax, corporate finance, insolvency and listings. He had client responsibilities in China, Hong Kong, Europe and the United States.

Mr. Tan is a member of the Chinese People's Political Consultative Conference. He was also a member of the Selection Committee of the Hong Kong Special Administrative Region. Mr. Tan is active in public service, and has been a member, an honorary treasurer, and a chairman of the Hong Kong Housing Society over the course of more than 20 years. He also served as a member of the Airport Consultative Committee.

Mr. Tan is an Independent Non-executive Director of Harbour Centre Development Limited. He has not held any directorship in other listed public companies during the last three years.

Save as disclosed, Mr. Tan does not hold any position with the Bank or with other members of the Bank Group. Mr. Tan has not entered into any service contract with the Bank. No terms have been fixed or proposed for Mr. Tan's length of service with the Bank, although he is subject to retirement by rotation and re-election at an annual general meeting of the Bank in accordance with the Articles of Association. The fees payable to directors are determined by the Board with reference to market trends. Mr. Tan receives a directors' fee of HK\$100,000 per annum.

Mr. Tan is not connected with any director, the senior management nor any substantial shareholder of the Bank. The Bank does not have a controlling shareholder as at the Latest Practicable Date.

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

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

2. **Dr. LI Fook-wo**

*CBE, BS, MCS, Hon. LLD, Hon. DSSc, FCIB, FHKIB, JP, Non-executive Director and Member of the Nomination Committee*

Dr. Li, aged 88, is a former member of the Executive and Legislative Councils. He joined the Bank in 1940. He was appointed a Director in 1958 and was the Chief Manager from 1972 to 1976. He was appointed Chairman from 1984 to 1997.

Dr. Li was a director of Hutchison Whampoa Limited and Johnson Electric Holdings Limited. Save as disclosed, he has not held any directorship in other listed public companies during the last three years.

Save as disclosed above, Dr. Li does not hold any position with the Bank or with other members of the Bank Group. Dr. Li has not entered into any service contract with the Bank. No terms have been fixed or proposed for Dr. Li's length of service with the Bank, although he is subject to retirement by rotation and re-election at an annual general meeting of the Bank in accordance with the Articles of Association. The fees payable to directors are determined by the Board with reference to market trends. Dr. Li receives a directors' fee of HK\$100,000 per annum.

Dr. Li is the father of Mr. Aubrey Li Kwok-sing, a Non-executive Director of the Bank. He is the uncle of Dr. David Li Kwok-po, the Chairman and Chief Executive of the Bank and a cousin of Dr. Simon Li Fook-sean, a Non-executive Director of the Bank. Save as disclosed, Dr. Li is not connected with any other director, the senior management nor any substantial shareholder of the Bank. The Bank does not have a controlling shareholder as at the Latest Practicable Date.

As at the Latest Practicable Date, Dr. Li is the beneficial owner of 1,235,804 (0.08%) Shares. In addition, 30,955,378 (2.07%) Shares are held by The Fook Wo Trust, of which Dr. Li is the founder, but he has no influence on how the trustee exercises his discretion. The disclosure of the 30,955,378 Shares was made on a voluntary basis.

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

3. **Mr. Joseph PANG Yuk-wing**

*BSSc, MBA, Hon. DSocSc, Hon. Fellow (CUHK), ACIB, FHKIB, JP, Executive Director and Deputy Chief Executive*

Mr. Pang, aged 55, joined the Bank in 1973. He was appointed Alternate Chief Executive in 1991 and was promoted to General Manager in 1992. He was further promoted to Deputy Chief Executive and was appointed a Director in 1995. He assists the Chief Executive in the overall management and control of the Group. Mr. Pang is also a director of various members of the Bank Group. He is also the Chairman and a Member of various Committees appointed by the Board.

Mr. Pang is the Chairman of the Banking and Finance Industry Training Board of the Vocational Training Council and Vice President of the Hong Kong Institute of Bankers. He is also the Chairman of the Correctional Services Children's Education Trust Investment Advisory Board. He is a Member of the Board of Hong Kong Applied Science and Technology Research Institute Co., Ltd., the Leveraged Foreign Exchange Arbitration Panel, the Investor Education Advisory Committee and the Process Review Panel for the Securities and Futures Commission. He is a Lay Observer of Independent Police Complaints Council Observers Scheme and a Trustee of the Retirement Schemes of The University of Hong Kong.

Mr. Pang has not held any directorship in other listed public companies during the last three years.

Mr. Pang has not entered into any service contract with the Bank. No terms have been fixed or proposed for Mr. Pang's length of service with the Bank, although he is subject to retirement by rotation and re-election at an annual general meeting of the Bank in accordance with the Articles of Association. The fees payable to directors are determined by the Board with reference to market trends. Mr. Pang receives a directors' fee of HK\$100,000 per annum.

Mr. Pang is not connected with any director, the senior management nor any substantial shareholder of the Bank. The Bank does not have a controlling shareholder as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Pang is interested in 349,718 (0.02%) Shares within the meaning of Part XV of the SFO, in addition to the share options being granted to him to subscribe for 1,930,000 Shares pursuant to the Staff Share Option Scheme of the Bank.

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

4. **Mr. Thomas KWOK Ping-kwong**

*MSc (Bus Adm), BSc (Eng), FCPA, JP, Independent Non-executive Director, Member of the Audit Committee and the Remuneration Committee*

Mr. Kwok, aged 53, was appointed a Director in 2001. Mr. Kwok is the Vice Chairman and Managing Director of Sun Hung Kai Properties Limited, Chairman of Route 3 (CPS) Company Limited, Joint Chairman of IFC Development Limited and an Executive Director of SUNeVision Holdings Limited. Mr. Kwok was also a director of USI Holdings Limited. Save as disclosed, he has not held any directorship in other listed public companies during the last three years.

Mr. Kwok is Chairman of the Board of Directors of the Faculty of Business and Economics of the University of Hong Kong and Executive Vice President of The Real Estate Developers Association of Hong Kong. He also serves as a government appointed Member of the Exchange Fund Advisory Committee, the Economic and Employment Council, the Provisional Construction Industry Co-ordination Board and the Council for Sustainable Development. He is an Honorary Citizen of Guangzhou and a Standing Committee Member of the Ninth Chinese People's Political Consultative Conference Shanghai Committee. Mr. Kwok holds a Master's degree in Business Administration from The London Business School, University of London and a Bachelor's degree in Civil Engineering from Imperial College, University of London.

Save as disclosed above, Mr. Kwok does not hold any position with the Bank or with other members of the Bank Group. Mr. Kwok has not entered into any service contract with the Bank. No terms have been fixed or proposed for Mr. Kwok's length of service with the Bank, although he is subject to retirement by rotation and re-election at an annual general meeting of the Bank in accordance with the Articles of Association. The fees payable to directors are determined by the Board with reference to market trends. Mr. Kwok receives a directors' fee of HK\$100,000 per annum.

Mr. Kwok is not connected with any director, the senior management nor any substantial shareholder of the Bank. The Bank does not have a controlling shareholder as at the Latest Practicable Date.

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

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

5. **Mr. Richard LI Tzar-kai**

*Non-executive Director*

Mr. Li, aged 38, was appointed a Director in 2001. Mr. Li is the Chairman of PCCW Limited, one of Asia's leading information technology and telecommunications companies. He is also the Chairman and Chief Executive of the Pacific Century Group, the Chairman of Pacific Century Premium Developments Limited and Singapore-based Pacific Century Regional Developments Limited. He is a governor of the World Economic Forum for Information Technologies and Telecommunications and a member of the Center for Strategic and International Studies' International Councillors' Group in Washington, D.C. Mr. Li is also a

member of the Global Information Infrastructure Commission and an advisor to the United Nations Information and Communication Technologies Task Force. Save as disclosed above, Mr. Li has not held any directorship in other listed public companies during the last three years.

Save as disclosed, Mr. Li does not hold any position with the Bank or with other members of the Bank Group. Mr. Li has not entered into any service contract with the Bank. No terms have been fixed or proposed for Mr. Li's length of service with the Bank, although he is subject to retirement by rotation and re-election at an annual general meeting of the Bank in accordance with the Articles of Association. The fees payable to directors are determined by the Board with reference to market trends. Mr. Li receives a directors' fee of HK\$100,000 per annum.

Mr. Li is not connected with any director, the senior management nor any substantial shareholder of the Bank. The Bank does not have a controlling shareholder as at the Latest Practicable Date.

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

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

The following is a summary of the major changes to the existing Articles of Association:

- (a) "Recognised Clearing House" shall have the meaning ascribed thereto in the SFO or a clearing house recognised by the laws of the jurisdiction in which the Shares are listed or quoted with the permission of the Bank on a stock exchange in such jurisdiction;
- (b) where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted;
- (c) no person other than a retiring Director shall, unless recommended by the board of Directors, be eligible for election to the office of Director at any general meeting unless there has been given to the secretary of the Bank notice in writing by a Shareholder (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected and the minimum length of the period, during which such notice(s) are given, shall be at least 7 days and that the period for lodgement of such notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting; and
- (d) subject to such exceptions specified in the Articles of Association, a Director shall not be entitled to vote on (nor shall he be counted in the quorum in relation thereto) any resolution of the board of Directors approving any contract or arrangement or any other proposal whatsoever in which he or any of his associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution).

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of passing a special resolution at the AGM.

Full text of the proposed amendments to the Articles of Association is set out in resolution 5 of the Notice of AGM in Appendix IA to this circular.

The following are the existing Articles 77, 89(H), (I), (J) and (K) of the Articles of Association:

**Article 77**

"No person other than a Director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless, not less than seven and not more than twenty-eight clear days before the day appointed for the meeting, there has been given to the Secretary notice in writing by a Member (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected."

**Article 89(H)**

"Save as otherwise provided by these Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement in which he is to his knowledge materially interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for giving to such Director any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company;
- (ii) any contract or arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company which the Director has himself guaranteed or secured in whole or in part;
- (iii) any contract or arrangement by a Director to subscribe for shares, debentures or other securities of the Company issued or to be issued pursuant to any offer or invitation to Members or debenture holders of the Company or any class thereof or to the public or any section thereof, or to underwrite any shares, debentures or other securities of the Company;
- (iv) any contract or arrangement in which he is interested by virtue of his interest in shares or debentures or other securities of the Company or by reason of any other interest in or through the Company;
- (v) any contract or arrangement concerning any other company (not being a company in which the Director (together with any of his associates, as defined in the Listing Rules) owns 5 per cent. or more) in which he is interested directly or indirectly whether as an officer, shareholder, creditor or otherwise howsoever;
- (vi) any proposal concerning the adoption, modification or operation of a pension fund or retirement death or disability benefits scheme which relates both to Directors and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director as such any privilege or advantage not accorded to the employees to which such scheme or fund relates;
- (vii) any arrangement for the benefit of employees of the Company or of any of its subsidiaries under which the Director benefits in a similar manner as the employees and which does not accord to any Director as such any privilege or advantage not accorded to the employees to whom such arrangement relates."

**Article 89(I)**

"A company shall be deemed to be a company in which a Director (together with any of his associates, as defined in the Listing Rules) owns 5 per cent. or more if and so long as (but only if and so long as) he (together with any of his associates, as defined in the Listing Rules) is (either directly or indirectly) the holder of or beneficially interested in 5 per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company. For the purpose of this paragraph there shall be disregarded any shares held by a Director as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the Director's interest is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director is interested only as a unit holder."

**Article 89(J)**

"Where a company in which a Director (together with any of his associates, as defined in the Listing Rules) holds 5 per cent. or more is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction."

**Article 89(K)**

"If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall be counted in the quorum but shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board."

The following is the Explanatory Statement required to be sent to Shareholders under the Listing Rules in connection with the proposed general mandate for repurchase of Shares and also constitutes the Memorandum required under Section 49BA of the Companies Ordinance:

- (i) At the AGM a resolution will be proposed that the Directors be given a general mandate to exercise all powers of the Bank to repurchase on the Stock Exchange fully paid-up Shares representing up to a maximum of 10% of the Share capital of the Bank in issue on the date the resolution is passed (the "Repurchase Mandate"). Based on the 1,492,964,551 Shares in issue as at the Latest Practicable Date (and assuming that there is no change in respect of the issued Share capital 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 Repurchase Mandate to repurchase a maximum of 149,296,455 Shares.
- (ii) Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the Repurchase 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 repurchase 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 repurchased by the Bank. Furthermore, the Directors' exercise of the mandate granted under the Repurchase Mandate may lead to an increased volume of trading in Shares on the Stock Exchange.
- (iii) The Directors propose that repurchases of Shares under the Repurchase Mandate will be financed from the available cash flow or working capital facilities of the Bank and its subsidiaries. In repurchasing Shares, the Bank may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the laws of Hong Kong.
- (iv) There may be material adverse impact on the working capital or gearing position of the Bank (as compared with the position disclosed in its most recent published audited accounts) in the event that the proposed share repurchases are to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as will, in the circumstances, have a material adverse effect on the working capital requirements of the Bank or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Bank.
- (v) There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any associates of the Directors of the Bank who have a present intention, in the event that the Repurchase 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 Repurchase Mandate in accordance with the Listing Rules and the laws of Hong Kong.
- (vii) If as a result of a share repurchase a shareholder's proportionate interest in the voting rights of the Bank increases, such increase will be treated as an acquisition of voting rights for purpose of the Takeover Code. As a result, a shareholder, or group of shareholders acting in concert, would obtain or consolidate control of the Bank and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code. As at the Latest Practicable Date, according to the Register kept pursuant to Section 336 of the SFO, East Asia International Trustees Limited ("EAIT") was deemed to be interested in 113,301,397 Shares, representing 7.59% of the issued Shares, held by various trusts of which EAIT was the trustee. However, the Directors are not aware of any consequence which would arise under the Takeover Code as a consequence of any purchases pursuant to the Repurchase Mandate.
- (viii) No purchases have been made by the Bank of its Shares in the six months prior to the date of this circular.

- (ix) No connected persons of the Bank (as defined in the Listing Rules) 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 Repurchase Mandate is granted by 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:

|                | <b>Highest</b><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> |
|----------------|-------------------------------|------------------------------|
| 2004: February | 25.90                         | 23.10                        |
| March          | 25.50                         | 22.00                        |
| April          | 25.30                         | 22.40                        |
| May            | 23.10                         | 19.50                        |
| June           | 23.30                         | 21.35                        |
| July           | 23.05                         | 21.90                        |
| August         | 21.90                         | 20.35                        |
| September      | 22.35                         | 21.25                        |
| October        | 22.40                         | 21.60                        |
| November       | 24.70                         | 22.25                        |
| December       | 24.60                         | 23.35                        |
| 2005: January  | 24.40                         | 22.50                        |

(ix) 本銀行並無獲其關連人士(按《上市規則》的定義)知會他們現擬出售股份予本銀行。該等人士亦無承諾，倘購回授權獲股東批准後，他們不會出售任何該等股份予本銀行。

(x) 本銀行股份過去12個月期間每月在聯交所的最高及最低買賣價如下：

|          | 最高<br>港元 | 最低<br>港元 |
|----------|----------|----------|
| 2004年：2月 | 25.90    | 23.10    |
| 3月       | 25.50    | 22.00    |
| 4月       | 25.30    | 22.40    |
| 5月       | 23.10    | 19.50    |
| 6月       | 23.30    | 21.35    |
| 7月       | 23.05    | 21.90    |
| 8月       | 21.90    | 20.35    |
| 9月       | 22.35    | 21.25    |
| 10月      | 22.40    | 21.60    |
| 11月      | 24.70    | 22.25    |
| 12月      | 24.60    | 23.35    |
| 2005年：1月 | 24.40    | 22.50    |

以下為根據《上市規則》規定，須就購回股份的一般性授權的建議，寄予股東的說明函件及根據《公司條例》第49BA條規定而發出的備忘錄：

- (i) 本銀行將於股東周年常會上，提呈一項決議案，以賦予本銀行董事一般性權力，可行使本銀行的一切權力，在聯交所購回不超過本銀行於決議案通過當日之已發行股本10%的繳足股份（「購回授權」）。按本通函付印前的最後實際可行日期的已發行股份1,492,964,551股計算，並假設在最後實際可行日期後至有關決議案通過前，本銀行之已發行股份沒有變動，本銀行根據購回授權可購回最多不超過149,296,455股股份。
- (ii) 儘管董事現無意購回任何股份，他們相信購回授權所賦予的靈活性將對本銀行及其股東均甚為有利。由於近年在聯交所的交投情況偶爾反覆，故日後市況若陷於低潮而股份以低於其基本價值的價格買賣時，本銀行能夠購回股份將對擬保留其於本銀行的投資的股東有利，因為此等股東佔本銀行資產權益的百分比將按本銀行購回股份數目的比例而增加。此外，董事行使購回授權將可增加股份在聯交所的成交量。
- (iii) 董事建議根據購回授權購回股份所需的款項將由本銀行及其附屬公司的可用現金或營運資金融資支付。根據本銀行組織章程大綱及細則以及香港法例的規定，本銀行用以支付購回股份的款項須來自可合法用於購回股份的資金。
- (iv) 倘購回授權於建議中的購回期間任何時間全部行使，對本銀行的營運資金或資產負債狀況（與本銀行最新刊發的年報所載經審核賬目所披露的狀況比較）可能會產生重大的不利影響。然而，董事不會建議在對本銀行的營運資金規定或董事所不時認為對本銀行而言屬適當的資產負債水平產生重大不利影響的情況下行使購回授權。
- (v) 本銀行的董事或（就董事所知及經進行一切合理查詢後）他們的聯繫人士現時概無意在購回授權獲股東批准後出售股份予本銀行。
- (vi) 董事已向聯交所承諾，將根據《上市規則》及香港法例，並按照購回授權的規定，行使本銀行購回股份的權力。
- (vii) 倘本銀行購回股份而導致一位股東持有本銀行的投票權比例有所增加，按《收購守則》所載，增加的比例將被視作增購股份投票權。若一位或多位一致行動的股東因此而取得或合共取得本銀行的控制權，便須遵照《收購守則》第26條作出強制收購。於本通函付印前的最後實際可行日期，根據《證券及期貨條例》第336條存置的登記冊，East Asia International Trustees Limited（「EAIT」）被視為擁有113,301,397股股份，佔已發行股份的7.59%。該等股份分別由多個信託持有，而EAIT為該等信託之受託人。然而董事並未知悉，如董事根據購回授權購回股份後，將會引致《收購守則》規定下的任何後果。
- (viii) 於本文件的刊發日期前6個月內，本銀行並無購買本身股份。

**第 89(I)條**

「倘董事(及根據上市規則所闡釋的聯繫人士)持有或在利益上擁有(不論直接或間接)某公司之任何權益股份資本類別或其賦予會員之投票權利之百份之五或以上，即視作擁有該公司百份之五或以上論。就本段而言，並不包括倘董事以受託人身份持有任何股份而非擁有其利益，或只擁有任何信託中之股份之期權回復或殘留權，而其他人仕則有權收取該股份之收入或只是許可單位持有人等情況。」

**第 89(J)條**

「凡董事(及根據上市規則所闡釋的聯繫人士)擁有該公司百分之五或以上，而該公司在一項交易中有主要之利益，該董事將被視作對該交易同樣擁有主要利益。」

**第 89(K)條**

「凡在任何董事局會議中產生有某董事(會議之主席除外)是否擁有主要利益或其(會議之主席除外)是否有權投票或被計算在法定人數內之問題，而該有關董事並未自願地同意放棄投票或被計算在法定人數中，則該問題應交予會議之主席處理，主席之判決為最終及具決定性，除非有關董事所知悉其利益之性質或程度並未公平地向董事局透露。倘前述之問題發生在會議主席身上，該問題將由董事局以議案解決(為此，該主席應被計算在法定人數以內但不得投票)，而該議案應為最終及具決定性，除非就該主席所知悉，其利益之性質或程度，並未公平地向董事局透露。」

下列為組織章程細則第77條、第89(H)、(I)、(J)及(K)條的現有條文：

### 第77條

「除非在指定開會前七至二十八日前，秘書收到有權於該會出席及投票之某些成員（不得為被推舉者）之書面通告，謂其有意推舉某人，及該人仕簽署之同意書，否則只有任期屆滿之董事，除非董事局另有推薦，才有資格在任何大會被推選為董事。」

### 第89(H)條

「除本章程另有規定外，董事不得就有關任何其知悉並擁有主要利益之合約或安排之董事局議案作出投票，倘其作出投票，其票數亦不應被計算在內，但此項禁制在下述情況下將不適用：

- (i) 董事因為本公司利益而外借款項或承擔責任，從而獲得之保證或賠償合約或安排；
- (ii) 董事為本公司之債項或債務作全部或部分擔保而給予第三者作為保證之有關合約或安排；
- (iii) 因董事根據向成員或本公司債務持有人或其任何類別人士或公眾或其任何部分人士發出之出售或邀請而認購股份債券或其他證券或包銷任何本公司之股份，債券或其他證券之有關合約或安排；
- (iv) 因為該董事對本公司之股份或債券或其他證券擁有利益關係或對或透過本公司而有利益關係的合約或安排；
- (v) 任何有關其他公司之合約或安排，而董事對該公司直接或間接擁有利益，不論是以職員，股東，債權人或其他形式（倘董事及定義見上市規則其聯繫人擁有該公司百分之五或以上者除外）；
- (vi) 任何有關採納，改良或運作與本公司或其附屬公司之董事及僱員有關之退休基金或退休，死亡或傷殘利益計劃之建議，而該計劃或基金並毋賦予董事任何僱員所缺乏之特權或優惠；
- (vii) 任何裨益本公司或其任何附屬公司之僱員之安排，而在該安排下，董事將以類似僱員受惠之形式受惠；且不會賦予董事任何僱員所缺乏之特權或優惠。」

對於現有組織章程細則較重要的修訂之概要如下：

- (a) 「認可結算所」具有《證券及期貨條例》所賦予的涵義，或指本銀行股份上市或買賣之交易所當地所屬司法權區之法例認可之結算所；
- (b) 倘若本銀行任何股東，在《上市規則》規定下，須就某議決事項放棄表決權、或限制任何股東只能夠投票支持或反對某議決事項，若有任何違反有關規定或限制的情況，由該等股東或其代表投下的票數不得計算在內；
- (c) 除非本銀行的秘書收到有權於該會議出席及投票的股東（不得為被推舉者）的書面通知，謂其有意推舉某人，以及該人士簽署同意被推舉的書面通知，否則只有在股東常會上任期屆滿的董事，除非董事會另有推薦，才有資格在任何股東常會被推舉為董事。發出通知的最短期限，將至少為7天；提交該通知的期間，由就該選舉發送股東常會通告之後開始計算，而該期限不得遲於該股東常會舉行日期之前7天結束；及
- (d) 除在組織章程細則所指定的例外情況下，董事無權就任何通過其本人或其任何聯繫人擁有重大利益的合約或安排或任何其他建議的董事局決議案進行投票；倘其作出投票，其票數不得計算在內（或被計入該決議案的法定人數內）。

建議修訂組織章程細則須獲股東在股東周年常會上通過一項特別決議案批准。

建議修訂組織章程細則的全文載於本通函附錄IA的股東周年常會通告內的第5項決議案。

及新加坡盈科亞洲拓展有限公司主席。他是世界經濟論壇(資訊科技及電訊事務)、美國華盛頓策略及國際研究中心國際委員會的成員。此外，李先生亦是環球資訊基建委員會的成員以及聯合國資訊及通訊科技專責小組的顧問。除所披露外，李先生過去3年並無在其他上市公司擔任董事職務。

除所披露外，李先生並無於本行或本集團其他成員擔當任何職位。李先生與本行並無訂立任何服務合約，亦無固定或建議任期，惟他須根據本行之組織章程細則之規定，於本行股東周年常會上輪值告退及膺選連任。支付予董事的袍金由董事會參照市場的情況而釐定。李先生收取每年港幣十萬元的董事袍金。

李先生與本行的董事、高層管理人員及主要股東概無任何關係。在最後實際可行日期，本行並無控股股東。

在最後實際可行日期，李先生並無持有根據《證券及期貨條例》第XV部定義之本行任何股份之權益。

除上述披露者外，並無其他就李先生之重選而需要使本行股東知悉的事項。

在最後實際可行日期，根據《證券及期貨條例》第XV部之定義，彭先生持有349,718股(0.02%)股份；此外，根據本銀行的僱員認股計劃，彭先生獲授予認股權以認購1,930,000股股份。

除上述披露者外，並無其他就彭先生之重選而需要使本行股東知悉的事項。

#### 4. 郭炳江先生

*MSc (Bus Adm), BSc (Eng), FCPA, JP* 獨立非執行董事、審核委員會委員及薪酬委員會委員

郭先生，53歲，在2001年獲委任為本行董事。郭先生現為新鴻基地產發展有限公司副主席兼董事總經理，三號幹線(郊野公園段)有限公司主席、IFC Development Limited聯席主席及新意網集團有限公司執行董事。郭先生亦曾是富聯國際集團有限公司的董事。除所披露外，他過去3年並無在其他上市公司擔任董事職務。

郭先生是香港大學經濟及工商管理學院理事會主席及香港地產建設商會第一副會長，並獲政府委任為外匯基金諮詢委員會委員、經濟及就業委員會委員、臨時建造業統籌委員會委員及可持續發展委員會成員。郭先生為廣州市榮譽市民及第九屆中華人民共和國全國政協上海市委員會的常務委員。郭先生持有英國倫敦大學工商管理碩士學位及倫敦大學帝國學院土木工程系學士學位。

除所披露外，郭先生並無於本行或本集團其他成員擔當任何職位。郭先生與本行並無訂立任何服務合約，亦無固定或建議任期，惟他須根據組織章程細則之規定，於本行股東周年常會上輪值告退及膺選連任。支付予董事的袍金由董事會參照市場的情況而釐定。郭先生收取每年港幣十萬元的董事袍金。

郭先生與本行的董事、高層管理人員及主要股東概無任何關係。在最後實際可行日期，本行並無控股股東。

在最後實際可行日期，郭先生並無持有根據《證券及期貨條例》第XV部定義之本行任何股份之權益。

除上述披露者外，並無其他就郭先生之重選而需要使本行股東知悉的事項。

#### 5. 李澤楷先生

非執行董事

李先生，38歲，在2001年獲委任為本行董事。李先生現為亞洲主要資訊科技及電訊公司之一電訊盈科有限公司的主席、盈科拓展集團主席兼行政總裁、盈科大衍地產發展有限公司主席，以

除上述所披露者外，李博士並無於本行或本集團其他成員擔當任何職位。李博士與本行並無訂立任何服務合約，亦無固定或建議任期，惟他須根據組織章程細則之規定，於本行股東周年常會上輪值告退及膺選連任。支付予董事的袍金由董事會參照市場的情況而釐定。李博士收取每年港幣十萬元的董事袍金。

李博士為本行非執行董事李國星先生之父親。他亦是本行主席兼行政總裁李國寶博士之堂伯父，以及本行非執行董事李福善博士之堂兄。除所披露者外，李博士與本行其他董事、高層管理人員及主要股東概無任何關係。在最後實際可行日期，本行並無控股股東。

在最後實際可行日期，李博士為1,235,804股(0.08%)股份的實益擁有人。此外，The Fook Wo Trust持有30,955,378股(2.07%)股份，李博士為該信託的成立人，惟他不可以影響受託人如何行使其酌情權。披露該30,955,378股出於自願性質。

除上述披露者外，並無其他就李博士之重選而需要使本行股東知悉的事項。

### 3. 彭玉榮先生

*BSSc, MBA, Hon. DSocSc, Hon. Fellow (CUHK), ACIB, FHKIB, JP* 執行董事兼副行政總裁

彭先生，55歲，在1973年加入本行、1991年任替任行政總裁、1992年擢升為總經理、1995年再擢升為副行政總裁並獲委任為本行董事。他協助行政總裁處理本集團之整體運作及管理。彭先生亦出任本集團其他成員的董事。他亦是多個由董事會委任的委員會之主席及委員。

彭先生是職業訓練局銀行及金融業訓練委員會主席，以及香港銀行學會副會長。他是懲教署人員子女教育信託基金投資顧問委員會主席、香港應用科技研究院有限公司董事、槓桿式外匯仲裁委員會委員、證券及期貨事務監察委員會之投資者教育諮詢委員會及程序覆檢委員會的委員。他亦是投訴警方獨立監察委員會觀察員及香港大學僱員退休金計劃信託人。

彭先生過去3年並無在其他上市公司擔任董事職務。

彭先生與本行並無訂立任何服務合約，亦無固定或建議任期，惟他須根據組織章程細則之規定，於本行股東周年常會上輪值告退及膺選連任。支付予董事的袍金由董事會參照市場的情況而釐定。彭先生收取每年港幣十萬元的董事袍金。

彭先生與本行的董事、高層管理人員及主要股東概無任何關係。在最後實際可行日期，本行並無控股股東。

下列為將於股東周年常會重選連任的5位董事的資料：

1. **陳文濤先生**

*FCPA, FCA 獨立非執行董事及審核委員會委員*

陳先生，68歲，在2004年獲委任為本行董事。他現為德勤•關黃陳方會計師行顧問。他亦是香港會計師公會及英國及威爾斯特許會計師公會的資深會員。陳先生前為德勤•關黃陳方會計師行合夥人直至2002年，他擁有逾30年的會計經驗。作為合夥人，陳先生曾負責領導德勤提供審計、稅務、企業財務、破產及上市方面的專業服務；曾負責的客戶遍布中國、香港、歐洲及美國。

陳先生為中國人民政治協商會議全國委員會委員。他亦曾為香港特別行政區推選委員會委員。陳先生積極參與公眾服務，他曾出任香港房屋協會的委員、名譽司庫及主席逾20年；亦曾出任機場諮詢委員會委員。

陳先生為海港企業有限公司的獨立非執行董事。除所披露外，他過去3年並無在其他上市公司擔任董事職務。

除所披露外，陳先生並無於本行或本集團其他成員擔當任何職位。陳先生與本行並無訂立任何服務合約，亦無固定或建議任期，惟他須根據組織章程細則之規定，於本行股東周年常會上輪值告退及膺選連任。支付予董事的袍金由董事會參照市場的情況而釐定。陳先生收取每年港幣十萬元的董事袍金。

陳先生與本行的董事、高層管理人員及主要股東概無任何關係。在最後實際可行日期，本行並無控股股東。

在最後實際可行日期，陳先生並無持有根據《證券及期貨條例》第XV部定義之本行任何股份之權益。

除上述披露者外，並無其他就陳先生之重選而需要使本行股東知悉的事項。

2. **李福和博士**

*CBE, BS, MCS, Hon. LLD, Hon. DSSc, FCIB, FHKIB, JP 非執行董事及提名委員會委員*

李博士，88歲，是前任行政局及立法局議員。他在1940年加入本行、1958年獲委任為董事、1972年至1976年任總經理、1984年至1997年任主席。

李博士曾為和記黃埔有限公司及德昌電機控股有限公司的董事。除所披露外，他過去3年並無在其他上市公司擔任董事職務。

組織章程細則第57條列明股東可要求以投票方式表決的程序：

凡在任何大會表決議案時得用舉手方式決定，除非（在舉手決定之結果宣布時或以前或其他以投票方式表決之要求已撤銷）有人正式提出以投票方式表決的要求。除非條例另有規定，下列人士可要求以投票方式表決：

- (a) 會議主席；或
- (b) 最少5位由本人或代表出席並有投票權之股東；或
- (c) 任何由本人或其代表出席及投票的股東並擁有10%的投票權；或
- (d) 持有獲賦予出席及投票權股份之股東或其代表，而就該等股份已繳足的總款額乃相等於不少於授予該表決權的全部股份已繳足總款額的10%。

除非有人要求以投票方式表決或該要求已被撤銷，主席宣布一項議案經舉手表決一致通過或大多數通過，或大多數不通過或被否決將即為最終及具決定性論，而在會議記錄為該事項作記載時，即為此項事實之具有決定性之證據，而無需再證明記錄所得之贊成或反對票數目或比率。

(b) 就本決議案而言：

「有關期間」乃指本決議案通過之日至下列任何一項較早發生的期間：

- (i) 本銀行下屆股東周年常會結束；
- (ii) 法例規定本銀行須舉行下屆股東周年常會期限屆滿之日；及
- (iii) 本決議案所載的權力經由股東常會通過普通決議案將之撤銷或修訂之日。」

8. 「動議，倘若通過了本會議通告第6項及第7項所載決議案，將根據本會議通告第6項所載決議案而授予董事會配發股份的一般性授權予以擴大，即在董事會根據該項一般性權力而可予配發或同意配發的股本的總面值中，加入相等於本銀行根據本會議通告第7項所載決議案所獲授的權力而購回的股本總面值的數額。」

承董事會命  
公司秘書  
何金蘭 謹啟

香港，2005年3月11日

附註：

- (a) 由2005年3月14日星期一起至3月16日星期三止，本銀行暫停辦理股票過戶登記。如欲享有上述末期股息，請於2005年3月11日星期五下午4時前將過戶文件送達香港灣仔告士打道56號東亞銀行港灣中心地下標準證券登記有限公司辦理登記。
- (b) 董事會主席已表示他將指示以投票方式表決所有於本會議通告中列明之決議案。
- (c) 有資格出席及投票的股東可委任代表出席及投票。該代表人不須為本銀行的股東。
- (d) 本銀行的組織章程大綱及細則以英文撰寫，並無正式中文譯本。因此，上述第5項所載有關修改組織章程細則的決議案之中文本純為中文譯本，以作參考之用。文義如有歧異，應以英文本為準。

## 普通決議案

## 6. 「動議

(a) 無條件授予董事會一般性權力，於有關期間內行使本銀行的一切權力，配發、發行及處理本銀行額外股份，並訂立及授予或需在有關期間或其後行使該項權力的售股建議、協議、期權或認股權證，該等額外股份不得超過於本決議案日期本銀行因根據本會議通告第2項批准的以股代息而增加的已發行股本面值總額20%；惟根據以下情況而發行的股份不計在內：

(i) 配售新股；

(ii) 行使授予本銀行及其附屬公司僱員的任何認股計劃或類似安排的期權；或

(iii) 遵照本銀行組織章程細則所進行的任何以股代息或類似的安排；及

(b) 就本決議案而言：

「有關期間」乃指本決議案通過之日至下列任何一項較早發生的期間：

(i) 本銀行下屆股東周年常會結束；

(ii) 法例規定本銀行須舉行下屆股東周年常會期限屆滿之日；及

(iii) 本決議案所載的權力經由股東常會通過普通決議案將之撤銷或修訂之日。」

## 7. 「動議

(a) 無條件授予董事會一般性權力，在有關期間內行使本銀行一切權力，在符合不時經修訂的一切適用法例以及《香港聯合交易所有限公司證券上市規則》或任何其他證券交易所的規定的情況下購回本銀行股本中每股面值港幣2.50元的普通股；惟根據本段所授的批准而購回股份的總面值不得超過本決議案日期本銀行因根據本會議通告第2項批准的以股代息而增加的已發行股本的10%；及

- (iv) 任何就本公司或其任何附屬公司僱員之利益而作出之建議或安排，包括：
- (a) 採納、修訂或執行任何僱員股份計劃或證券期權獎勵計劃或股份期權計劃，使董事或其聯繫人可能從中得益；或
  - (b) 採納、修訂或執行任何涉及本公司或其任何附屬公司之董事、其聯繫人及僱員之養老或公積金，或退休、死亡或傷殘福利計劃之建議，且並無董事或其聯繫人獲提供有別於有關計劃或基金之任何特權或有利條件；及
- (v) 董事或其聯繫人僅因持有本公司或其任何附屬公司之股份或債券或其他證券而與其他持有本公司或其任何附屬公司之股份或債券或其他證券之人士擁有同等權益之任何合約或安排。」；
- (g) 將第89條(I)及(J)項下「定義見上市規則」字樣刪去；及
- (h) 將第89條(K)項全部刪去，並以下列全新的分段取代：
- 「(K) 倘在任何董事局會議上就一名董事或其聯繫人是否擁有重大權益，或就有關合約、安排或交易或建議之合約、安排或交易的重要性，或就任何董事是否有權投票或計入法定人數內而出現問題，及有關問題未能透過該名董事自願同意放棄投票或不予計入法定人數而解決，則有關問題將轉交會議主席處理（倘若問題涉及主席或其聯繫人的權益，則轉交會議上其他董事），而會議主席（或，在適當情況下，其他董事）就該名董事（或，在適當情況下，主席）所作之決定將為最終及最後定論，除非該名董事（或，在適當情況下，主席）並未向董事局公允地披露據其所知其本人及／或其聯繫人（或，在適當情況下，主席及／或其聯繫人）所擁有之權益之性質或程度。」

(e) 將第77條全部刪去(其邊緣的附註除外)，並以下列全新的細則取代：

「77. 除非秘書收到有權於該會議出席及投票的股東(不得為被推舉者)的書面通知，謂其有意推舉某人，以及該人士簽署同意被推舉的書面通知，否則只有在股東常會上任期屆滿的董事，除非董事局另有推薦，才有資格在任何股東常會被推舉為董事。發出通知的最短期限，將至少為7天；提交該通知的期間，由就該選舉發送股東常會通告之後開始計算，而該期限不得遲於該股東常會舉行日期之前7天結束。」；

(f) 將第89條(H)項全部刪去，並以下列全新的分段取代：

「(H) 除此等細則另有所指外，董事無權就任何通過其本人或其任何聯繫人擁有重大利益的合約或安排或任何其他建議的董事決議案進行投票；倘其作出投票，其票數不得計算在內(或被計入該決議案的法定人數內)，但此項禁制不適用於下述任何事項：

(i) 在以下情況提供任何抵押或賠償保證：

(a) 在本公司或其任何附屬公司要求下或為本公司或其任何附屬公司之利益，就董事或其聯繫人借出款項或承擔之責任而向該董事或其聯繫人提供；

(b) 就董事本人或其聯繫人因本公司或其任何附屬公司之債項或承擔之責任而個別或共同地按一項擔保或賠償擔保或抵押承擔全部或部分責任而向第三者提供；

(ii) 任何涉及發售本公司或本公司創辦或擁有權益之其他公司股份或債券或其他證券以供認購或購買之建議，而董事或其聯繫人在發售建議之包銷或分包銷中作為參與者而擁有權益；

(iii) 涉及董事或其聯繫人僅因作為高級人員、主要行政人員或股東，無論直接或間接，擁有權益；或董事或其聯繫人實益擁有該公司股份權益之任何建議，惟董事及其聯繫人並無於該公司合共擁有5%或以上已發行股份或任何類別股份之投票權之權益(或董事或其任何聯繫人透過任何第三公司持有或由其產生之權益)；

## 東亞銀行有限公司

### 第86屆股東周年常會通告

敬啟者：本銀行謹訂於2005年4月8日星期五上午11時正，假座香港中環干諾道中3號麗嘉酒店大禮堂舉行第86屆股東周年常會討論下列事項：

1. 省覽及接納截至2004年12月31日止年度已審核賬目與董事會及核數師報告書；
2. 宣布派發末期股息；
3. 選舉董事；
4. 聘請核數師並授權董事會釐訂其酬金；

作為特別事項考慮並酌情通過或經修訂後通過下列決議案：

#### 特別決議案

5. 「動議以下列方式修訂本銀行的組織章程細則：
  - (a) 在第2條釋義項下，緊隨「本章程」一詞的詮釋之後加入以下新詮釋：

「「聯繫人」具有《上市規則》所賦予的涵義」；
  - (b) 在第2條釋義項下，緊隨「董事局」一詞的詮釋之後加入以下新詮釋：

「「董事」即指本公司不時在任的董事」；
  - (c) 刪除第2條釋義項下「認可結算所」一詞的詮釋，並以下列新的詮釋取代：

「「認可結算所」具有《證券及期貨條例》(香港法例第571章)所賦予的涵義，或指本公司股份上市或買賣之交易所當地所屬司法權區之法例認可之結算所」；
  - (d) 緊隨第66條之後加入以下全新的第66A條：

「66A. 如《上市規則》規定任何股東須就某議決事項放棄表決權、或限制任何股東只能夠投票支持或反對某議決事項，若有任何違反有關規定或限制的情況，由該等股東或其代表投下的票數不得計算在內。」；

適用於股東周年常會之代表委任書已隨附於本通函內。無論閣下能否出席股東周年常會，務請盡快將代表委任書按其上印列之指示填妥，而無論如何須於股東周年常會指定舉行時間48小時前交回本銀行之股份登記處，標準證券登記有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。填妥並遞交代表委任書後，股東仍可親身出席股東周年常會，並於會上投票。

### 3. 重選董事

根據組織章程細則第75條，陳文裘先生（於2004年12月1日獲委任）將在股東周年常會上退任，並願膺選連任。根據組織章程細則第80、81及82條，李福和博士、彭玉榮先生、郭炳江先生及李澤楷先生將在股東周年常會上輪值告退，並願膺選連任。在股東周年常會上建議重選連任董事的資料載於本通函的附錄II。

### 4. 修訂組織章程細則

董事建議修訂組織章程細則，使與（其中包括）在2004年3月31日生效的《上市條例》之修訂相符。

對於現有組織章程細則較重要的修訂之概要載於本通函的附錄IIIA。

上述擬修訂／更新之組織章程細則第77條、第89(H)、(I)、(J)及(K)條的現有條文載於本通函的附錄IIIB。

### 5. 發行股份及購回股份的一般性授權

於2004年3月31日舉行的本銀行股東周年常會上，股東已批准授予董事（其中包括）一般性授權，以(i)配發、發行及以其他方式處理不超過本銀行於通過有關決議案當日，已發行股本面值總額20%的股份，及(ii)可在聯交所購回最多不超過本銀行於通過有關決議案當日，已發行股本面值總額10%的股份。根據該項批准的條款，該等一般性授權即將於2005年4月8日股東周年常會結束時屆滿。為求與現行公司慣例一致，本銀行現尋求股東重新授予該等一般性授權。而有關該等一般性授權的普通決議案將於股東周年常會上提呈。

按照《上市規則》規定須就建議的購回股份決議案寄發予股東的說明函件載於本通函的附錄IV。

### 6. 推薦意見

董事認為上述建議符合本銀行及其股東的利益，因此推薦全體股東於股東周年常會上投票贊成擬提呈的有關決議案。

此致  
列位股東 台照

主席兼行政總裁  
李國寶 謹啟

2005年3月11日

## 東亞銀行有限公司

執行董事：

李國寶博士 (主席兼行政總裁)  
彭玉榮先生 (副行政總裁)  
陳棋昌先生 (副行政總裁)

註冊辦事處：

香港  
德輔道中10號

非執行董事：

李福和博士  
李福善博士  
李國星先生  
蒙民偉博士  
丹斯里邱繼炳博士  
李澤楷先生

獨立非執行董事：

黃頌顯先生  
李兆基博士  
黃子欣博士  
羅友禮先生  
郭炳江先生  
陳文裘先生

敬啟者：

### 股東周年常會通告、重選董事、修訂組織章程細則、 發行股份及購回股份的一般性授權

#### 1. 緒言

本通函旨在向閣下提供有關：(i)通知股東召開股東周年常會；(ii)重選董事；(iii)修訂組織章程細則，及(iv)授予發行股份及購回股份的一般性授權之建議的資料。

#### 2. 股東周年常會

股東周年常會通告載於本通函的附錄IA。於股東周年常會上，將會提呈多項決議案，以批准(其中包括)重選董事、建議修訂組織章程細則，以及發行股份及購回股份的一般性授權。

股東於本銀行任何股東常會上可要求投票表決之程序載於本通函的附錄IB。

## 釋義

在本通函內，除非文義另有規定外，否則下列詞語的涵義如下：

|            |   |   |
|------------|---|---|
| 「股東周年常會」   | 指 | 本銀行謹訂於2005年4月8日星期五上午11時正，假座香港中環干諾道中3號麗嘉酒店大禮堂召開的股東周年常會，或（如文義允許）其任何續會。股東周年常會通告載於本通函的附錄IA； |
| 「組織章程細則」   | 指 | 本銀行不時修訂的組織章程細則；   |
| 「本銀行」或「本行」 | 指 | 東亞銀行有限公司，於香港註冊成立的有限公司；  |
| 「董事」       | 指 | 本銀行的董事；   |
| 「香港」       | 指 | 中華人民共和國香港特別行政區；   |
| 「最後實際可行日期」 | 指 | 2005年3月3日，即本通函付印前的最後實際可行日期；   |
| 「上市規則」     | 指 | 《聯交所證券上市規則》；  |
| 「條例」       | 指 | 《公司條例》，香港法例第32章；  |
| 「證券及期貨條例」  | 指 | 《證券及期貨條例》，香港法例第571章；  |
| 「股東」       | 指 | 股份持有人；  |
| 「股份」       | 指 | 本銀行股本中每股面值港幣2.50元的股份；   |
| 「聯交所」      | 指 | 香港聯合交易所有限公司；及   |
| 「收購守則」     | 指 | 《香港公司收購及合併守則》。  |

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閣下如對本通函任何方面或對閣下應採取的行動有任何疑問，應諮詢交易所參與者或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

閣下如已出售或轉讓名下所有東亞銀行有限公司的股份，應立即將本通函送交買主或承讓人，或經手買賣或轉讓的交易所參與者或其他代理商，以便轉交買主或承讓人。

香港聯合交易所有限公司對本通函的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本通函全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。



BEA 東亞銀行

東亞銀行有限公司

(1918年在香港註冊成立之有限公司)

(股份代號：23)

股東周年常會通告、  
重選董事、  
修訂組織章程細則  
及  
發行股份及購回股份的一般性授權

東亞銀行有限公司謹訂於2005年4月8日星期五上午11時正，假座香港中環干諾道中3號麗嘉酒店大禮堂召開股東周年常會（「股東周年常會」）。股東周年常會通告載於本通函的附錄IA。

無論閣下能否出席股東周年常會，務請盡快將隨附的代表委任書按其上印列之指示填妥，而無論如何須於股東周年常會指定舉行時間48小時前交回本銀行之股份登記處，標準証券登記有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。填妥並遞交代表委任書後，股東仍可親身出席股東周年常會，並於會上投票。



# BEA 東亞銀行

## The Bank of East Asia, Limited

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

### Proxy Form (86th Annual General Meeting to be held on 8th April, 2005)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_<sup>2</sup> shares of HK\$2.50 each in The Bank of East Asia, Limited hereby appoint the Chairman of the Meeting<sup>3</sup> or failing him \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote<sup>4</sup> for me/us and on my/our behalf at the 86th Annual General Meeting of the Bank and at any adjournment thereof to be held in the Ballroom, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong on Friday, 8th April, 2005 at 11:00 a.m. and to vote for me/us as indicated below:

| Items to be passed pursuant to the Notice of Annual General Meeting   | For | Against |
|---|-----|---------|
| 1. To adopt the Audited Accounts and the Reports of the Directors and of the Auditors for the year ended 31st December, 2004. |     |         |
| 2. To declare a final dividend.   |     |         |
| 3. To re-elect the following Directors:   |     |         |
| (a) Mr. Tan Man-kou   |     |         |
| (b) Dr. Li Fook-wo  |     |         |
| (c) Mr. Joseph Pang Yuk-wing  |     |         |
| (d) Mr. Thomas Kwok Ping-kwong  |     |         |
| (e) Mr. Richard Li Tzar-kai   |     |         |
| 4. To re-appoint KPMG as Auditors of the Bank and authorise the Directors to fix their remuneration.                          |     |         |
| 5. Special Resolution on item 5 (To amend the Articles of Association of the Bank).   |     |         |
| 6. Ordinary Resolution on item 6 (To grant a general mandate to the Directors to issue additional shares).                    |     |         |
| 7. Ordinary Resolution on item 7 (To grant a general mandate to the Directors to repurchase the Bank's own shares).           |     |         |
| 8. Ordinary Resolution on item 8 (To extend the general mandate granted to the Directors pursuant to item 6).                 |     |         |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2005.

Signature of Shareholder: \_\_\_\_\_

Full Name: \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in block capitals.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form will be deemed to relate to all the shares in the Bank registered in your name(s).
3. If you wish to appoint a proxy other than the Chairman of the Meeting, please delete "the Chairman of the Meeting" and insert the name and address of the person you wish to appoint in the space provided. A proxy need not be a member of the Bank. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the meeting. In such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Please indicate with a "✓" in the appropriate box beside each of the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his discretion.
5. In the case of joint Shareholders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
6. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
7. To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited with Standard Registrars Limited, G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time for holding the meeting or adjourned meeting.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.



# BEA 東亞銀行

## 東亞銀行有限公司

(1918年在香港註冊成立之有限公司)

(股份代號：23)

### 代表委任書 (2005年4月8日舉行之第86屆股東周年常會)

本人／我們<sup>1</sup> \_\_\_\_\_

地址 \_\_\_\_\_

是 \_\_\_\_\_<sup>2</sup>股每股面值港幣2.50元的東亞銀行有限公司股份的註冊股東，茲委任大會主席<sup>3</sup>若其亦不能出席，則委任 \_\_\_\_\_

地址 \_\_\_\_\_

代表本人／我們出席在2005年4月8日(星期五)上午11時假香港中環干諾道中3號麗嘉酒店大禮堂召開的第86屆股東周年常會及其一切續會，並按以下指示就下列各項投票<sup>4</sup>：

| 通過根據股東周年常會通告內的事項 |                                     | 贊成 | 反對 |
|------------------|-------------------------------------|----|----|
| 一                | 接納截至2004年12月31日止年度已審核賬目與董事會及核數師報告書。 |    |    |
| 二                | 宣布派發末期股息。                           |    |    |
| 三                | 選舉下列人仕連任為董事：                        |    |    |
|                  | (a) 陳文裘先生                           |    |    |
|                  | (b) 李福和博士                           |    |    |
|                  | (c) 彭玉榮先生                           |    |    |
|                  | (d) 郭炳江先生                           |    |    |
|                  | (e) 李澤楷先生                           |    |    |
| 四                | 再度聘請畢馬威會計師事務所為本銀行核數師，並授權董事會釐訂其酬金。   |    |    |
| 五                | 第五項之特別決議案(修改本銀行之組織章程細則)。            |    |    |
| 六                | 第六項之普通決議案(授權董事會增發新股)。               |    |    |
| 七                | 第七項之普通決議案(授權董事會購回銀行本身股份)。           |    |    |
| 八                | 第八項之普通決議案(擴大授予董事會根據第六項發行新股的權力)。     |    |    |

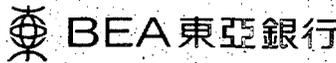
2005年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

股東簽署： \_\_\_\_\_

股東姓名： \_\_\_\_\_

#### 附註：

- 請用正楷填寫姓名及地址。
- 請填寫以閣下名義註冊的股份數目，凡未填寫清楚的委任書將被認為是代表所有以閣下名義註冊的本銀行股份。
- 閣下如欲委任代表出席上述會議，請劃去「大會主席」一欄，並在適當空格內填寫委任代表的姓名及地址。代表人不須為本銀行股東。閣下於填妥及交回代表委任書後仍可親自出席周年常會及於會上投票。在此情況下，委任代表文件將視為經已撤銷。
- 請在每項決議案右邊適當空格按閣下的投票意願填上「✓」號，倘無註明投票意願，則代表人可自行決定如何投票或放棄投票。
- 若為聯名股東，本銀行只接受由排名最先的註冊股東親自或委任代表所投的一票為有效，因此，以股東名冊上排名次序較先的聯名股東享有優先投票權。
- 此代表委任書必須由閣下或以書面授權的代表簽署。若註冊股東為一家公司，必須蓋上公司印章或由正式書面授權的職員或授權人簽署。
- 本代表委任書必須填妥簽署，並連同授權書或其他授權文件或由公證人簽署證明的授權文件副本，於股東周年常會或其續會召開48小時前送達香港灣仔告士打道56號東亞銀行港灣中心地下標準證券登記有限公司，方為有效。
- 此委任書若有任何改動，必須由署名者加簡簽。



The Bank of East Asia, Limited (Incorporated in Hong Kong with limited liability in 1918) (Stock Code: 23)



ANNOUNCEMENT OF 2004 FINAL RESULTS

SUMMARY OF RESULTS

The Director of the Bank of East Asia, Limited ("BEA") is pleased to announce the audited results of the Bank and its subsidiaries...

CONSOLIDATED PROFIT AND LOSS ACCOUNT

Table with columns: 2004, 2003, Variance. Rows include Interest Income, Interest Expense, Fee and Commission Income, etc.

CONSOLIDATED BALANCE SHEET

Table with columns: 2004, 2003, Variance. Rows include Assets (Cash and balances, Loans, etc.), Liabilities, and Capital Resources.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Table with columns: 2004, 2003. Rows include Balance at 1st January, Profit for the year, Dividends, etc.

CONSOLIDATED CASH FLOW STATEMENT

Table with columns: 2004, 2003. Rows include Operating Activities, Investing Activities, Financing Activities, and Cash Flow from Operations.

(1) The financial information set out in this report does not constitute the Group's financial statements for the year ended 31st December 2004...

(2) The Bank has adopted a "conservative" approach in its valuation of its investment properties...

(3) The effect of adjusting the non-recurring profits was calculated as of 1st January 2004 in accordance with the financial practices of the Group...

(4) The calculation of basic earnings per share is based on a weighted average number of shares outstanding during the year...

(5) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(6) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(7) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(8) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(9) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(10) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(11) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(12) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(13) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(14) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(15) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(16) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(17) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(18) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(19) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(20) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(21) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(22) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(23) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(24) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(25) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(26) The calculation of each weighted average share is based on the number of shares outstanding during the year...

(27) The calculation of each weighted average share is based on the number of shares outstanding during the year...

Dividends, Shareholders and Depositors' Assets

Table with columns: 2004, % of total customer, 2003, % of total customer. Rows include Dividend, Shareholders, Depositors' Assets.

Addressed to customers: Dividend, Shareholders, Depositors' Assets.

BEA 銀行

Table with 10 columns: Item, 2004, 2003, Variance, 2004, 2003, Variance. Rows include Total assets, Total liabilities, Total equity, etc.

Table with 10 columns: Item, 2004, 2003, Variance, 2004, 2003, Variance. Rows include Total assets, Total liabilities, Total equity, etc.

Table with 10 columns: Item, 2004, 2003, Variance, 2004, 2003, Variance. Rows include Total assets, Total liabilities, Total equity, etc.

Table with 10 columns: Item, 2004, 2003, Variance, 2004, 2003, Variance. Rows include Total assets, Total liabilities, Total equity, etc.

Table with 10 columns: Item, 2004, 2003, Variance, 2004, 2003, Variance. Rows include Total assets, Total liabilities, Total equity, etc.

Table with 10 columns: Item, 2004, 2003, Variance, 2004, 2003, Variance. Rows include Total assets, Total liabilities, Total equity, etc.

STATEMENT OF COMPLIANCE
(i) In providing the accounts for 2004, the Bank has fully complied with the guidelines set out in the Supplementary...

RECENT DEVELOPMENTS
The Hong Kong economy continued to improve in 2004. The property market became much more active during the year...

FINANCIAL REVIEW
Assets
Total assets increased by 10.1% from HK\$1,177 billion in 2003 to HK\$1,297 billion in 2004...

FINANCIAL REVIEW (continued)
Liabilities
Total liabilities increased by 10.1% from HK\$1,177 billion in 2003 to HK\$1,297 billion in 2004...

FINANCIAL REVIEW (continued)
Equity
Total equity increased by 10.1% from HK\$1,177 billion in 2003 to HK\$1,297 billion in 2004...

FINANCIAL REVIEW (continued)
Other information
The Bank's performance for the year has been strong, with a solid financial position and growing asset realizations...

COMPLIANCE
Continuing on the theme of the year 2004, BEA launched a series of loan programs with innovative products. These included...

COMPLIANCE (continued)
During the year, various employees, and on strengthening the Bank's credit risk management. We established a...

COMPLIANCE (continued)
Capital
Capital management remained a key focus for BEA in 2004. The Bank continued to strengthen its capital position...

COMPLIANCE (continued)
Risk Management
The Bank's risk management framework remained robust throughout the year. We continued to enhance our...

COMPLIANCE (continued)
Other information
The Bank's performance for the year has been strong, with a solid financial position and growing asset realizations...

COMPLIANCE (continued)
Other information
The Bank's performance for the year has been strong, with a solid financial position and growing asset realizations...