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The Bank of East Asia, Limited

東亞銀行有限公司

(Incorporated in Hong Kong with limited liability in 1918)

(Stock Code: 23)

ANNOUNCEMENT

1. POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 8TH APRIL, 2016
2. ADOPTION OF THE STAFF SHARE OPTION SCHEME 2016
3. RESIGNATION OF MR. WONG CHUNG-HIN AND MR. ERIC LI FOOK-CHUEN AND RETIREMENT OF TAN SRI DR. KHOO KAY-PENG
4. CHANGE OF MEMBERS OF BOARD COMMITTEES

The Bank of East Asia, Limited (the “**Bank**”) is pleased to announce the following:

1. Results of the poll taken at the Annual General Meeting of the Bank held on 8th April, 2016 (the “**2016 AGM**”).
2. Result relating to adoption of the Staff Share Option Scheme 2016.
3. Board Changes.
4. Change of Members of Board Committees.

1. POLL RESULTS

At the 2016 AGM, a poll was demanded by the Chairman for voting on the proposed resolutions as set out in the Notice of 2016 AGM dated 29th February, 2016. All the resolutions except Resolution 4 in relation to the amendments to the Articles of Association of the Bank (“**Resolution 4**”) were voted on by poll and were approved by shareholders of the Bank.

At the 2016 AGM, on behalf of the Board, the Chairman proposed a motion to withdraw Resolution 4 from voting (the “**proposed motion**”) due to the fact that certain shareholders had voiced different views on the changes, particularly, on the proposed amendments to Article 121 (which concerns written resolutions by Directors). The Board regarded the proposed amendments as enhancing operational efficiency and updating the Articles of Association in line with the latest companies legislation.

Acknowledging such feedback from our shareholders, the Board would like to give further thought to Resolution 4. To allow time to take into account such feedback and for additional deliberation, the Board concluded that it would be preferable to withdraw Resolution 4. The Chairman therefore proposed at the meeting that Resolution 4 should not be considered and voted on by the shareholders at the 2016 AGM. The removal of Resolution 4 will not have any significant impact whatsoever on the business of the Bank.

There were 1,316,822,997 shares (99.97%) voted in favour and 391,379 shares (0.03%) voted against the proposed motion. As more than 50% of the votes were cast in favour, the motion for withdrawal of Resolution 4 from voting was passed.

The poll results in respect of all the resolutions were as follows:

Resolutions		No. of Votes (%)	
		For	Against
Ordinary Resolutions			
1.	To adopt the Audited Accounts, the Report of the Directors and the Independent Auditor's Report for the year ended 31 st December, 2015.	2,047,025,012 (91.50%)	190,232,955 (8.50%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
2.	To re-appoint KPMG as Auditors of the Bank and authorise the Directors to fix their remuneration.	2,230,804,675 (99.71%)	6,435,243 (0.29%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
3a.	To re-elect Dr. the Hon. Sir David LI Kwok-po as a Director.	1,588,090,417 (70.98%)	649,343,876 (29.02%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
3b.	To re-elect Dr. Allan WONG Chi-yun as a Director.	1,640,480,536 (73.31%)	597,308,375 (26.69%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
3c.	To re-elect Mr. Aubrey LI Kwok-sing as a Director.	1,587,254,426 (70.93%)	650,532,967 (29.07%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
3d.	To re-elect Mr. Winston LO Yau-lai as a Director.	1,586,611,485 (70.90%)	651,172,441 (29.10%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
3e.	To re-elect Mr. Stephen Charles LI Kwok-sze as a Director.	1,648,120,593 (73.65%)	589,645,984 (26.35%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
3f.	To re-elect Dr. Daryl NG Win-kong as a Director.	1,647,935,508 (89.24%)	198,705,600 (10.76%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
3g.	To re-elect Mr. Masayuki OKU as a Director.	1,645,774,650 (89.12%)	200,855,258 (10.88%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			

3h.	To re-elect Dr. the Hon. Rita FAN HSU Lai-tai as a Director.	1,654,939,674 (89.62%)	191,690,650 (10.38%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
Special Resolution			
4.	To approve the amendments to the Articles of Association.	Withdrawn	
Ordinary Resolutions			
5.	To approve the adoption of the Staff Share Option Scheme 2016.	1,566,882,913 (84.85%)	279,730,003 (15.15%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Bank.	1,555,834,200 (69.53%)	681,933,350 (30.47%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
7.	To grant a general mandate to the Directors to buy back the Bank's own shares.	2,237,379,935 (99.98%)	358,321 (0.02%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			
8.	To extend the general mandate granted to the Directors pursuant to item 6.	1,559,625,060 (69.70%)	678,133,702 (30.30%)
As more than 50% of the votes were cast in favour of the resolution, the resolution was carried.			

Notes:

- (1) The number of shares entitling the holders to attend and vote on the resolutions at the 2016 AGM: 2,683,153,633 shares
- (2) The number of shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"): Nil
- (3) The number of shares of holders that are required under the Listing Rules to abstain from voting: Nil
- (4) No parties have stated their intention in the circular containing the Notice of 2016 AGM to vote against or abstain from voting on the relevant resolutions at the 2016 AGM.
- (5) KPMG (Certified Public Accountants), auditors of the Bank, acted as scrutineer for the vote-taking at the 2016 AGM. KPMG's work was limited to certain procedures requested by the Bank to agree the poll results summary prepared by the Bank to poll forms collected and provided by the Bank to KPMG. The work performed by KPMG in this respect did not constitute an assurance engagement made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

2. RESULT RELATING TO ADOPTION OF THE STAFF SHARE OPTION SCHEME 2016

Reference is made to the circular to shareholders of the Bank dated 29th February, 2016 (the “**Circular**”) in relation to, among the others, the proposal involving the adoption of the Staff Share Option Scheme 2016. Terms used in this announcement shall have the same meanings as defined in the Circular unless stated otherwise.

The Board is pleased to announce that at the 2016 AGM, the proposed ordinary resolution relating to the adoption of the Staff Share Option Scheme 2016 was approved by the shareholders.

3. BOARD CHANGES

Reference is made to the announcement made by the Bank on 15th February, 2016 (the “**Announcement**”) regarding, among other things, the Board Changes. As disclosed in the Announcement, it was the intention of Mr. WONG Chung-hin and Mr. Eric LI Fook-chuen to step down from the Board with effect from the conclusion of the 2016 AGM. Furthermore, Tan Sri Dr. KHOO Kay-peng had indicated that he would not seek re-election at the 2016 AGM.

Resignation of Mr. WONG Chung-hin (“**Mr. Wong**”)

Mr. Wong has tendered his resignation as an Independent Non-executive Director of the Bank with effect from the conclusion of the 2016 AGM. Accordingly, he has also ceased as a Member of the Audit Committee of the Bank at the same time.

Mr. Wong informed the Bank that in order to reduce his business commitments, he had decided to step down as an Independent Non-executive Director of the Bank.

Mr. Wong has confirmed that he has no disagreement with the Board and that he is not aware of any matter relating to his resignation that needs to be brought to the attention of the shareholders of the Bank.

Resignation of Mr. Eric LI Fook-chuen (“**Mr. Li**”)

Mr. Li has tendered his resignation as a Non-executive Director of the Bank with effect from the conclusion of the 2016 AGM. Accordingly, he has also ceased as the Deputy Chairman of the Nomination Committee, and a Member of the Remuneration Committee and the Risk Committee of the Bank at the same time.

Mr. Li has informed the Bank that due to health reasons, he had decided to step down as a Non-executive Director of the Bank.

Mr. Li has confirmed that he has no disagreement with the Board and that he is not aware of any matter relating to his resignation that needs to be brought to the attention of the shareholders of the Bank.

Retirement of Tan Sri Dr. KHOO Kay-peng (“**Dr. Khoo**”)

Dr. Khoo did not seek re-election at the 2016 AGM and has retired as an Independent Non-executive Director of the Bank with effect from the conclusion of the 2016 AGM. Accordingly, he has also ceased as a Member of the Remuneration Committee and the Nomination Committee of the Bank at the same time.

Dr. Khoo informed the Bank that in order to devote more time to his other business, he had decided to step down as an Independent Non-executive Director of the Bank.

Dr. Khoo has confirmed that he has no disagreement with the Board and that he is not aware of any matter relating to his retirement that needs to be brought to the attention of the shareholders of the Bank.

Once again, the Board would like to extend its gratitude to Mr. Wong, Mr. Li and Dr. Khoo for the invaluable contribution that they have made to the Board and the Bank during their tenure of service on the Board.

4. CHANGE OF MEMBERS OF BOARD COMMITTEES

The Bank hereby announces that with effect from the conclusion of the 2016 AGM, the composition of the Board Committees of the Bank has been changed as follows:

- Dr. the Hon. David LI Kwok-po steps down as Chairman of the Nomination Committee (“NC”), Chairman of the Risk Committee (“RIC”) and a Member of the Remuneration Committee (“RC”), and shall remain as a Member of the NC.
- Dr. Allan WONG Chi-yun takes over Dr. David Li’s role as Chairman of the NC and RIC.
- Dr. the Hon. Rita FAN HSU Lai-tai takes over Dr. Allan Wong’s role as Chairman of the RC.
- Dr. Peter LEE Ka-kit becomes a Member of the RC.
- Mr. Kenneth LO Chin-ming becomes a Member of the RIC.
- Dr. Daryl NG Win-kong becomes a Member of the Audit Committee and RIC.
- Mr. Masayuki OKU becomes a Member of the NC.
- Mr. Aubrey LI Kwok-sing steps down as a Member of the NC.

The composition of the Board Committees of the Bank is as follows with effect from the conclusion of the 2016 AGM:

Audit Committee

Chairman: Mr. Winston LO Yau-lai
Members: Dr. Allan WONG Chi-yun
Mr. Kenneth LO Chin-ming
Mr. William DOO Wai-hoi
Mr. Valiant CHEUNG Kin-piu
Dr. Daryl NG Win-kong

Nomination Committee

Chairman: Dr. Allan WONG Chi-yun
Members: Dr. the Hon. David LI Kwok-po
Dr. Isidro FAINÉ CASAS
Mr. Winston LO Yau-lai
Mr. Kenneth LO Chin-ming
Mr. KUOK Khoon-ean
Mr. Masayuki OKU

Remuneration Committee

Chairman: Dr. the Hon. Rita FAN HSU Lai-tai
Members: Dr. Allan WONG Chi-yun
Mr. Aubrey LI Kwok-sing
Mr. Winston LO Yau-lai
Mr. Valiant CHEUNG Kin-piu
Dr. Peter LEE Ka-kit

Risk Committee

Chairman: Dr. Allan WONG Chi-yun
Members: Prof. Arthur LI Kwok-cheung
Mr. Aubrey LI Kwok-sing
Mr. Winston LO Yau-lai
Mr. Valiant CHEUNG Kin-piu
Mr. Kenneth LO Chin-ming
Dr. Daryl NG Win-kong

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

Hong Kong, 8th April, 2016

After the conclusion of the 2016 AGM, the Board of Directors of the Bank comprises Dr. the Hon. Sir David LI Kwok-po[#] (Chairman & Chief Executive), Professor Arthur LI Kwok-cheung (Deputy Chairman), Dr. Allan WONG Chi-yun** (Deputy Chairman), Mr. Aubrey LI Kwok-sing*, Mr. Winston LO Yau-lai**, Mr. Richard LI Tzar-kai**, Mr. Kenneth LO Chin-ming**, Mr. Stephen Charles LI Kwok-sze*, Mr. William DOO Wai-hoi**, Mr. KUOK Khoon-ean**, Mr. Valiant CHEUNG Kin-piu**, Dr. Isidro FAINÉ CASAS*, Dr. Peter LEE Ka-kit*, Mr. Adrian David LI Man-kiu[#] (Deputy Chief Executive), Mr. Brian David LI Man-bun[#] (Deputy Chief Executive), Dr. Daryl NG Win-kong**, Mr. Masayuki OKU* and Dr. the Hon. Rita FAN HSU Lai-tai**.*

[#] Executive Director

* Non-executive Director

** Independent Non-executive Director