

股東週年大會通告 **Notice of Annual General Meeting**

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香港華人銀行集團有限公司
(於百慕達註冊成立之有限公司)

THE HKCB BANK HOLDING COMPANY LIMITED
(Incorporated in Bermuda with limited liability)

茲通告The HKCB Bank Holding Company Limited (「本公司」) 謹定於二零零一年五月三日星期四上午九時三十分假座香港干諾道中一號富麗華酒店3樓翡翠廳2舉行股東週年大會，議程如下：

NOTICE IS HEREBY GIVEN that the Annual General Meeting of The HKCB Bank Holding Company Limited (the “Company”) will be held at Jade Ballroom 2, 3/F, Furama Hotel Hong Kong, One Connaught Road Central, Hong Kong on Thursday, 3 May 2001 at 9:30 a.m. for the following purposes:

1. 省覽及採納截至二零零零年十二月三十一日止年度本公司經審核賬項及董事會與核數師報告。
1. To receive and adopt the audited accounts of the Company and the Reports of the Directors and the Auditors for the year ended 31 December 2000.
2. 考慮及宣佈派發截至二零零零年十二月三十一日止年度末期股息。
2. To consider and declare a final dividend for the year ended 31 December 2000.
3. 重選行將告退之董事及授權董事會釐定董事酬金。
3. To re-elect the retiring Directors and to authorise the Board of Directors to fix the Directors’ remuneration.
4. 重新委聘羅兵咸永道會計師事務所為本公司核數師，並授權董事會釐定其酬金。
4. To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.
5. 以特別事項形式，考慮並酌情通過下列決議案為普通決議案：
 - A. 「動議：
 - (a) 在下文(c)段之限制下，一般及無條件地批准本公司董事會在有關期間（定義見下文）內行使本公司所有權力，以配發、發行及處理本公司股本中之額外股份，及訂立或授予可能須行使該等權力之建議、協議及購股權（包括可認購股份之認股權證）；
5. As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:
 - A. “THAT:
 - (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) 上文(a)段之批准乃附加於本公司董事會已獲得之任何其他授權，並將授權本公司董事會於有關期間內訂立或授予在有關期間結束後可能須行使該等權力之建議、協議及購股權（包括可認購股份之認股權證）；
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) 本公司董事會根據上文(a)段之批准所配發或有條件或無條件地同意配發（不論是否根據購股權或其他方式配發者）之股本總面額（根據配售股份（定義見下文）或因行使本公司購股權計劃所授予之任何購股權而發行之本公司任何股份除外），不得超過本公司於本決議案通過當日之已發行股本總面額20%，而上述批准須受此數額限制；及
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or on the exercise of any options granted under the share option scheme of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) 就本決議案而言：
- (d) for the purposes of this resolution:
- 「有關期間」指本決議案通過之日至下列任何一項最早出現時止之期間：
- “Relevant Period“ means the period from the passing of this resolution until whichever is the earliest of:
- (i) 本公司下屆股東週年大會結束之日；
- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 任何適用法例或本公司章程細則規定本公司須舉行下屆股東週年大會之期限屆滿之日；或
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; or
- (iii) 本公司在股東大會通過普通決議案撤銷或修訂本決議案所授權之時。
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.

「配售股份」指本公司董事會於指定期間，向於指定記錄日期名列本公司股東名冊之股東，按其當時之持股比例配售股份之建議，惟董事會可就零碎配額，或就任何適用於本公司之地區於法例上之任何限制或責任，或就任何獲認可管制機構或任何證券交易所之規定而必須或權宜取消若干股東在此方面之權利或作出其他安排。」

B. 「動議：

- (a) 在下文(b)段之限制下，一般及無條件地批准本公司董事會在有關期間（定義見下文）內行使本公司所有權力，於香港聯合交易所有限公司（「聯交所」），或獲證券及期貨事務監察委員會及聯交所就此認可本公司股份可上市之任何其他證券交易所購回本公司股本中之已發行股份，惟須根據及遵照聯交所或任何其他證券交易所不時修訂之所有適用法例及／或規定；
- (b) 本公司在有關期間內根據上文(a)段之批准獲授權可購回之股份總面額不得超過本公司於本決議案通過當日之已發行股本總面額10%，而上述批准須受此數額限制；及

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and

(c) 就本決議案而言：

「有關期間」指本決議案通過之日至下列任何一項最早出現時止之期間：

- (i) 本公司下屆股東週年大會結束之日；
- (ii) 任何適用法例或本公司章程細則規定本公司須舉行下屆股東週年大會之期限屆滿之日；或
- (iii) 本公司在股東大會通過普通決議案撤銷或修訂本決議案所授權之時。」

C. 「動議待召開本大會之通告第5B項所載決議案獲通過後，擴大根據召開本大會之通告第5A項所載決議案授予本公司董事會而現行有效行使本公司權力以配發、發行及處理額外股份之一般授權，增加本公司董事會根據該項一般授權將可配發或有條件或無條件地同意配發之股本總面額。增加之數額相等於本公司根據召開本大會之通告第5B項所載決議案授權而購回之本公司股本總面額，惟該擴大之數額不得超過本公司於本決議案通過當日之已發行股本總面額10%。」

承董事會命
侯達光
秘書

香港，二零零一年四月九日

主要營業地點：
香港
金鐘道89號
力寶中心
2樓閣層

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws of the Company to be held; or
- (iii) the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.”

C. “THAT conditional on the passing of the resolution set out in paragraph 5B of the notice convening this meeting, the general mandate granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares pursuant to the resolution set out in paragraph 5A of the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution set out in paragraph 5B of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”

By Order of the Board
Andrew Hau
Secretary

Hong Kong, 9 April 2001

Principal Place of Business:
Mezzanine 2 Floor
Lippo Centre
89 Queensway
Hong Kong

股東週年大會通告 **Notice of Annual General Meeting**

附註：

1. 任何有權出席上述大會及投票之本公司股東，均有權委任一位或多位代表出席，並代其投票。受委代表毋須為本公司股東。
2. 代表委任表格連同其他據以簽署該代表委任表格之授權書或特許書（如有的話），或該授權書或特許書由公證人核證後的核證副本，須於大會或其任何續會指定舉行時間前不少於48小時存放在本公司之辦事處，地址為香港金鐘道89號力寶中心2樓閣層，方為有效。
3. 本公司將由二零零一年四月二十五日星期三至二零零一年五月三日星期四（包括首尾兩天）暫停辦理股東登記，在該期間將不會登記任何股份之轉讓。如欲獲得將於大會上通過之擬派末期股息者，須將所有股份轉讓文件連同有關之股票及過戶表格，於二零零一年四月二十四日星期二下午四時前交回本公司於香港之股份過戶登記分處登捷時有限公司，地址為香港中環夏慤道10號和記大廈4樓。

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the Company's office at Mezzanine 2 Floor, Lippo Centre, 89 Queensway, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. The Register of Members of the Company will be closed from Wednesday, 25 April 2001 to Thursday, 3 May 2001 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend to be approved at the meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with Tengis Limited, the Company's Branch Registrars in Hong Kong, at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 4:00 p.m. on Tuesday, 24 April 2001.