



敬啟者：本銀行謹訂於 2002 年 3 月 26 日星期二上午 11 時在香港中環干諾道中 3 號麗嘉酒店大禮堂舉行第 83 屆股東週年常會討論下列事項：

1. 省覽截至 2001 年 12 月 31 日止年度本行總結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；

作為特別事項考慮並酌情通過或經修訂後通過下列普通決議案：

5. 「動議

(a) 在受限於及有待香港聯合交易所有限公司（「聯交所」）上市委員會批准因根據本銀行僱員認股計劃 2002（「2002 計劃」）（其規則載於呈交本會議經主席簽署並註有「A」字樣以資識別的文件）的條款及條件行使認股權而將予發行的股份上市及買賣許可後，批准及採納 2002 計劃，並授權本銀行董事為全面落實 2002 計劃作出一切所需或合宜之情事及訂定一切所需或合宜的交易、安排及協議，包括但不限於：

- (i) 管理 2002 計劃，據此將向 2002 計劃的合資格人士授予認股權以認購股份；
- (ii) 不時更改及/或修訂 2002 計劃，惟有關更改及/或修訂須按照針對更改及/或修訂的 2002 計劃條文而進行，惟 2002 計劃所涉及的股份總數不得超過該計劃所定的限額；
- (iii) 不時發行及配發因行使 2002 計劃的認股權所將發行的本銀行股本中的股份數目，惟 2002 計劃涉及的股份總數若與其他認股權計劃涉及的股份數目合計，不可超出本銀行於決議案通過當日有關類別已發行股本的 5%，惟本銀行可在股東大會上動議批准更新 2002 計劃的 5% 上限，而 2002 計劃及本銀行其他認股計劃所授出的認股權所涉及的股份數目上限，不可超出本銀行有關類別股份不時已發行股本的 15%；
- (iv) 於適當時候，向聯交所及本銀行已發行股份當時上市的其他證券交易所，申請批准將根據 2002 計劃行使認購股權不時獲發行及配發的股份上市及買賣；及
- (v) 若適合及有需要時，批准就有關監管機構對 2002 計劃所規定或施加的有關條件、更改及/或變更。

(b) 即時終止本銀行於 1999 年 3 月 30 日採納的現行僱員認股計劃 1999。」

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) 行使經本銀行發行於 2003 年到期的可換股債券所附的換股權利；

Notice of Eighty-Third Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eighty-third 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 Tuesday, 26th March, 2002 at 11:00 a.m. for the following purposes:

1. To receive and consider the Profit and Loss Account and Balance Sheets for the year ended 31st December, 2001 together with the Reports of the Directors and of the Auditors;
2. To declare a final dividend;
3. To elect Directors;
4. To appoint Auditors;

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

5. "THAT

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting approval for the listing of and permission to deal in the shares to be issued and allotted pursuant to the exercise of the options in accordance with the terms and conditions of the Staff Share Option Scheme 2002 of the Bank (the "Scheme 2002"), the rules of which are contained in the document marked "A" produced to the meeting and for the purposes of identification signed by the Chairman thereof, the Scheme 2002 be and is hereby approved and adopted and the Directors of the Bank be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme 2002 including but without limitation:
- (i) to administer the Scheme 2002 under which options will be granted to eligible persons under the Scheme 2002 to subscribe for shares;
 - (ii) to modify and/or amend the Scheme 2002 from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme 2002 relating to modification and/or amendment, provided always that the total number of shares subject to the Scheme 2002 shall not exceed the limits referred to therein;
 - (iii) to issue and allot from time to time such number of shares in the capital of the Bank as may be required to be issued pursuant to the exercise of the options under the Scheme 2002 provided always that the total number of shares subject to the Scheme 2002, when aggregated with any shares subject to any other share option schemes, shall not exceed 5% of the relevant class of the issued share capital of the Bank as at the date of passing this Resolution, but the Bank may seek approval of its shareholders in general meeting for refreshing the 5% limit under the Scheme 2002 and the maximum number of shares in respect of which options may be granted under the Scheme 2002 and any other share option schemes of the Bank in issue shall not exceed 15% of the relevant class of the issued share capital of the Bank from time to time;
 - (iv) to make application at the appropriate time or times to the Stock Exchange; and any other stock exchanges upon which the issued shares of the Bank may for the time being be listed, for listing of and permission to deal in any shares which hereafter from time to time be issued and allotted pursuant to the exercise of the options under the Scheme 2002; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Scheme 2002.
- (b) the existing Staff Share Option Scheme 1999 which was adopted by the Bank on 30th March, 1999 be and is hereby terminated with immediate effect."

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 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) the exercise of the rights of conversion attached to the Convertible Bonds due 2003 issued by the Bank;





- (iii) 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
- (iv) 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) 本銀行下屆股東週年常會結束；
- (ii) 法例規定本銀行須舉行下屆股東週年常會期限屆滿之日；或
- (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的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

(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) 本銀行下屆股東週年常會結束；
- (ii) 法例規定本銀行須舉行下屆股東週年常會期限屆滿之日；或
- (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
2002 年 2 月 5 日

附註：

- (a) 由 2002 年 2 月 28 日星期四起至 3 月 5 日星期二止，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 2002 年 2 月 27 日星期三下午 4 時前將過戶文件送達香港中環干諾道中 111 號永安中心 5 樓標準證券登記有限公司辦理登記。
- (b) 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。

- (iii) 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
- (iv) 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

5th February, 2002

Notes:

(a) *The Register of Members of the Bank will be closed from Thursday, 28th February, 2002 to Tuesday, 5th March, 2002. In order to qualify for the final dividend, all transfer documents should be lodged for registration with Standard Registrars Limited, 5th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, by 4:00 p.m. Wednesday, 27th February, 2002.*

(b) *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.*

