

Notice of Annual General Meeting

敬啟者本銀行訂於二零零二年四月二十五日(星期四)下午三時三十分假座香港皇后大道中一六一號永亨銀行大廈十八樓貴賓廳舉行股東週年大會，討論下列事項：

1. 省覽二零零一年度本銀行總結與董事會及核數師報告書；
2. 宣佈派發末期股息；
3. 選舉董事及授權董事會釐定董事袍金；及
4. 重新委聘核數師及授權董事會釐定其酬金。

作為特別事項，考慮及如認為適當通過下列議案為普通決議案：

5. (a) 繼續無條件授權董事會在有關期間內配發、發行及處理本銀行之額外股份，其總額以不超過本銀行已發行股本百分之二十為限。根據一九九三年六月九日通過之認股權計劃及於二零零一年四月二十六日所修改之認股權計劃而分配之認股權則不在此限；及

(b) 就本決議案而言：

「有關期間」指本決議案通過之日至下列三者之較早日期止之期間：

- (i) 本銀行下屆股東週年大會結束之日；
- (ii) 法例規定本銀行須舉行下屆股東週年大會之期限屆滿之日；及
- (iii) 本銀行在股東大會通過普通決議案撤銷或修訂本決議案所述授權之日；

6. (a) 在下文(b)項之限制下，全面及無條件批准本銀行董事會於有關期間內(即本會議通告第5(b)項所載)行使本銀行一切權力，購回本銀行股本中之已發行股份；及

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Bank will be held at the Bank Reception Hall, 18th Floor, Wing Hang Bank Building, 161 Queen's Road Central, Hong Kong on Thursday, 25th April, 2002 at 3:30 p.m. for the following purposes:

1. To receive and consider the Statement of Accounts and Reports of the Directors and Auditors for the year ended 31st December, 2001;
2. To declare a final dividend;
3. To elect Directors and authorise the Board of Directors to fix directors' fees; and
4. To re-appoint Auditors and authorise the Directors to fix their remuneration.

As special business, to consider and if thought fit, pass the following resolutions as Ordinary Resolutions:

5. (a) That a general mandate be given to the Directors unconditionally during the Relevant Period to allot, issue and deal with additional shares in the capital of the Bank or grant any offers, agreements or options which might require securities to be issued, allotted or disposed of subject to the restriction that the aggregate nominal amount of share capital allotted, other than for allotment under the Share Option Scheme adopted on 9th June, 1993 and amendment to the Share Option Scheme on 26th April, 2001, shall not exceed 20% of the aggregate share capital of the Bank; and

(b) for the purpose 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 revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting;

6. (a) That subject to paragraph (b) below, the exercise by the Directors of the Bank during the Relevant Period (as defined in Resolution No. 5(b) in the notice of this meeting) of all the powers of the Bank to purchase shares in the capital of the Bank be and is hereby generally and unconditionally approved; and

Notice of Annual General Meeting

(b) 根據上文(a)項之批准，可於香港聯合交易所有限公司，根據香港股份購回守則所購回之股份，總面值不得超逾本決議案通過之日本銀行已發行股本總面值百分之十，而上述批准因而須受此限制；及

7. 根據本會議通告第5項所載決議案而授予董事會配發股份之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之股本總面值中加入相等於本銀行根據本會議通告第6項所載決議案所獲授之權力而購回之股本總面值之數額。

本銀行將於二零零二年四月二十二日(星期一)至二零零二年四月二十五日(星期四)，首尾兩天包括在內，暫停辦理股份過戶登記手續。

建議派發每股港幣八角五仙之末期股息如獲通過，將於二零零二年五月十三日(星期一)派發予於二零零二年四月二十五日在股東名冊上已登記之股東。

承董事會命  
董事兼秘書  
**何志偉** 謹啟

香港 二零零二年三月十四日

附註：

1. 如欲獲得建議派發之股息，一切過戶文件連同有關股票及過戶表格須於二零零二年四月十九日(星期五)下午四時前送達本銀行股份過戶登記處，香港灣仔皇后大道東一八三號合和中心十七樓一七一一至一七一六室香港中央證券登記有限公司收。
2. 有權出席及投票之股東，均有權委任一位或多位代表出席，並於以按股數表決時代表投票，受委任代表毋須為本銀行股東。代表委任表格最遲於開會時間四十八小時前送達本銀行股份過戶登記處收。

(b) the aggregate nominal amount of shares of the Bank which may be purchased by the Bank on The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Bank in issue at the date of this Resolution, and the said approval shall be limited accordingly; and

7. That the general mandate granted to the Directors to allot shares pursuant to the Resolution No. 5 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 No. 6 of the notice of this meeting.

The Register of Members will be closed from Monday, 22nd April, 2002 to Thursday, 25th April, 2002, both days inclusive, during which period no share transfers will be registered.

The proposed final dividend of HK\$0.85 per share, if approved, will be paid on Monday, 13th May, 2002 to shareholders whose names are on the Register of Members on 25th April, 2002.

By Order of the Board  
**LOUIS C W HO**  
Director and Secretary

Hong Kong, 14th March, 2002

Notes:

1. In order to qualify for the proposed dividend, all transfers accompanied by the relevant share certificates must be lodged with the Registrars of the Bank, Central Registration Hong Kong Limited, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on Friday, 19th April, 2002.
2. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder. All proxies must be deposited at the Registrars of the Bank not later than 48 hours before the time fixed for holding the Meeting.