

Notice of Eighty-Fourth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eighty-fourth 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, 25th March, 2003 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, 2002 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 resolutions:

Ordinary Resolutions

5 "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) 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."

6 "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."

7 "THAT, conditional on the passing of Resolutions in item 5 and item 6 of the Notice of this Meeting, the general mandate granted to the Directors to allot shares pursuant to the Resolution set out in item 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 set out in item 6 of the Notice of this Meeting."

Special Resolution

8 "THAT the Articles of Association of the Bank be and are hereby amended in the following manner:

- (a) By deleting Article 84 in its entirety.
- (b) By adding the words "or more" immediately after the words "from time to time appoint one" and by deleting the word "Executive" and substituting therefor the word "Executive(s)" in Article 85(A).

第84屆股東周年常會通告

敬啟者：本銀行謹訂於2003年3月25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84屆股東周年常會討論下列事項：

- 1 省覽截至2002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決議案：

普通決議案

5 「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；
- (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；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。」

6 「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

(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；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，倘若通過了本會議通告第5項及第6項所載決議案，將根據本會議通告第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6項所載決議案所獲授的權力而購回的股本總面值的數額。」

特別決議案

8 「動議以下列方式修訂本銀行的組織章程細則：

- (a) 刪除第84條。
- (b) 將第85條(甲)項下緊隨「不時委任會中成員之一」之後加上「名或以上」，並將「行政總裁」一詞刪去，以「(多名)行政總裁」取代。

- (c) By deleting the word "Executive" and substituting therefor the word "Executive(s)" in Article 85(B).
- (d) By deleting the word "Executive" and substituting therefor the word "Executive(s)" in Article 85(C).
- (e) By deleting the word "Executive" and substituting therefor the word "Executive(s)" in Article 86.
- (f) By deleting the existing Article 101 in its entirety and substituting therefor with the following new Article 101:

101. Notice of a Board meeting shall be deemed to be duly given to a Director if it is given to him either in writing or by word of mouth or by telephone or by facsimile at the facsimile number from time to time notified to the Company by such Director or by telex or telegram at the address from time to time notified to the Company by such Director or by electronic mail at the electronic mail address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intending to be absent from Hong Kong may request the Board that notices of Board meetings shall during his absence be sent to him in such manner as described above, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from Hong Kong. A Director may waive notice of any meeting either prospectively or retrospectively.
- (g) By deleting the existing Article 102 in its entirety and substituting therefor with the following new Article 102:

102. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number, shall be four. A meeting of the Directors may be held by means of telephone or videoconferencing or any other electronic means provided that all participants are thereby able to communicate immediately by voice with all other participants. Any Director who ceases to be a Director at a Board meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of the Board meeting if no other Director objects and if otherwise a quorum of Directors would not be present.
- (h) By deleting the existing Article 128 in its entirety and substituting therefor with the following new Article 128:

128.(A) The Directors shall, from time to time, in accordance with the Ordinance, cause to be prepared and to be laid before the annual general meeting of the Company the relevant financial documents required by the Ordinance. The Directors may also cause to be prepared a summary financial report if they think fit, which may be provided to Members and/or debenture holders instead of the relevant financial documents in circumstances permitted by the Stock Exchange.

(B) Subject to paragraph (C) below, a copy of the relevant financial documents or the summary financial report shall, not less than 21 days before the meeting, be delivered or sent by post to the registered address of every Member and debenture holder of the Company, or in the case of a joint holding to the Member or debenture holder (as the case may be) whose name stands first in the appropriate Register in respect of the joint holding. No accidental non-compliance with the provisions of this Article shall invalidate the proceedings at the meeting.

(C) Where a Member or debenture holder of the Company has, in accordance with the Ordinance and any rules prescribed by the Stock Exchange from time to time, consented to treat the publication of the relevant financial documents and/or the summary financial report on the Company's computer network as discharging the Company's obligation under the Ordinance to send a copy of the relevant financial documents and/or the summary financial report, then subject to compliance with the publication and notification requirements of the Ordinance and any rules prescribed by the Stock Exchange from time to time, publication by the Company on the Company's computer network of the relevant financial documents and/or the summary financial report at least 21 days before the date of the meeting shall, in relation to each such Member or debenture holder of the Company, be deemed to discharge the Company's obligations under paragraph (B) above.

(D) For the purpose of this Article, "relevant financial documents" and "summary financial report" shall have the meaning ascribed to them in the Ordinance.
- (i) By deleting the existing Article 130 in its entirety and substituting therefor with the following new Article 130:

130. Any notice or document to be given or issued under these Articles shall be in writing, except that any such notice or document to be given or issued by or on behalf of the Company under these Articles (including any "corporate communication" within the meaning ascribed thereto in the Listing Rules) shall be in writing which may or may not be in a transitory form and may be recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form (including an electronic communication and publication on a computer network) whether having physical substance or not may be served or delivered by the Company by any of the following means subject to and to such extent permitted by and in accordance with the Ordinance, the Listing Rules and any applicable laws, rules and regulations:

 - (i) personally;*
 - (ii) by sending it through the post in a properly prepaid letter, envelope or wrapper addressed to a Member at his registered address as appearing in the Register or in the case of another entitled person (as defined in the Ordinance), to such address as he may provide;*
 - (iii) by delivering or leaving it at such address as aforesaid;*
 - (iv) by advertisement in an English language newspaper and a Chinese language newspaper in Hong Kong;*

- (c) 將第85條(乙)項下「行政總裁」一詞刪去，以「(多名)行政總裁」取代。
- (d) 將第85條(丙)項下「行政總裁」一詞刪去，以「(多名)行政總裁」取代。
- (e) 將第86條內「行政總裁」一詞刪去，以「(多名)行政總裁」取代。
- (f) 將現有第101條全部刪去，並以下列全新的第101條取代：
第101條 董事會會議的通告，凡以書面、口頭通知、電話、董事不時知會本公司的傳真號碼傳真、電傳或電報予董事不時知會本公司的地址、以電子郵件寄往該董事不時知會本公司的電子郵件地址或董事會不時釐定的該等其他方式向該董事發出通告，則視為已向該董事正式發出通告論。不在或即將離開香港的董事可要求董事會在其離港期間以上述方式向其寄發董事會會議通告，惟該等通告毋須於發出通告予在香港的董事前發出，又倘該董事未有提出上述要求，董事會毋須對當時不在香港的董事發出董事會會議通告。董事可事前或事後放棄任何會議的通告。
- (g) 將現有第102條全部刪去，並以下列全新的第102條取代：
第102條 董事會的法定人數可由董事會訂定，又除非董事會另有訂定，法定人數應為四人，方可進行議事。董事會會議可透過電話、視像會議或任何其他電子方式舉行，惟全體參與者需能夠就此與全部其他參與者即時對話溝通。倘其他董事不反對及有不足法定人數之嫌，任何在董事會會議停任的董事可繼續出席會議，以董事身份辦事及被計算在法定人數內，直至該會議結束為止。
- (h) 將現有第128條全部刪去，並以下列全新的第128條取代：
第128條 (甲) 根據條例規定，董事須負責不時編製該條例規定的有關財務文件並將有關文件送呈本公司股東周年常會。此外，董事亦須負責在聯交所准許的情況下，於彼等認為合適時編製提交予股東及/或債券持有人的財務報告摘要，以取代有關財務文件。
(乙) 在下文(丙)項的規限下，本公司須於會議舉行當日最少21天前將有關財務文件或財務報告摘要送呈或郵寄往本公司每名股東及債券持有人的登記地址，倘股東或債券持有人(視乎情況而定)共同持有股份，就該等共同持有的股份而言，則以合適的登記冊上名列首位者為準。本公司如因意外未能符合本條條文的規定，將不會令會議的議事程序失效。
(丙) 根據該條例及聯交所不時訂明的任何規則規定，凡本公司股東或債券持有人同意將本公司在電腦網絡上刊載有關財務文件及/或財務報告摘要，視為已遵行本公司須根據該條例的規定寄發有關財務文件及/或財務報告摘要的責任，則本公司符合該條例及聯交所不時訂明的任何規則中有關刊載及通知的規定，並於會議舉行當日最少21天前，在本公司的電腦網絡上刊載有關財務文件及/或財務報告摘要，對本公司每名股東或債券持有人而言，應視為已遵行本公司於上文(乙)項下的責任。
(丁) 就本條而言，「有關財務文件」及「財務報告摘要」具有該條例所賦予的涵義。
- (i) 將現有第130條全部刪去，並以下列全新的第130條取代：
第130條 根據該等細則送交或發出的任何通告或文件須以書面形式作出，惟倘根據該等細則由本公司或代表本公司將予送交或發出的任何該等通告或文件(包括任何「公司通訊」(具有《上市規則》所賦予的涵義))如未必能夠以書面形式傳送，但可利用數碼、電子、電力、磁帶或其他可存取形式或媒體記錄或儲存者，以及可讀資料(不論是否實質存在，包括電子通訊及於電腦網絡上刊載)，則本公司可根據該條例、《上市規則》及任何適用法律、規則及規例規定並在其獲准的範圍內，透過以下任何一種方法送達或送交：
(i) 專人送達；
(ii) 連同已妥為預付郵資的函件、信封或封套並註明股東地址，郵寄往該股東在登記冊上所示的登記地址，或其他有權利的人(定義見該條例)可能提供的地址；
(iii) 送呈或放置於前述的地址；
(iv) 在香港中英文報章各一份刊登廣告；

(v) by transmitting it as an electronic communication to the entitled person at such electronic address as he may have provided; or

(vi) by publishing it on a computer network.

In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be sufficient notice to all the joint holders.

- (j) By deleting the existing Article 131 in its entirety and substituting therefor with the following new Article 131:
131. Any notice or document (including any "corporate communication" within the meaning ascribed thereto in the Listing Rules) given or issued by or on behalf of the Company:
- (i) *if sent by post, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office (airmail if posted from Hong Kong to an address outside Hong Kong) and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so properly prepaid, addressed and put into such post office shall be conclusive evidence thereof;*
 - (ii) *if not sent by post but delivered or left at a registered address by the Company, shall be deemed to have been served on the day it was so delivered or left;*
 - (iii) *if published by way of a newspaper advertisement, shall be deemed to have been served on the date on which it is advertised in one English language newspaper and one Chinese language newspaper in Hong Kong;*
 - (iv) *if sent as an electronic communication, shall be deemed to have been served at the time when the notice or document is transmitted electronically provided that no notification that the electronic communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served; and*
 - (v) *if published on the Company's computer network, shall be deemed to have been served on the day on which the notice or document is published on the Company's computer network to which the entitled person may have access.*
- (k) By adding the following new Article 131A immediately after Article 131:
131A. (A) The signature to any notice or document by the Company may be written, typed, printed or made electronically.
(B) Subject to any applicable laws, rules and regulations, any notice or document, including but not limited to the documents referred to in Article 128 and any "corporate communication" within the meaning ascribed thereto in the Listing Rules, may be given in the English language only, in the Chinese language only or in both the English language and the Chinese language.
- (l) By deleting the existing Article 135 in its entirety and substituting therefor with the following new Article 135:
135. Every Director, Executive Director, manager, secretary and officer of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Executive Director, manager, secretary or officer in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under the Ordinance in which relief from liability is granted to him by the Court."

By Order of the Board

Molly HO Kam-lan

Company Secretary

Hong Kong, 11th February, 2003

Notes:

- (a) *The Register of Members of the Bank will be closed from Thursday, 27th February, 2003 to Tuesday, 4th March, 2003. 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. Wednesday, 26th February, 2003.*
- (b) *A member entitled to attend and vote at the above Meeting may appoint a proxy to attend and vote in his place. The number of proxy so appointed shall not exceed two. A proxy need not be a member.*
- (c) *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 8 above on amendments of Articles of Association is purely a translation only. Should there be any discrepancies, the English version will prevail. The purposes of the amendments are included in a separate circular to members of the Bank which is despatched to members with this Annual Report.*

- (v) 以電子通訊的方式傳送予有權利的人可能提供的電郵地址；或
- (vi) 在電腦網絡上刊載。

在共同持有股份的情況下，本公司須把所有通告送交登記冊上名列首位的聯名持有人，而本公司就此送交通告後即作為向所有聯名持有人發出足夠通告論。

- (j) 將現有第131條全部刪去，並以下列全新的第131條取代：

第131條 由本公司或代表本公司作出或發出的任何通告或文件(包括任何「公司通訊」(具有《上市規則》所賦予的涵義))：

- (i) 若以郵遞方式寄出，則在載有任何通告或文件的信封或封套投進位於香港以內的郵筒後翌日視為已送達論，且在送達後得視為足夠證明證實載有該通告或文件的信封或封套已經妥為預付郵資、註明地址及投進郵筒內(香港以外的地址應寄空郵)，由公司秘書或董事會委任的其他人士簽署的證明書乃屬不可推翻憑證，證明載有該通告或文件的信封或封套已經妥為預付郵資、註明地址及投進郵筒內；
- (ii) 倘不經郵寄而由本公司送交或放置於某一登記地址的通告或文件，應視為於送交或放置當日已送達論；
- (iii) 倘於報章刊登廣告發出通告或文件，應視為於香港中英文報章各一份刊登廣告當日已送達論；
- (iv) 倘以電子通訊的方式郵寄通告或文件，應視為於該通告或文件以電子方式傳送當其時已送達論，惟須以寄件人並無接獲其收件人未能接收該電子通訊的通知為限，除非未能傳送電郵是寄件人所不能控制者，該情況不會令該通告或文件被視為已送達一事失效；及
- (v) 倘在本公司的電腦網絡上刊載通告或文件，應視為本公司於電腦網絡上刊載該通告或文件，而有權取得該通告或文件的人士可閱覽當日已送達論。

- (k) 於緊隨第131條之後加上以下全新的第131A條：

第131A條 (甲) 本公司可以親筆、機打、機印或電子方式簽署任何通告或文件。

(乙) 任何適用法律、規則及規例的規限下，可以中文、英文或雙語(中英文)發出任何通告或文件，包括但不限於第128條所述該等文件，以及任何「公司通訊」(具有《上市規則》所賦予的涵義)。

- (l) 將現有第135條全部刪去，並以下列全新的第135條取代：

第135條 本公司的每名董事、執行董事、經理、秘書及職員，倘以該董事、執行董事、經理、秘書或職員的身份，對任何訴訟(不論刑事或民事)進行抗辯而得直或獲釋，或根據該條例而提交的有關申請獲得法院豁免其責任，則所引致之全部債務將獲本公司從其基金中賠償。

承董事會命
秘書
何金蘭 謹啟

香港，2003年2月11日

附註：

- (a) 由2003年2月27日星期四起至3月4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2003年2月26日星期三下午四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) 有資格出席及投票的股東可委任代表出席及投票。獲委任為代表的人數不得超過兩名。該代表人毋須為本銀行的股東。
- (c) 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8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。文義如有歧異，應以英文本為準。有關修訂組織章程細則的目的，另載於一份致股東通函，該通函連同本年報一併寄予各股東。