

茲通告中國工商銀行(亞洲)有限公司(「本銀行」)定於二零零四年四月二十二日(星期四)上午十時正假座香港皇后大道中一二二至一二六號工銀大廈十一樓舉行股東週年大會，以討論下列事項：

- 一、 省覽截至二零零三年十二月三十一日止年度之經審核賬項及董事會與核數師之報告書。
- 二、 宣佈派發末期股息。
- 三、 選舉董事。
- 四、 通過截至二零零三年十二月三十一日止年度之董事袍金。
- 五、 委聘羅兵咸永道會計師事務所作為本銀行之核數師，並授權董事會釐定其酬金。

考慮及酌情以特別事項方式通過下列決議案(不論是否予以修訂)：

普通決議案

六、「動議

- (a) 在下文(b)段之規限下，一般及無條件地批准本銀行董事會於有關期間(按下文之定義)內，行使本銀行一切權力以配發、發行及處理本銀行股本中之額外股份，及作出或授出將須或可能須行使上述權力之售股建議、協議或購股權(包括可轉換為本銀行股份之認股權證、債券及公司債券)；
- (b) 本銀行董事會根據本文第(a)段所述之批准而配發或同意有條件或無條件配發(不論是否根據購股權或其他方式)本銀行股本中之股份總額(根據(i)供股(按下文之定義)；(ii)因根據本銀行任何認股權證或可轉換為本銀行股份之證券之條款行使認購權或換股權；(iii)根據本銀行組織章程細則不時進行的任何以股代息或類似安排，以配發股份代替股份的全部或部分股息；或(iv)根據任何購股權計劃或當時授納之類似安排，以向本銀行及／或其附屬公司之僱員授予或發行本銀行股份或認購本銀行股份權利除外)，不得超過本銀行於本決議案通過之日已發行股本面值總額之20%，而上述批准亦受此數額限制；及

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of Industrial and Commercial Bank of China (Asia) Limited (the "Bank") will be held at 11th Floor, ICBC Tower, 122-126 Queen's Road Central, Hong Kong on Thursday, 22 April 2004 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited Statement of Accounts and the Reports of the Directors and of the Auditors for the year ended 31 December 2003.
2. To declare a final dividend.
3. To elect Directors.
4. To approve the payment of Directors' fees for the year ended 31 December 2003.
5. To appoint PricewaterhouseCoopers as Auditors of the Bank and to authorize the Directors to fix their remuneration.

To consider and, if thought fit, pass (with or without amendments) the following Resolutions by way of special business:

ORDINARY RESOLUTIONS

6. "THAT

- (a) subject to paragraph (b) below, the exercise by the Board of Directors of the Bank during the Relevant Period (as defined below) of all the powers of the Bank to allot, issue and deal with additional shares in the capital of the Bank, and to make or grant offers, agreements or options (including warrants, bonds and debentures convertible into shares of the Bank) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares in the capital of the Bank allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board of Directors of the Bank pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any warrants of the Bank or any securities which are convertible into shares of the Bank; (iii) any script dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Bank pursuant to the Articles of Association of the Bank from time to time; or (iv) any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Bank, and/or any of its subsidiaries of shares or rights to acquire shares of the Bank, shall not exceed 20% of the aggregate nominal amount of the share capital of the Bank in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(c) 就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列任何一項較早發生的期間：

- (i) 本銀行下屆股東週年大會結束時；
- (ii) 依照本銀行之組織章程細則或公司條例規定本銀行須召開下屆股東週年大會期限屆滿之日；或
- (iii) 本決議案所授予之權力經由本銀行股東在股東大會上通過普通決議案將之撤銷或修訂之日。

「供股」乃指於本銀行董事會在指定之期間內，向某一指定記錄日期名列於股東名冊內之本銀行股份持有人，按其當時持股比例或股份類別提呈發售本銀行股份（惟本銀行董事可在必要或權宜時就零碎股權或經考慮適用於本銀行之任何地區之法例所定之任何限制或責任，或任何認可管制機構或證券交易所之規定，取消此方面之權利或另作安排）。

七、「動議

- (a) 在下文(b)段之規限下，一般及無條件地批准本銀行董事會於有關期間(按下文之定義)內，在符合所有適用法例及不時修訂之香港聯合交易所有限公司證券上市規則之規定下，行使本銀行一切權力購回本銀行股本中之股份；
- (b) 本銀行根據上文(a)段所述之批准可能購回之本銀行股本中之股份面值總額，不得超過本銀行於本決議案通過之日已發行股本面值總額之10%，而上述批准亦須受此數額限制；及

(c) 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 the Articles of Association of the Bank or the Companies Ordinance to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Bank in general meeting.

“Rights Issue” means an offer of shares of the Bank open for a period fixed by the Board of Directors of the Bank to holders of shares of the Bank whose names appear on the register of members of the Bank on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors of the Bank 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 recognized regulatory body or any stock exchange in, any territory applicable to the Bank).”

7. “THAT

- (a) subject to paragraph (b) below, the exercise by the Board of Directors of the Bank during the Relevant Period (as defined below) of all the powers of the Bank to repurchase shares in the capital of the Bank, subject to and 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 as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares in the capital of the Bank which may be repurchased by the Bank pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Bank as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

(c) 就本決議案而言：

「有關期間」乃指由本決議案通過之日起至下列任何一項較早發生的期間：

(i) 本銀行下屆股東週年大會結束時；

(ii) 依照本銀行之組織章程細則或公司條例規定本銀行須召開下屆股東週年大會期限屆滿之日；或

(iii) 本決議案所授予之權力經由本銀行股東在股東大會上通過普通決議案將之撤銷或修訂之日。」

八、「動議待召開本大會(本決議案為其一部份)之通告(「通告」)所載列之第六及第七項普通決議案獲通過之條件下，將相等於本銀行根據本通告所載列之第六項決議案所授出之授權而購回之本銀行股本之股份總面值加入根據召開本大會之通告所載列之第七項決議案所授予本銀行董事在當時生效之一般性授權，使本銀行所配發、發行及處理額外股份之授權得以擴大，惟購回股份之數額不得超過本銀行於本決議案通過之日已發行股本面值總額之10%。」

九、「動議本銀行謹此透過增發1,000,000,000股每股面值2.00港元之新普通股，將法定股本由3,160,000,000港元，分為1,000,000,000股每股面值2.00港元之普通股及232,000,000股每股面值5.00港元之可轉換優先股，增至5,160,000,000港元。」

特別決議案

1. 「動議刪除本銀行之組織大綱條款五之第一句及以下文取代，以修訂組織大綱：

「本公司之法定股本為5,160,000,000港元，分為2,000,000,000股每股面值2.00港元之普通股及232,000,000股每股面值5.00港元附有特權及受本銀行之組織章程細則第5A條所載之限制所規限之可轉換非累計優先股。」

(c) 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 the Articles of Association of the Bank or the Companies Ordinance to be held; or

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Bank in general meeting.”

8. “THAT, conditional upon the passing of the Ordinary Resolution Nos. 6 and 7 as set out in the notice convening this Meeting of which this Resolution forms part (“the Notice”), the general mandate granted to the Directors of the Bank and for the time being in force to exercise the powers of the Bank to allot, issue and deal with additional shares pursuant to the Ordinary Resolution No. 6 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Bank repurchased by the Bank under the authority granted to the Board of Directors of the Bank pursuant to the Ordinary Resolution No. 7 set out in the Notice, provided that such amount of shares so repurchased shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Bank at the date of the said Ordinary Resolution.”

9. “THAT the authorized share capital of the Bank be and is hereby increased from HK\$3,160,000,000 divided into 1,000,000,000 ordinary shares of HK\$2.00 each and 232,000,000 convertible preference shares of HK\$5.00 each to HK\$5,160,000,000 by the creation of an additional 1,000,000,000 new ordinary shares of HK\$2.00 each.”

SPECIAL RESOLUTIONS

1. “THAT the Memorandum of Association of the Bank be and is hereby amended by deleting the first sentence in the Fifth clause of the Memorandum of Association and substituted with the following:

“The authorized share capital of the Company is HK\$5,160,000,000 divided into 2,000,000,000 ordinary shares of HK\$2.00 each, and 232,000,000 convertible non-cumulative preference shares of HK\$5.00 each having the special rights and being subject to the restrictions set out in Clause 5A of the Articles of Association of the Company.”

2. 「動議本銀行的組織章程細則由本股東週年大會日期起修訂如下：

細則第2條

加入以下新釋義以修訂細則第2條

「「聯繫人士」 與聯交所證券上市規則所賦予之定義相同；」

細則第6條

刪除細則第6條第1句，並由以下條文所取代：

「本公司之法定股本為5,160,000,000港元，分為2,000,000,000股每股面值2.00港元之普通股及232,000,000股每股面值5.00港元附有特權及受本銀行之組織章程細則第5A條所載之限制所規限之可轉換非累計優先股。」

細則第18條

刪除細則第18條第4行中「聯交所」字句後之「兩個月內」之字句及以「十個營業日」之字句取代

細則第55A條

細則第55A條修訂如下：

- (i) 刪除細則第55A(3)(c)條第2行中「證券(披露權益)條例第II部(香港法例第396章)」之字句，及以「證券及期貨條例第XV部(香港法例第571章)(「證券及期貨條例」)」之字句取代
- (ii) 刪除細則第55A(3)(g)(iii)條第4行中「披露條例第14條」之字句，及以「證券及期貨條例第323條」之字句取代
- (iii) 刪除細則第55A(3)(g)(vi)條第3行中「披露條例第8(3)條」之字句，及以「證券及期貨條例第316(3)條」之字句取代
- (iv) 刪除細則第55A(3)(i)條第1行中「披露條例第2條」之字句，及以「證券及期貨條例第308條」之字句取代
- (v) 刪除所有於細則第55A條出現之「披露條例」之字句，及以「證券及期貨條例」之字句取代

2. “THAT the Articles of Association of the Bank be and are hereby amended with effect from the date of this annual general meeting as follows:

Article 2

Article 2 be amended by adding the following new definition:

““associate” has the same meaning as in the Rules Governing the Listing of Securities on the Stock Exchange;”

Article 6

The first sentence of Article 6 be deleted and substituted with the following:

“The authorized share capital of the Company is HK\$5,160,000,000 divided into 2,000,000,000 ordinary shares of HK\$2.00 each, and 232,000,000 convertible non-cumulative preference shares of HK\$5.00 each having the special rights and being subject to the restrictions set out in Clause 5A of the Articles of Association of the Company.”

Article 18

The words “within 2 months” in line 4 of Article 18 after the words “Stock Exchange” be deleted and substituted with the words “within 10 business days”

Article 55A

Article 55A be amended as follows:

- (i) The words “Part II of the Securities (Disclosure of Interests) Ordinance (Cap. 396 of the laws of Hong Kong)” in line 2 of Article 55A(3)(c) be deleted and substituted with the words “Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) (“SFO)”
- (ii) The words “section 14 of the Disclosure Ordinance” in line 4 of Article 55A(3)(g)(iii) be deleted and substituted with the words “section 323 of the SFO”
- (iii) The words “section 8(3) of the Disclosure Ordinance” in line 3 of Article 55A(3)(g)(vi) be deleted and substituted with the words “section 316(3) of the SFO”
- (iv) The words “section 2 of the Disclosure Ordinance” in line 1 of Article 55A(3)(i) be deleted and substituted with the words “section 308 of the SFO”
- (v) The words “Disclosure Ordinance” wherever it appeared in Article 55A be deleted and replaced by the words “SFO”

細則第74A條

加入以下新細則第74A條：

「74A. 根據上市規則的表決限制

根據聯交所證券上市規則，當任何股東須放棄就任何個別的決議案表決或限制就任何個別的決議案只表贊成或只表決反對，任何違反此項規定或限制而由此股東或其代表所作的表決均不予計算在內。」

細則第91(2)(b)條

刪除整條細則第91(2)(b)條，並由以下條文所取代：

「(b) 在不早於會議通告派發後當日及不遲於此會議舉行日期之前七天的期間內，本公司辦事處接獲經一名有權在會上表決的股東（須為其建議委任的人士以外者）簽署之有關選舉通告，表示有意動議委任或再委任該名人士，並由該名人士簽署，表示其願意接受委任或再委任的通知。」

細則第95(1)條

刪除細則第95(1)條第1行之「特別決議案」之字句及以「普通決議案」之字句取代

細則第105(7)、(8)、(9)及(11)條

刪除細則第105(7)、(8)、(9)及(11)條，並由以下條文所取代：

「(7) 董事亦不得就批准本身或其任何聯繫人佔有其中利益（且據其所知（連同任何與該董事有關連人士的利益一併計算）是重大利益）的合約或安排或其他建議的任何決議案進行表決（也不得計入有關會議的法定人數），即使董事宣稱要表決，亦不計算其所投票數，但若有關決議案涉及下述任何一項或多項事項，則上述禁制不適用，有關董事可以表決（及計入法定人數）：

- (a) 就董事或其任何聯繫人因應本公司或其任何附屬公司的要求或為本公司或其任何附屬公司的利益而借出的款項或承擔的責任，向該董事或其任何聯繫人單獨或聯同他人按某項擔保或賠償保證或抵押：
- (b) 因應本公司或其任何附屬公司債項或責任而向第三者提具任何擔保、賠償保證或抵押，當中董事本身或其任何聯繫人單獨或聯同他人按某項擔保或賠償保證或抵押而承擔全部或部份責任；

Article 74A

A new Article 74A be added as follows:

“74A. Voting restrictions under Listing Rules

Where any member is, under the Rules Governing the Listing of Securities on the Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”

Article 91(2)(b)

Article 91(2)(b) be deleted in its entirety and substituted with the following:

“(b) not earlier than the day after the dispatch of the notice of the meeting and not later than 7 days prior to the date appointed for the meeting there has been lodged at the Office, by a member (other than the person to be proposed) entitled to vote at the meeting, notice of his intention to propose a resolution for the appointment or reappointment of that person and a notice executed by that person of his willingness to be appointed or re-appointed.”

Article 95(1)

The words “special resolution” in line 1 of Article 95(1) be deleted and substituted with the words “ordinary resolution”

Articles 105(7), (8), (9) and (11)

Articles 105(7), (8), (9) and (11) be deleted and substituted with the following:

“(7) A Director shall also not vote (or be counted in the quorum at a meeting) in relation to any resolution relating to any contract or arrangement or other proposal in which he has an interest which (taken together with any interest of any of his associates) is to his knowledge a material interest and, if he purports to do so, his vote shall not be counted, but this prohibition shall not apply and a Director may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters:

- (a) the giving to him or any of his associates of any guarantee, indemnity or security in respect of money lent or obligations undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
- (b) the giving to a third party of any guarantee, indemnity or security in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself or any of his associates has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (c) 若本公司或其任何附屬公司發售證券，而有關董事或其任何聯繫人有權或可能有權以證券持有人身份參與該項發售，或參與有關證券的包銷或分包銷；
- (d) 董事或其任何聯繫人純因持有本公司股份、債券或其他證券權益而與其他持有本公司股份、債券或其他證券的人士同樣佔有其中利益的任何合約；
- (e) 涉及董事或其任何聯繫人以高級人員或股東身份直接或間接佔有其中利益的任何其他公司（並非由該董事或其任何聯繫人合計擁有百分之五或以上權益的公司）的任何合約；
- (f) 任何有關採納、修訂或執行同時涉及本公司或其任何附屬公司的董事、其聯繫人及僱員的長俸基金或退休、死亡或傷殘福利計劃，而且董事或其任何聯繫人並不獲提供任何與該基金或計劃有關的僱員所沒有的特權或利益的任何合約；
- (g) 任何為本公司或其任何附屬公司的僱員利益而訂立的合約，據此董事或其任何聯繫人可獲得類似僱員所得的利益，而董事或其任何聯繫人不獲給予任何與該合約有關僱員所沒有的特權或利益；及
- (h) 任何為任何一位或多位董事購買或延續任何責任保險的合約。」
- 「(8) 如果及只要（但也只有在「如果及只要」的情況下）某董事連同其任何聯繫人（直接或間接）持有或實益擁有某公司（又或該董事或其聯繫人藉以獲得有關權益的任何第三方公司）任何類別股本百分之五或以上，或該公司股東可有的表決權百分之五或以上，該公司即被視為一家由該董事及其任何聯繫人合計擁有百分之五或以上的公司。就本條章程細則本段而言，但凡董事或其任何聯繫人以被動受託人或保管受託人身份持有但其本身或其聯繫人並無實益利益的任何股份、董事及其聯繫人在其中的利益為復歸權或剩餘權之信託（如果有及只要有若干其他人士有權收取該信託的入息）的任何構成股份，以及董事或其聯繫人只以單位持有人身份佔有利益之認可單位信託計劃的任何構成股份，一概不予計算。」
- (c) where the Company or any of its subsidiaries is offering securities in which offer the Director or any of his associates is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which any of them is to participate;
- (d) any contract in which he or any of his associates is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his or their interest in shares or debentures or other securities of the Company;
- (e) any contract concerning any other company (not being a company in which the Director and any of his associates in aggregate own 5 per cent. or more) in which he or any of his associates is interested directly or indirectly whether as an officer, shareholder or creditor or otherwise howsoever;
- (f) any contract concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, their associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or any of his associates as such any privilege or advantage not accorded to the employees to which the fund or scheme relates;
- (g) any contract for the benefit of employees of the Company or of any of its subsidiaries under which the Director or any of his associates benefits in a similar manner to the employees and which does not accord to any Director or any of his associates as such any privilege or advantage not accorded to the employees to whom the contract relates; and
- (h) any contract for the purchase or maintenance for any Director or Directors of insurance against any liability.”
- “(8) A company shall be deemed to be one in which a Director and any of his associates in aggregate own 5 per cent. or more if and so long as (but only if and so long as) they are (either directly or indirectly) the holder of or beneficially interested in 5 per cent. or more of any class of the equity share capital of that company (or of any third company through which the interest of the Director or that of his associate is derived) or of the voting rights available to members of that company. For the purpose of this paragraph of this Article there shall be disregarded any shares held by the Director or any of his associates as bare or custodian trustee and in which he and his associates have no beneficial interest, any shares comprised in a trust in which the interest of him and his associates is in reversion or remainder if and so long as some other person is entitled to receive the income of the trust and any shares comprised in an authorized unit trust scheme in which he or any of his associates is interested only as a unit holder.”

「(9) 若董事或其任何聯繫人合計擁有百分之五或以上權益的公司於某合約中佔有重大利益，該董事也將視為於該合約中佔有重大利益。」

「(11) 任何會議上如有關於個別董事(會議主席除外)及其任何聯繫人的利益是否重大或關於任何董事(會議主席除外)是否有權表決等問題，而問題又不因該董事自願放棄表決權而解決，則須將問題提交會議主席，會議主席對有關董事的裁決將為最後及最終定論，除非有關董事或其任何聯繫人之利益就其所知的性質及程度未有公平地披露，則作別論。會上如有關於會議主席或其任何聯繫人的問題，而問題又不因主席自願放棄表決權而解決，則須將問題交由董事會決議來決定(就此而言，主席將計入法定人數，但不得就此事表決)，而決議將為最後及最終定論，除非主席或其任何聯繫人之利益就其所知的性質及程度未有公平地披露，則作別論。」

“(9) Where a company in which a Director and any of his associates in aggregate own 5 per cent. or more is materially interested in a contract, he also shall be deemed materially interested in that contract.”

“(11) If any question arises at any meeting as to the materiality of an interest of a Director (other than the chairman of the meeting) and any of his associates or as to the entitlement of any Director (other than the chairman of the meeting) to vote and the question is not resolved by his voluntarily agreeing to abstain from voting, the question shall be referred to the chairman of the meeting and his ruling in relation to the Director concerned shall be final and conclusive except in a case where the nature or extent of the interest of the Director or any of his associates concerned, so far as known to him, has not been fairly disclosed. If any question shall arise in respect of the chairman of the meeting or any of his associates and is not resolved by his voluntarily agreeing to abstain from voting, the question shall be decided by a resolution of the Directors (for which purpose the chairman shall be counted in the quorum but shall not vote on the matter) and the resolution shall be final and conclusive except in a case where the nature or extent of the interest of the chairman or any of his associates, so far as known to him, has not been fairly disclosed.”

承董事會命
黎穎雅
公司秘書

By Order of the Board
Lai Wing Nga
Company Secretary

香港，二零零四年三月二十五日

Hong Kong, 25 March 2004

附註：

Notes:

- (a) 有權出席大會並於會上投票之股東均有權委派一名或最多兩名受委代表代其出席及投票表決。倘超過一名受委代表獲委任，則須就獲委任之每名受委代表列明股份之數目及類別。受委代表毋須為本銀行之股東。
- (b) 代表委任表格，連同經簽署之授權書或其他授權文件(如有)或經由公證人簽署證明之有關授權書，須於大會或其任何續會指定舉行時間48小時前交回本銀行之股份過戶登記處，登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。填妥及交回代表委任表格後，股東仍可親自出席大會或其任何續會，並於會上投票。

- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or a maximum of two proxies to attend and, on a poll, to vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Bank.
- (b) 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 such power of attorney, must be lodged with the Bank's Share Registrars, Tengis Limited at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof) and in default the proxy shall not be treated as valid. Completion and return of a form of proxy will not preclude members from attending in person and voting at the meeting or any adjournment thereof should they so wish.

- (c) 本銀行將由二零零四年四月十五日(星期四)至二零零四年四月二十二日(星期四)(包括首尾兩日)，暫停辦理股份過戶登記手續。為符合資格享有是次股息分派，過戶表格連同有關股票，最遲須於二零零四年四月十四日(星期三)下午四時正前送抵本銀行之股份過戶登記處登捷時有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下。
- (d) 本銀行將按香港聯合交易所有限公司證券上市規則(「上市規則」)之規定，約於二零零四年三月三十日向股東寄發有關第七項普通決議案之說明函件。
- (e) 就上述第六及第七項普通決議案，本銀行現正按照公司條例及上市規則徵求股東批准一般授權，以便本銀行有需要發行新股份或購回本銀行任何現有股份時，本銀行董事會可靈活運用酌情權配發及發行最多達本銀行已發行股本20%之股份，連同本銀行根據第七項普通決議案所述的一般授權購回之股份數目(詳情載述於第六、七及八項決議案)。
- (f) 第二項特別決議案的目的乃為配合於二零零四年二月十三日生效之公司條例、將於二零零四年三月三十一日生效之上市規則作出的各項修訂及總體上為清晰及／或改善本銀行組織章程細則之若干條文之草擬。
- (c) The register of members of the Bank will be closed from Thursday, 15 April 2004 to Thursday, 22 April 2004, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed dividends, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Bank's Share Registrars, Tengis Limited at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong by no later than 4:00 p.m. on Wednesday, 14 April 2004.
- (d) In relation to Ordinary Resolution No. 7, an explanatory statement (as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")) is being sent to shareholders on or about 30 March 2004.
- (e) In connection with Ordinary Resolution Nos. 6 and 7 above, approval is being sought from members, as a general mandate in compliance with the Companies Ordinance and the Listing Rules, so that in the event it becomes desirable for the Bank to issue any new shares or to repurchase any existing shares of the Bank, the Board of Directors of the Bank are given the flexibility and discretion to allot and issue new shares up to 20% of the issued share capital of the Bank, together with such number of shares as may be repurchased by the Bank pursuant to the general mandate under Ordinary Resolution No. 7, as more particularly described in Ordinary Resolution Nos. 6, 7 and 8.
- (f) The purpose of Special Resolution No. 2 is to bring the Articles of Association of the Bank in line with certain changes to the Companies Ordinance which came into effect on 13 February 2004, the Listing Rules which will come into effect on 31 March 2004 and to generally clarify and/or improve the drafting of certain provisions of the Articles of Association of the Bank.