

NOTICE OF ANNUAL GENERAL MEETING

(q) by amending Article 171 in the following manner:

- (i) by re-numbering the first paragraph of the existing Article 171 as sub-clause (i) of Article 171;
- (ii) by re-numbering the second paragraph of the existing Article 171 as sub-clause (ii) of Article 171;
- (iii) by adding the following as sub-clause (iii) of Article 171:

“The Company may purchase and maintain insurance for the benefit of the Company and/or any related company and/or of any Director, manager, secretary or officer of the Company against:

- (a) (in the case of the Company and/or any related company) any loss, damage, liability and claim which it may suffer or sustain in connection with any breach by the Directors (and/or other officers and/or other persons) or any of them of their duties to the Company;
- (b) (in the case of any Director, manager, secretary or officer of the Company) any liability to the Company, a related company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or a related company; and
- (c) (in the case of any Director, manager, secretary or officer of the Company) any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company.

For the purpose of this Article 171(iii), “related company” means any company that is the Company’s subsidiary or holding company or a subsidiary of that holding company.”; and

(r) by amending Article 174 in the following manner:

- (i) replacing the words “Part II of the SDI Ordinance” in Article 174(iii)(c) with the words “Part XV of the S&F Ordinance”;
- (ii) replacing Article 174(iii)(f) in its entirety with the following:

““S&F Ordinance” means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof for the time being in force and includes every other ordinance incorporated therewith or substituted therefor and in the case of any substitution the references in these Articles to the provisions of the S&F Ordinance are to be read as references to the provisions substituted therefor in the new ordinance.”;
- (iii) replacing the words “section 8(3) of the SDI Ordinance” in Article 174(iii)(g)(6) with the words “section 316(4) of the S&F Ordinance”;

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- (iv) replacing the words “section 2 of the SDI Ordinance” in Article 174(iii)(i) with the words “section 308 of the S&F Ordinance”; and
- (v) replacing the words “SDI Ordinance” in Article 174(viii) with the words “S&F Ordinance”.

Any other ordinary business

- (9) To transact any other ordinary business.

By Order of the Board
Michael K W Yeung
Company Secretary

10 March 2004

Notes:

- i. A shareholder entitled to attend and vote at the annual general meeting in question is entitled to appoint a proxy to attend and vote in his stead. A proxy does not have to be a shareholder of the Bank. Proxy forms are to be lodged with the registered office of the Bank (currently situated at Ground Floor, New World Tower 2, 16-18 Queen’s Road Central, Hong Kong) not later than 48 hours before the time for the holding of the annual general meeting in question or any adjournment thereof.
- ii. The Register of Members of the Bank will be closed from Thursday, 15 April 2004 to Wednesday, 21 April 2004 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for the final dividend in question, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Bank’s Share Registrars and Transfer Office, Computershare Hong Kong Investor Services Limited of 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 4 pm on Wednesday, 14 April 2004.
- iii. The purpose of Resolution 8 is to make certain changes to the provisions of the Articles of Association of the Bank to bring them in line with certain recent changes to both the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Companies Ordinance and to improve the drafting of certain provisions of the Bank’s Articles of Association.
- iv. The Bank’s Memorandum and Articles of Association is written in the English language and there is no official Chinese translation thereof. In case of any discrepancies between the English version of the proposed amendments to the Bank’s Articles of Association and its Chinese translation, the English version shall prevail in all circumstances.