

NOTICE OF EIGHTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighty-fifth 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 Wednesday, 31st March, 2004 at 11:00 a.m. for the following purposes:

1. To receive and consider the Audited Accounts and the Reports of the Directors and of the Auditors for the year ended 31st December, 2003;
2. To declare a final dividend;
3. To elect Directors;
4. To appoint Auditors and authorise the Directors to fix their remuneration;

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

Special Resolution

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

- (a) by deleting the word "special" wherever it appears in Article 76 and substituting therefor the word "ordinary" in each case;
- (b) by deleting the words "and all of the other Directors are not less than seven in number" in Article 78(a);
- (c) by altering Article 119 in the following manner:
 - (i) adding the words "direct debit, bank transfer or other automated system of bank transfer," immediately following the words "paid by" in the second line of Article 119;
 - (ii) adding the words ", and in the case of a cheque or warrant, the same be," immediately before the words "sent through" in the second line of Article 119;

(d) by altering Article 135 in the following manner:

- (i) renumbering the existing Article 135 as sub-clause (A) of Article 135;
- (ii) adding the following as sub-clause (B) of Article 135:

"(B) The Company may purchase and maintain insurance for the benefit of the Company and/or any related company and/or of any Director, Executive 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, Executive 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, Executive 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 135(B), "related company" means any company that is the Company's subsidiary or holding company or a subsidiary of that holding company."

第85屆股東周年常會通告

敬啟者：本銀行謹訂於2004年3月31日星期三上午11時在香港中環干諾道中3號麗嘉酒店大禮堂舉行第85屆股東周年常會討論下列事項：

1. 省覽及接納截至2003年12月31日止年度已審核賬目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. 聘請核數師並授權董事會釐訂其酬金；

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：

特別決議案

5. 「動議以下列方式修訂本銀行的組織章程細則：
 - (a) 把所有於第76條中的「特別」一詞刪除並以「普通」一詞代替；
 - (b) 刪除於第78條(a)款中的「而其數目不少於七者。」；
 - (c) 以下列方式更改第119條：
 - (i) 第一行「支票」一詞前加入「直接支帳付款，銀行轉賬，其他銀行自動轉賬系統。」；
 - (ii) 第二行「股息單」一詞後加入「支付。如屬支票或股息單，則把該支票或股息單」；

(d) 以下列方式更改第135條：

- (i) 把原有的第135條重新編號為第135條(A)款；
- (ii) 加入第135條(B)款如下：

「(B)公司可為本身及/或任何有關連的公司及/或任何董事，執行董事，經理，秘書或職員購買並持有保險：

(a) (就公司本身及/或任何有關連的公司而言)因該名董事(及/或其他職員及/或其他人士)失職而導致公司蒙受或承受任何損失、毀壞、責任及索償；

(b) (就公司之任何董事、執行董事、經理、秘書或職員而言)因該名董事、執行董事、經理、秘書或職員犯了與該公司或某有關連的公司有關的疏忽、失責、失職或違背信託行為(欺詐行為除外)而招致對該公司、某有關連的公司或任何其他人的法律責任；及

(c) (就公司之任何董事、執行董事、經理、秘書或職員而言)因該名董事、執行董事、經理、秘書或職員犯了與該公司或某有關連的公司有關的疏忽、失責、失職或違背信託行為(包括欺詐行為)而在針對他提出的民事或刑事法律程序中進行辯護所招致的法律責任。

就第135條(B)款而言，「有關連的公司」指公司的附屬公司或控股公司；或指公司的控股公司的附屬公司。」

Ordinary Resolutions

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) 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
- (iii) 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."

普通決議案

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

(iii) 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。」

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。」

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, 10th February, 2004

Notes:

- a. *The Register of Members of the Bank will be closed from Friday, 5th March, 2004 to Wednesday, 10th March, 2004. 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. Thursday, 4th March, 2004.*
- b. *The Chairman of the Board has indicated that he would direct that each of the resolutions set out in the notice of the meeting be voted on by poll.*
- c. *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.*
- d. *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 5 above on amendments of Articles of Association is purely a translation only. Should there be any discrepancies, the English version will prevail. The purpose of item 5 is to bring the Articles of Association in line with certain changes to the Companies Ordinance which will come into effect*

on 13th February, 2004 (including matters regarding removal of Directors and the purchase of insurance in relation to Directors and other officers of the Bank), to provide flexibility in relation to the means of making payments to members and to generally clarify and/or improve the drafting of certain provisions of the Articles of Association of the Bank.

The following are the existing Articles 76, 78, 119 and 135 of the Articles of Association of the Bank:

Article 76

"The Company may by special resolution remove any Director before the expiration of his period of office and may (subject to these Articles) by special resolution appoint another person in his place. Any person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director."

Article 78

"Without prejudice to the provisions for retirement by rotation hereinafter contained, the office of a Director shall be vacated in any of the events following, namely:

- (a) *if by notice in writing delivered to the Office or tendered at a meeting of the Board his resignation is requested by all of the other Directors and all of the other Directors are not less than seven in number;"*

Article 119

"Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders."

Article 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."

第85屆股東周年常會通告(續)

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

秘書

何金蘭 謹啟

香港，2004年2月10日

附註：

- a. 由2004年3月5日星期五起至3月10日星期三止，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2004年3月4日星期四下午4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. 董事會主席已表示他將指示以全體投票方式表決所有於本會議通告中列明之決議案。
- c. 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。該代表人不須為本銀行的股東。
- d. 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5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。第5項修訂組織章程細則的目的是為配合將於2004年2月13日生效對公司條例作出的各項修改(包括董

事的免任及有關為銀行董事和其他職員購買保險事宜)，為對股東支付款項提供具彈性的方法及總體上為清晰及/或改善本銀行組織章程細則某些現有條款之草擬。

下列乃本銀行組織章程細則中現有之第76、78、119及135條：

第76條

「本公司可以特別議案辭退任期未屆滿之董事，亦可(除非本章程另有規定)以特別議案委任另一人取代其位，被委任之任何人仕應在被辭退之董事原來任期屆滿之時卸任，猶如其在被辭退之董事之上任日已取代其位論。」

第78條

「在不影響後述之輪值告退條款下，董事應在下述事件中被停職，即：

- (a) 若所有其他董事而其數目不少於七者，向辦事處或在董事會會議中呈遞書面通知請求該董事辭職；」

第119條

「任何應以現金支付予股份持有人之股息、利息或其他款項可以支票或股息單郵寄往持有人之登記地址或在共同持有人之情況下，登記冊上有關股份持有人排名最首者之登記地址或該持有人或共同持有人書面指示之人仕及其地址。除非持有人或共同持有人另有指示，每一張該等支票或股息單將根據持有人之指定為抬頭人，或在共同持有人之情況下，根據登記冊上有關股份之排名最首者之指示作抬頭人，郵寄風險由有關人承擔，銀行兌現支票或股息單即證明本公司已有效清繳。兩個或以上之共同持有人之任何一人皆可就該等共同持有人持有之股份獲分配之任何股息或其他款項或資產分配，發出有效之收據。」

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。」