

## Notice of Annual General Meeting

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, 24th April, 2003 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, 2002;
2. To declare a final and a special 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. THAT

- (a) with effect from the close of business of the day on which this resolution is passed, the existing share option scheme (the "Existing Scheme") adopted by the Bank pursuant to an ordinary resolution of an extraordinary general meeting passed by the shareholders of the Bank on 9th June, 1993 as amended by an ordinary resolution of an Annual General Meeting by the shareholders of the Bank passed on 26th April, 2001 (a copy of the Existing Scheme having been produced to the meeting marked "A" and signed by the chairman of the meeting for the purposes of identification), be and it is hereby terminated and shall cease to have any further effect save and except that the Existing Scheme will remain in force to the extent necessary to give effect to the exercise of the options granted thereunder prior to termination thereof; and
- (b) subject to the passing of resolution (a) above and with effect from the close of business of the day on which this resolution is passed, the rules of the share option scheme (the "New Scheme"), the principal terms of which are particularly described in the circular (the "Circular") to the shareholders of the Bank dated 2nd April, 2003 (a copy of the New Scheme and the Circular having been produced to the meeting marked "B" and "C", respectively and signed by the chairman of the meeting for the purposes of identification), be approved and adopted and the directors of the Bank be and they are hereby authorised to approve any amendments to the rules of the New Scheme as may be acceptable or not objected to by The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), and at their absolute discretion to grant options to subscribe for Shares thereunder and to allot, issue and deal with shares of HK\$1.00 each in the Bank pursuant to the exercise of options granted under the New Scheme and to take all such steps as may be necessary, desirable or expedient to carry into effect the New Scheme with effect from the close of business of the day on which this resolution is passed.

6. THAT

- (a) subject to paragraph (b) below and the passing of resolution 5(a) above, pursuant to the Rules (the "Listing Rules") Governing the Listing of Securities on the Stock Exchange and the terms of the New Scheme (as defined in resolution 5(b)), the directors of the Bank are hereby authorised to grant options under the New Scheme and to allot, issue and otherwise deal with shares (each a "Share") of HK\$1.00 each in the capital of the Bank pursuant to the exercise of option granted under the New Scheme to the extent of 5% of the shares in issue as at the date of the approval of the New Scheme; and
- (b) the aggregate nominal amount of share capital to be allotted and issued pursuant to paragraph (a) above, together with an issue of Shares upon the exercise of any options granted under any other share option scheme (excluding the options granted under the Existing Scheme) of the Bank as may from time to time adopted by the Bank, shall not exceed the aggregate of 5% of the Shares in issue as at the date of the approval of the New Scheme.

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### 7. THAT

- (a) 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 any share option schemes for the time being adopted for the grant or issue to the employees of the Bank and its subsidiaries of shares of the Bank, shall not exceed 20% of the aggregate nominal amount of the share capital of the Bank in issue at the date of this Resolution; 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.

### 8. THAT

- (a) subject to paragraph (b) below, the exercise by the Directors of the Bank during the Relevant Period (as defined in Resolution No. 7(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
  - (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
9. That the general mandate granted to the Directors to allot shares pursuant to the Resolution No. 7 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. 8 of the notice of this meeting.

The Register of Members will be closed from Tuesday, 22nd April, 2003 to Thursday, 24th April, 2003, both days inclusive, during which period no share transfers will be registered.

The proposed final and special dividend of HK\$0.79 and HK\$0.66 per share respectively, if approved, will be paid on Monday, 12th May, 2003 to shareholders whose names are on the Register of Members on 24th April, 2003.

By Order of the Board

**Louis C W Ho**

*Director and Secretary*

Hong Kong, 13th March, 2003

*Notes:*

1. In order to qualify for the proposed dividends, all transfers accompanied by the relevant share certificates must be lodged with the Registrars of the Bank, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on Thursday, 17th April, 2003.
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.