

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN THAT the 2001 Annual General Meeting of FPB Bank Holding Company Limited (the "Company") will be held at 21st Floor, The Bank of East Asia Building, 10 Des Voeux Road Central, Hong Kong on Wednesday, 28 March 2001 at 2:30 p.m. for the following purposes:

1. To receive and adopt the Audited Accounts and the Reports of the Directors and Auditors for the year ended 31 December 2000.
2. To re-elect Directors and fix their remuneration.
3. To consider and, if thought fit, pass the following as an Ordinary Resolution:

"THAT KPMG be hereby appointed Auditors of the Company to hold office until the conclusion of the next annual general meeting to fill the casual vacancy created by PricewaterhouseCoopers, the retiring auditors, who do not offer for re-appointment and FURTHER THAT the Board of Directors be hereby authorised to fix Auditors' remuneration."

4. As special business, to consider and, if thought fit, pass the following as an Ordinary Resolution:

"(i) THAT subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot and issue additional shares in the Company and to make or grant offers, agreements or options which might require the exercise of such power be hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors of the Company and shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements or options which might require the exercise of such power after the end of the Relevant Period;

第一太銀控股有限公司(「本公司」)茲訂於2001年3月28日(星期三)下午二時三十分於香港德輔道中10號東亞銀行大廈21樓召開本公司之2001年度股東週年大會，商議下列事項：

1. 省覽截至2000年12月31日止年度之經審核賬目及董事會與核數師報告。
2. 重選董事及釐定董事酬金。
3. 考慮下列議案，如認為適當，即通過為普通議案：

「動議茲聘任畢馬威會計師事務所為本公司核數師，直至下次股東週年大會結束，以替代任滿告退而不膺聘連任之羅兵咸永道會計師事務所之空缺；並動議授權董事會釐定核數師之酬金。」

4. 特別事項：考慮下列議案，如認為適當，即通過為普通議案：

「(i) 動議在下文(iii)段之限制下，批准一般性及無條件授權本公司董事會在有關期間內行使本公司所有權力，以配發及發行本公司之新增股份，並作出或授出倘行使此等權力所需之售股建議、協議或購股權；

(ii) 上文(i)段獲批准者將為本公司董事會所獲之額外授權，授予本公司董事會權力在有關期間內作出或授出於有關期間後行使此等權力之售股建議、協議或購股權；

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(iii) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued, whether pursuant to an option or otherwise, by the Directors of the Company pursuant to the approval in paragraph (i) above, otherwise than pursuant to a Rights Issue, shall not exceed twenty per cent (20%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution; and

(iv) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- the conclusion of the next annual general meeting of the Company;
- the expiration of the period within which the next annual general meeting of the Company is required by law or by the Bye-laws of the Company to be held; and
- the date upon which the authority set out in this Resolution is revoked or varied by Ordinary Resolution in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares, subject to such exclusions or other arrangements as the Directors of the Company 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 recognised regulatory body or any stock exchange in any territory outside Hong Kong.”

Dated this 5th day of March, 2001.

By Order of the Board
Jessica K. M. Tse
Corporate Secretary

(iii) 除配售新股外，本公司董事會依據上文(i)段批准配發及發行，或同意有條件或無條件配發及發行(不論是否依據購股權或其他權力而配發及發行)之股本面值總額不得超過本公司在本議案日期之已發行股本面值總額20%；及

(iv) 就本議案而言：

「有關期間」指本議案通過之日至下列三者之較早日期為止之期間：

- 本公司下次股東週年大會結束；
- 依照法例或本公司之公司細則規定，本公司須召開下次股東週年大會之期限屆滿時；及
- 股東通過普通議案撤銷或修改本議案所述授權之股東大會日期。

「配售股份」乃指在本公司董事會訂定之期間內，向於指定紀錄日期名列股東名冊之股份持有人按其當時所持股份比例配售新股之建議。惟本公司董事會有權就零碎股份，或因本港以外任何地域之法律或任何認可管制機構或證券交易所之規定所引致之任何限制或責任，而必須或權宜取消若干股東在此方面之權利或作出其他安排。」

2001年3月5日

承董事會命
謝嘉曼
公司秘書

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Principal Office:

22nd Floor
First Pacific Bank Centre
56 Gloucester Road
Hong Kong

Registered Office:

Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

主要辦事處：

香港告士打道56號
第一太平銀行中心
22樓

註冊辦事處：

Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

Notes:

1. With respect of item 3, the change of Auditors is due to the retirement of PricewaterhouseCoopers and the proposed appointment of KPMG as the new Auditors in place of PricewaterhouseCoopers by The Bank of East Asia, Limited, substantial shareholder of the Company. KPMG has been appointed as auditors of the Group of The Bank of East Asia, Limited.
2. Every member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. 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 that power of attorney or authority, must be deposited at the principal office of the Company at 22nd Floor, First Pacific Bank Centre, 56 Gloucester Road, Hong Kong not less than 48 hours before the time appointed for holding the above Meeting or any adjournment thereof.

附註：

1. 有關第3項之動議，更改核數師是由於羅兵咸永道會計師事務所任滿告退，以及由於本公司主要股東東亞銀行有限公司建議聘任畢馬威會計師事務所為新任核數師，以替代羅兵咸永道會計師事務所所致。畢馬威會計師事務所乃受聘為東亞銀行有限公司集團之核數師。
2. 凡有權出席上述股東週年大會投票之股東，均可委派一位或多位代表出席及投票，代表人不必為本公司之股東。
3. 代表委任表格須連同經簽署之授權書或授權文件（如有）或經公證人簽署證明之授權書或授權文件副本，於上述股東週年大會或其任何續會之指定開會時間48小時前，送達香港告士打道56號第一太平銀行中心22樓，即本公司之主要辦事處，方為有效。