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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this Circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Fubon Bank (Hong Kong) Limited, you should at once hand this Circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

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**PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A Notice convening the annual general meeting of Fubon Bank (Hong Kong) Limited (the “Bank”) to be held at 12th Floor, Central Tower, 28 Queen’s Road Central, Hong Kong on Friday, 30 April 2010 at 9:30 a.m. (the “AGM”) is set out on pages 11 to 14 of this Circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Bank’s Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

Pursuant to the Listing Rules, at the AGM a resolution put to the vote of the meeting must be taken by poll. On a poll every member who is present in person or by proxy shall have one vote for every share in the capital of the Bank of which he is the holder.

29 March 2010

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*This Document in both English and Chinese is now available in printed form and on the website of the Bank at <http://www.fubonbank.com.hk>.*

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## DEFINITIONS

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*In this Circular, the following expressions have the following meanings unless the context otherwise requires:—*

“AGM”	the annual general meeting of the Bank to be held at the 12th Floor, Central Tower, 28 Queen’s Road Central, Hong Kong on Friday, 30 April 2010 at 9:30 a.m., the notice of which is set out on pages 11 to 14 of this Circular
“Articles of Association”	the articles of association of the Bank, as originally adopted, or as from time to time altered in accordance with the Companies Ordinance
“Board”	the Board of Directors of the Bank
“Bank”	Fubon Bank (Hong Kong) Limited (富邦銀行(香港)有限公司), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong
“Director(s)”	the director(s) of the Bank
“Fubon Financial”	Fubon Financial Holding Co., Ltd, a financial holding company incorporated in Taiwan, the shares of which are listed on the Taiwan Stock Exchange Corporation
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 March 2010, being the latest practicable date prior to the printing of this Circular for ascertaining certain information contained herein.
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$1.00 each in the issued share capital of the Bank
“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers

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LETTER FROM THE BOARD

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**FUBON BANK (HONG KONG) LIMITED**

*(Incorporated in Hong Kong under the Companies Ordinance)*

**(Stock Code: 636)**

*Executive Directors:*

Pei-Hwa Thomas LIANG

*(Managing Director and Chief Executive Officer)*

Michael CHANG Ming-Yuen

James YIP

*Registered Office:*

Fubon Bank Building

38 Des Voeux Road Central

Hong Kong

*Non-executive Directors:*

Ming-Hsing (Richard) TSAI *(Chairman)*

Ming-Chung (Daniel) TSAI *(Vice Chairman)*

Victor KUNG

David CHANG Kuo-Chun

*Independent Non-executive Directors:*

Robert James KENRICK

Moses TSANG

Hung SHIH

29 March 2010

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this Circular is to provide Shareholders with information in connection with the resolutions proposed at the forthcoming AGM of the Bank to be held on Friday, 30 April 2010 at 9:30 a.m. These include (i) the ordinary resolutions proposing re-election of Directors who are due to retire at the AGM, and (ii) the ordinary resolutions granting the general mandates to issue Shares and repurchase Shares.

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## **LETTER FROM THE BOARD**

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### **2. ADOPTION OF THE AUDITED ACCOUNTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS**

2009 Annual Report incorporating the audited accounts, the Report of the Directors and Auditors for the year ended 31 December 2009 was sent together with this Circular to Shareholders. The audited accounts have been reviewed by the Audit Committee.

### **3. DECLARATION OF FINAL DIVIDEND**

The Board has recommended a final dividend of 0.15 Hong Kong Cents per ordinary share for the year 2009 in cash.

The Register of Members of the Bank will be closed from Tuesday, 27 April 2010 to Friday, 30 April 2010, both days inclusive. In order to qualify for the proposed final dividend, all transfer documents, accompanied by the relevant share certificates should be lodged for registration with the Bank's Share Registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 26 April 2010.

Subject to the passing of resolution 2 in the Notice of the AGM, such final dividend will be paid on or about Friday, 14 May 2010.

### **4. RE-APPOINTMENT OF AUDITORS**

The Board (which agreed to the view of the Audit Committee) recommended that, subject to the approval of Shareholders at the 2010 AGM, KPMG be re-appointed as the external auditors of the Bank for 2010.

### **5. PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article 77 of the Bank's Articles of Association, Mr. Pei-Hwa Thomas LIANG will hold office until the AGM and, being eligible, offers himself for re-election.

In accordance with Article 81 of the Articles of Association, Mr. Victor KUNG, Mr. Hung SHIH and Mr. James YIP will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this Circular.

### **6. PROPOSED GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES**

At the AGM of the Bank held on 29 April 2009, approvals were given by Shareholders for the granting of, inter alia, (i) a general mandate to the Directors to allot, issue and dispose of Shares up to a maximum of 20% of the issued share capital of the Bank at the date of passing the relevant resolution (the "Share Issue Mandate") and (ii) a general

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## LETTER FROM THE BOARD

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mandate to repurchase Shares on the Stock Exchange up to 10% of the issued share capital of the Bank at the date of passing the relevant resolution (the “Share Repurchase Mandate”). In accordance with the terms of the approvals, that general mandates will shortly expire on 30 April 2010 upon the conclusion of the forthcoming AGM of the Bank to be held on that day. To keep in line with current corporate practice, the grant of fresh general mandates for the same purpose is being sought from Shareholders and ordinary resolutions to grant the Share Issue Mandate and Share Repurchase Mandate to the Directors will be proposed at the forthcoming AGM.

Based on the 1,172,160,000 Shares in issue as at the Latest Practicable Date (and assuming that there is no change in respect of the issued share capital of the Bank after the Latest Practicable Date and up to the passing of the relevant resolution), the Bank will therefore be allowed under the mandate to issue a maximum of 234,432,000 Shares.

The Directors wish to state that concerning the Share Issue Mandate, they have no immediate plans to issue any new Shares of the Bank. Approval is being sought from members for granting such general mandate in order to ensure flexibility and discretion to the Directors when it is desirable to allot additional Shares in the capital of the Bank.

An explanatory statement, as required by the relevant Rules set out in the Listing Rules, in connection with the proposed Share Repurchase Mandate is set out in Appendix II to this Circular.

The full text of the ordinary resolutions to be proposed at the AGM in relation to the Share Issue Mandate and the Share Repurchase Mandate is set out in resolutions 5 to 7 in the Notice of the AGM.

### **7. ANNUAL GENERAL MEETING**

A Notice convening the AGM of the Bank to be held at 12th Floor, Central Tower, 28 Queen’s Road Central, Hong Kong on Friday, 30 April 2010 at 9:30 a.m. is set out in Appendix III to this Circular.

### **8. RECOMMENDATION**

The Directors of the Bank considered that the proposals are in the interests of the Bank and its Shareholders and accordingly recommend that all Shareholders vote in favour of the resolutions at the forthcoming AGM of the Bank.

Yours faithfully,  
For and on behalf of  
**Fubon Bank (Hong Kong) Limited**  
**Ming-Hsing (Richard) Tsai**  
*Chairman*

*The following are the particulars of the four Directors proposed to be re-elected at the AGM to be held on 30 April 2010:*

**1. Victor KUNG**

*Non-executive Director and Member of Audit Committee*

Aged 53. Mr. Kung joined Fubon Group in 2000. He currently serves as Director and President of Fubon Financial Holding Co., Ltd. He first joined Fubon Insurance Co., Ltd. as a Director and Senior Advisor before becoming the President of Fubon Financial Holding Co., Ltd. Prior to this, he was the Executive Vice President of Walden International Investment Group, specializing in private equity investments, and an Executive Director at the private equity investment arm of Citicorp Capital Asia. He is also the Chairman of Fubon Asset Management Co., Ltd. and Director of Taipei Fubon Commercial Bank Co., Ltd. and Fubon Insurance Co., Ltd. Mr. Kung holds both a Master of Business Administration in Finance (1988) and a Master in Economics Degree (1982) from New York University. He became a Director of the Bank in February 2004. Save as disclosed above, Mr. Kung did not hold any directorship in other listed public companies during the last three years.

Mr. Kung does not have any relationships with any other directors, senior management, substantial or controlling Shareholders of the Bank. Mr. Kung has personal interest of 325,571 shares in the Bank's substantial shareholder, Fubon Financial within the meaning of Part XV of the SFO. He was also granted options to acquire 4,240,000 shares in the Bank's substantial shareholder, Fubon Financial.

There is no service contract entered into between Mr. Kung and the Bank and he has no fixed terms of service with the Bank but is subject to retirement by rotation and re-election at the annual general meeting of the Bank in accordance with the Articles of Association. Mr. Kung is entitled to annual duty fees of HK\$225,000 for serving as non-executive director and HK\$67,500 for serving as a member of the Audit Committee. Such fees have been determined by the Board with reference to the duties and responsibilities of directors in accordance with market benchmark.

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**2. Hung SHIH*****Independent Non-executive Director and Member of Audit Committee and Remuneration Committee***

Aged 55. Mr. Shih is the Managing Director of China Renaissance Capital Investment Limited. He was previously a Managing Director and the China Country Head of UBS AG. Mr. Shih holds both a Master of Business Administration Degree (1982) and a Master of Law Degree (1980) from the University of Michigan, as well as a Bachelor of Law Degree (1976) from National Taiwan University. He became a Director of the Bank in February 2004. Save as disclosed above, Mr. Shih did not hold any directorship in other listed public companies during the last three years.

Mr. Shih does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Bank nor have any interests in the shares of the Bank within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Shih and the Bank and he has no fixed terms of service with the Bank but is subject to retirement by rotation and re-election at the annual general meeting of the Bank in accordance with the Articles of Association. Mr. Shih is entitled to annual duty fees of HK\$247,500 for serving as an independent non-executive director, HK\$67,500 for serving as a member of the Audit Committee and HK\$15,000 for serving as a member of the Remuneration Committee. Such fees have been determined by the Board with reference to the duties and responsibilities of directors in accordance with market benchmark.

Mr. Shih has met the independence guidelines set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.



**3. James YIP***Executive Director*

Aged 56. Mr. Yip joined the Bank in March 2006. He is the Executive Vice President and Head of Financial Markets Group of the Bank. He was previously the Regional Treasurer, Regional Head of Capital Markets at KBC Bank, NatWest Markets, Chemical Bank and Bank of America. He has over 25 years of senior management experience in Asian treasury and capital markets with major international banks in the Asia-Pacific region; as a result, Mr. Yip has lived and worked in Tokyo, Singapore and Sydney in addition to Hong Kong. Mr. Yip was a President of the Hong Kong Financial Markets Association. He was also the Asia-Pacific Representative for the Committee for Professionalism of the Association Cambiste Internationale from 1985 to 1990. Prior to joining the Bank, he was the Chief Executive Officer and the co-founder of iMarkets Limited. Mr. Yip holds a Master of Applied Finance Degree from Macquarie University, Australia. He became a Director of the Bank in July 2006. Save as disclosed above, Mr. Yip did not hold any directorship in other listed public companies during the last three years.

Mr. Yip does not have any relationships with any other directors, senior management, substantial or controlling Shareholders of the Bank. Mr. Yip was granted options to acquire 1,953,500 shares in the Bank's substantial shareholder, Fubon Financial.

There is a service contract entered into between Mr. Yip and the Bank for serving as the Executive Vice President of the Bank. Mr. Yip is also subject to retirement by rotation and re-election at the annual general meeting of the Bank in accordance with the Articles of Association. Besides the remuneration package for serving as the Executive Vice President, Mr. Yip is also entitled to annual duty fee of HK\$225,000 for serving as an executive director. Such fee has been determined by the Board with reference to the duties and responsibilities of directors in accordance with market benchmark.

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**4. Pei-Hwa Thomas LIANG*****Managing Director and Chief Executive Officer and Member of the Executive Credit Committee***

Aged 58. Mr. Liang was appointed Managing Director and Chief Executive Officer of the Bank on 9 November 2009. Mr. Liang is a veteran banker with extensive experience in financial services and IT. He joined Fubon Group in 2005 and currently serves as Head of Consumer Finance Group of Fubon Financial Holding Co., Ltd. Prior to joining the Bank, he held various senior positions within the Group including President of Retail Banking of Taipei Fubon Commercial Bank Co., Ltd., Head of IT & Operations Department of Fubon Financial Holding Co., Ltd., Director of Fubon Direct Marketing Consulting Co., Ltd. and Chairman of Taiwan Sport Lottery Corporation. Before joining Fubon Group, Mr. Liang was Deputy Executive Vice President of Far Eastern International Bank in charge of the credit card business, Country Strategic Cost Management Head and Card Center Operation & Technology Group Head of Citibank Taiwan, and held important positions in several IT companies. Mr. Liang holds a Master of Science Degree in Operations Research from Case Western Reserve University, U.S.A. and a Bachelor Degree in Industrial Engineering from Chung Yuan Christian University, Taiwan. He became a Director of the Bank in November 2009. Save as disclosed above, Mr. Liang did not hold any directorship in other listed public companies during the last three years.

Mr. Liang does not have any relationships with any other directors, senior management, substantial or controlling Shareholders of the Bank. Mr. Liang has personal interest of 37,000 shares in the Bank's substantial shareholder, Fubon Financial within the meaning of Part XV of the SFO. He was also granted options to acquire 3,220,000 shares in the Bank's substantial shareholder, Fubon Financial.

There is a service contract entered into between Mr. Liang and the Bank for serving as the Managing Director and Chief Executive Officer of the Bank. Mr. Liang is also subject to retirement by rotation and re-election at the annual general meeting of the Bank in accordance with the Articles of Association. Besides the remuneration package for serving as the Managing Director and Chief Executive Officer, Mr. Liang is also entitled to annual duty fees of HK\$225,000 for serving as an executive director and HK\$56,250 for serving as a member of the Executive Credit Committee. Such fees have been determined by the Board with reference to the duties and responsibilities of directors in accordance with market benchmark.

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

*This explanatory statement which constitutes the Memorandum under Section 49BA of the Companies Ordinance is required to be sent to Shareholders under the Listing Rules in connection with the proposed Share Repurchase Mandate.*

### **1. Share Capital**

It is proposed at the forthcoming AGM to grant a general mandate to the Directors to exercise all powers of the Bank to repurchase on the Stock Exchange fully paid-up Shares of the Bank representing up to a maximum of 10% of the share capital of the Bank in issue on the date the resolution is passed. Based on the 1,172,160,000 Shares in issue as at the Latest Practicable Date, the Bank will therefore be allowed under the Share Repurchase Mandate to repurchase a maximum of 117,216,000 Shares.

### **2. Reasons for Repurchase**

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the Share Repurchase Mandate will be beneficial to the Bank and its Shareholders. Such repurchases may enhance the value of the Shares or earning per Share.

### **3. Funding of Repurchase**

The Directors propose that repurchases of Shares under the Share Repurchase Mandate will be financed from the available cash flow or working capital facilities of the Bank and its subsidiaries. In repurchasing Shares, the Bank may only supply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the laws of Hong Kong.

There may be material adverse impact on the working capital or gearing position of the Bank (as compared with the position disclosed in its most recent published audited accounts) in the event that the proposed Share repurchases are to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as will, in the circumstances, have a material adverse effect on the working capital requirements of the Bank or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Bank.

### **4. Directors, their associates and connected persons**

There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any associates of the Directors who have a present intention, in the event that the Share Repurchase Mandate is granted by Shareholders, to sell Shares to the Bank.

No connected persons of the Bank (as defined in the Listing Rules) have notified it of a present intention to sell Shares to the Bank or given an undertaking to it not to sell any such Shares to the Bank in the event that the Share Repurchase Mandate is granted by Shareholders.

## 5. Undertaking of the Directors

The Directors have undertaken to the Stock Exchange to exercise the power of the Bank to make purchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the laws of Hong Kong and in accordance with the regulations set out in the Memorandum and Articles of Association of the Bank.

## 6. Effect of Hong Kong Code on Takeovers and Mergers

The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any purchases to be made under the Share Repurchase Mandate. As at the Latest Practicable Date, there was one substantial Shareholder holding more than 10% of the issued share capital of the Bank namely, Fubon Financial holding 75%. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate, the registered shareholding of Fubon Financial would be increased to approximately 83.33% of the issued share capital of the Bank and such increases will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

## 7. Repurchases made by the Bank

No purchases have been made by the Bank of its Shares in the six months prior to the date of this document.

## 8. Market Prices

The highest and lowest prices at which Shares had traded on the Stock Exchange in each of the previous twelve months were as follows:

	Highest HK\$	Lowest HK\$
March 2009	2.16	1.78
April 2009	2.67	2.06
May 2009	4.08	2.98
June 2009	4.03	3.60
July 2009	3.94	3.57
August 2009	3.92	3.17
September 2009	3.59	3.18
October 2009	3.65	3.32
November 2009	4.32	3.49
December 2009	4.04	3.54
January 2010	3.81	3.10
February 2010	3.26	3.08

**FUBON BANK (HONG KONG) LIMITED**

*(Incorporated in Hong Kong under the Companies Ordinance)*

**(Stock Code: 636)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of the Bank will be held at the 12th Floor, Central Tower, 28 Queen's Road Central, Hong Kong on Friday, 30 April 2010 at 9:30 a.m. for the following purposes:

- (1) To receive and consider the Audited Accounts and the Reports of the Directors and Auditors for the year ended 31 December 2009;
- (2) To declare a final dividend;
- (3) To re-elect Directors of the Bank;
- (4) To re-appoint Auditors of the Bank;

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

**ORDINARY RESOLUTIONS**

- (5) **THAT**
  - (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Bank to allot, issue and deal with any unissued shares in the capital of the Bank and to make or grant offers, agreements and options which would or might require any unissued shares of the Bank to be allotted and issued be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph 5(a) shall authorise the Directors during the Relevant Period to make and grant offers, agreement and options which would or might require shares to be allotted, issued or disposed of after the end of the Relevant Period;
  - (c) the aggregate nominal amount of share capital allotted and issued, or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise), by the Directors pursuant to the approval in paragraph 5(a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Bank and/or any of its subsidiaries of shares or rights to acquire shares of the Bank; (iii) any scrip dividend or similar arrangement

providing for the allotment of shares of the Bank in lieu of the whole or part of a dividend payable in respect of shares of the Bank in accordance with the Articles of Association of the Bank; or (iv) any specific authority, shall not exceed the sum of (aa) 20 (twenty) per cent of the aggregate nominal amount of the share capital of the Bank in issue as at the date hereof and (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Bank) the aggregate nominal amount of the share capital of the Bank repurchased by the Bank since the granting of the general mandate (up to a maximum number of shares as will represent 10 (ten) per cent of the issued share capital of the Bank) as at the date hereof, and the said approval shall be limited accordingly; and

(d) 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Bank is required by the Companies Ordinance to be held; and
- (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; and

“Rights Issue” means an offer of shares or other securities open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holding of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory including without limitation, arrangements relating to the disposal of shares or other securities which, by reason of such exclusions or arrangements, are not allotted to the shareholders which would otherwise have been entitled thereto).

- (6) **THAT** the Directors of the Bank be and they are hereby authorised to exercise the powers of the Bank referred to in paragraph (a) of the Resolution set out as Resolution (5) in the Notice of the meeting of which this Resolution forms a part in respect of the share capital of the Bank referred to in sub-paragraph (bb) of paragraph (c) of such Resolution.

## (7) THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Bank to repurchase issued shares in the capital of the Bank on the Stock Exchange or any other stock exchange on which the shares of the Bank may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital repurchased by the Bank pursuant to the approval in paragraph 7(a) shall not exceed 10 (ten) per cent of the issued share capital of the Bank as at the date hereof and the said approval shall be limited accordingly.
- (c) for the purposes of the 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Bank is required by the Companies Ordinance to be held; and
- (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.

By Order of the Board  
**Juliana CHIU Yuk Ching**  
*Company Secretary*

Hong Kong, 29 March 2010

*Notes:*

- (i) The Register of Members of the Bank will be closed from Tuesday, 27 April 2010 to Friday, 30 April 2010, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Bank's Share Registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 26 April 2010.
- (ii) A member entitled to attend and vote at the above meeting may appoint a proxy to attend and vote in his or her place. The number of proxy so appointed shall not exceed two. A proxy need not be a member of the Bank. A form of proxy for use at the meeting is enclosed. Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions thereon. All proxies must be deposited with the Bank's Share Registrar, Computershare Hong Kong Investor Services Limited, Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time of the Meeting.

*As at the date of this Notice, the Board comprises Pei-Hwa Thomas LIANG (Managing Director and Chief Executive Officer), Michael CHANG Ming-Yuen, James YIP as Executive Directors; Ming-Hsing (Richard) TSAI (Chairman), Ming-Chung (Daniel) TSAI (Vice Chairman), Victor KUNG, David CHANG Kuo-Chun as Non-Executive Directors; and Robert James KENRICK, Moses TSANG, Hung SHIH as Independent Non-Executive Directors.*