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BEA 東亞銀行

The Bank of East Asia, Limited

東亞銀行有限公司

(Incorporated in Hong Kong with limited liability in 1918)

(Stock Code: 23)

NOTICE OF ONE HUNDRED AND SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the One Hundred and Second Annual General Meeting (the “**2021 AGM**”) of the members of The Bank of East Asia, Limited (the “**Bank**”) will be held in the Grand Ballroom, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong on Thursday, 6th May, 2021 at 11:30 a.m. for the following purposes:

1. To receive the Audited Financial Statements for the year ended 31st December, 2020 together with the Report of the Directors and the Independent Auditor’s Report thereon.
2. To re-appoint KPMG as Auditor of the Bank and authorise the Directors to fix the Auditor’s remuneration.
3. To re-elect the following Directors:
 - (a) Mr. Adrian David LI Man-kiu
 - (b) Mr. Brian David LI Man-bun
 - (c) Dr. David MONG Tak-yeung
 - (d) Dr. Francisco Javier SERRADO TREPAT

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

4. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of and permission to deal in the shares to be issued and allotted pursuant to the exercise of the options in accordance with the terms and conditions of the Staff Share Option Scheme 2021 of the Bank (the “**Scheme 2021**”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the Chairman thereof, the Scheme 2021 be and is hereby approved and be adopted on 6th May, 2021, and the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme 2021 including but without limitation:

- (a) to administer the Scheme 2021 under which options will be granted to Eligible Persons under the Scheme 2021 to subscribe for ordinary shares of the Bank (the “**Shares**”);
- (b) to modify and/or amend the Scheme 2021 from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme 2021 relating to modification and/or amendment, provided always that the total number of Shares subject to the Scheme 2021 shall not exceed the limits referred to therein;
- (c) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the Scheme 2021 provided always that the total number of Shares in respect of which options may be granted under the Scheme 2021 (and any other share option schemes) shall not, in aggregate, exceed 5% of the relevant class of the issued shares of the Bank as at the date of passing this Resolution, but the Bank may seek approval of its shareholders in general meeting for refreshing the 5% limit under the Scheme 2021 and the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Scheme 2021 and any other share option schemes of the Bank in issue shall not exceed 15% of the relevant class of the issued shares of the Bank from time to time;
- (d) to make application at the appropriate time or times to the Stock Exchange; and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of and permission to deal in any Shares which hereafter from time to time be issued and allotted pursuant to the exercise of the options under the Scheme 2021; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Scheme 2021.”

5. **“THAT:**

- (a) Subject to paragraph (b) of this Resolution, a general mandate be and is hereby unconditionally given to the Directors of the Bank to exercise during the Relevant Period (as defined below) all the powers of the Bank to allot, issue and otherwise deal with additional shares of the Bank and to make, issue or grant offers, agreements, options, warrants, rights to subscribe for or convert any securities into shares of the Bank or other securities which would or might require shares in the Bank to be allotted, issued or otherwise dealt with either during or after the Relevant Period;
- (b) the total number of ordinary shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option, warrant, right to subscribe for or convert or otherwise) by the Directors pursuant to the mandate in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);

- (ii) any option scheme or similar arrangement for the time being adopted and approved by the shareholders of the Bank for the grant or issue to employees of the Bank and its subsidiaries of options or rights to subscribe for or acquire shares of the Bank;
- (iii) any scrip dividend or similar arrangement in accordance with the Articles of Association of the Bank; or
- (iv) the exercise of rights of subscription or conversion under the terms of any existing options, warrants, rights of subscription, convertible securities or similar rights granted or issued by the Bank,

shall not exceed 10% of the number of ordinary shares of the Bank in issue as at the date of this Resolution (subject to adjustment in the case of any conversion, consolidation or subdivision of any or all of the shares of the Bank into a larger or smaller number of shares during the Relevant Period), and the said approval shall be limited accordingly; and

- (c) for the purposes of this Resolution:

‘Relevant Period’ means the period from the passing of this Resolution until whichever is the earliest 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 shareholders of the Bank in general meeting.

‘Rights Issue’ means an offer of shares of the Bank or options, warrants or other securities giving the right to subscribe for shares of the Bank or which are convertible into shares of the Bank, open for a period fixed by the Board of Directors of the Bank to holders of shares of the Bank on the register of members on a fixed record date in proportion to their then holdings of such shares of the Bank (subject to such exclusions or other arrangements as the Board of Directors of the Bank may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory outside of Hong Kong).”

6. **“THAT:**

- (a) a general mandate be and is hereby unconditionally granted to the Directors of the Bank to exercise during the Relevant Period (as defined below) all the powers of the Bank to buy back ordinary shares of the Bank in accordance with all applicable laws and regulations and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other relevant stock exchange as amended from time to

time provided however that the maximum number of the shares to be bought back pursuant to the approval in this paragraph shall not exceed 10% of the number of ordinary shares of the Bank in issue as at the date of this Resolution (subject to adjustment in the case of any conversion, consolidation or subdivision of any or all of the shares of the Bank into a larger or smaller number of shares during the Relevant Period), and the said approval shall be limited accordingly; and

(b) for the purposes of this Resolution:

‘Relevant Period’ means the period from the passing of this Resolution until whichever is the earliest 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 shareholders of the Bank in general meeting.”

7. “**THAT**, conditional on the passing of the Resolutions in item 5 and item 6 of the Notice of this Meeting, the general mandate granted to the Directors of the Bank to allot, issue and otherwise deal with additional shares of the Bank pursuant to the Resolution set out in item 5 of the Notice of this Meeting be and is hereby extended by the addition thereto of the number of shares of the Bank bought back by the Bank under the authority granted pursuant to the Resolution set out in item 6 of the Notice of this Meeting.”

By Order of the Board
Alson LAW Chun-tak
Company Secretary

Hong Kong, 29th March, 2021

Notes:

- (a) *For the purpose of determining the Shareholders who are entitled to attend and vote at the 2021 AGM, the Register of Members of the Bank will be closed from Thursday, 29th April, 2021 to Thursday, 6th May, 2021 (both days inclusive). In order to qualify for attending and voting at the 2021 AGM, all transfer documents accompanied by the relevant share certificates should be lodged for registration with the Bank’s Share Registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 4:00 p.m. on Wednesday, 28th April, 2021.*
- (b) *A member entitled to attend and vote at the 2021 AGM may appoint one or more proxies to attend and vote in his/her place at the 2021 AGM (or at any adjournment thereof) provided that each proxy is appointed to represent the respective number of shares held by the member as specified in the relevant proxy form. A proxy need not be a member of the Bank.*

- (c) *To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, shall be delivered to the Bank's Share Registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the 2021 AGM or any adjournment thereof (as the case may be). Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.*
- (d) *In view of the ever-evolving COVID-19 pandemic situation in Hong Kong, the Bank strongly encourages the Shareholders to appoint the chairman of the 2021 AGM as his/her proxy to vote on the resolutions, instead of attending the 2021 AGM in person, for the sake of the Shareholders' and other participants' health and safety.*

Subject to the development of the COVID-19 pandemic, the Bank may be required to change the meeting arrangements for the 2021 AGM at short notice. Shareholders are advised to check the websites of Hong Kong Exchanges and Clearing Limited ("HKEX") (www.hkexnews.hk) and the Bank (www.hkbea.com) for further announcement(s) and update(s) on such arrangements and/or further precautionary measures to be taken.

- (e) *As set out in the Letter from the Executive Chairman included in the circular to the Shareholders dated 29th March, 2021 (the "Circular"), each of the resolutions set out in this Notice shall be voted on by poll and the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the 2021 AGM. Please refer to the Circular for details of the matters for which the resolutions are concerned.*
- (f) *The biographical details of all Directors who offer themselves for re-election at the 2021 AGM, the terms of the Staff Share Option Scheme 2021 and an explanatory statement on share buy-back mandate are set out in Appendices 1 to 3 to the Circular, respectively.*
- (g) *If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:30 a.m. on the date of the 2021 AGM, the meeting will be postponed or adjourned. The Bank will post an announcement on the websites of HKEX and the Bank to notify Shareholders of the date, time and place of the rescheduled meeting.*

The 2021 AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this notice, the Board of Directors of the Bank comprises Dr. the Hon. Sir David LI Kwok-po[#] (Executive Chairman), Professor Arthur LI Kwok-cheung^{} (Deputy Chairman), Dr. Allan WONG Chi-yun^{**} (Deputy Chairman), Mr. Aubrey LI Kwok-sing^{*}, Mr. Winston LO Yau-lai^{*}, Mr. Stephen Charles LI Kwok-sze^{*}, Mr. Adrian David LI Man-kiu[#] (Co-Chief Executive), Mr. Brian David LI Man-bun[#] (Co-Chief Executive), Dr. Daryl NG Win-kong^{*}, Mr. Masayuki OKU^{*}, Dr. the Hon. Rita FAN HSU Lai-tai^{**}, Mr. Meocre LI Kwok-wing^{**}, Dr. the Hon. Henry TANG Ying-yen^{**}, Dr. Delman LEE^{**}, Mr. William Junior Guilherme DOO^{**}, Dr. David MONG Tak-yeung^{**} and Dr. Francisco Javier SERRADO TREPAT^{*}.*

[#] *Executive Director*

^{*} *Non-executive Director*

^{**} *Independent Non-executive Director*

PRECAUTIONARY MEASURES FOR THE 2021 AGM

According to the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (the “Regulation”) in force and taking into account the “Joint Statement in relation to General Meetings in light of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation” issued by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited, in order to safeguard the health and safety of Shareholders and participants and to prevent the spreading of the COVID-19 pandemic, the Bank will implement, in addition to the hygiene measures that may be implemented by Four Seasons Hotel, the following precautionary measures at the 2021 AGM, including but not limited to:

- (i) compulsory body temperature screening/check;
- (ii) mandatory wearing of face mask throughout the 2021 AGM;
- (iii) no distribution of gifts or gift coupons;
- (iv) no provision of food or beverages;
- (v) limited seating capacity to maintain social distancing and/or limit the number of attendees to avoid over-crowding; and
- (vi) dividing partitioned areas within the AGM venue according to the requirement under Regulation.

Any person, who (1) does not comply with the precautionary measures referred to in (i) and (ii) above; (2) is having a body temperature of over 37.3 degree Celsius; (3) is subject to any mandatory quarantine imposed by the Hong Kong Government on the 2021 AGM date or has close contact with any person under quarantine; or (4) has any flu-like symptoms or is otherwise unwell, may be denied entry into the 2021 AGM venue at the absolute discretion of the Bank so as to ensure the health and safety of the attendees of the 2021 AGM.

Shareholders should not attend the 2021 AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

The Bank strongly encourages Shareholders to appoint the chairman of the 2021 AGM as his/her proxy to vote on the resolutions and to return his/her proxy form(s) by the time specified in note (c) above, instead of attending the 2021 AGM in person.