

股東年會通告

NOTICE OF ANNUAL GENERAL MEETING

敬啟者：本行定於二〇〇三年四月二十六日（星期六）上午十時三十分在香港德輔道中四十五號總行二十一樓舉行股東年會，討論下列事項：

普通事項

1. 省覽二〇〇二年年結、董事會報告書、核數師報告書及宣派末期股息及紅利。
2. 選舉董事及訂定其袍金。
3. 聘請核數師並授權董事會釐訂其酬金。

特別事項

考慮及如認為適當，通過下列議案為普通議案：

4. (a) 繼續無條件授權董事會在有關期間內發行及處理為數不超過本行已發行股本百分之二十之新股；及
(b) 就本議決案而言，「有關期間」乃指本議決案獲通過之日起至下列任何較早之日期止之期間：
 - (i) 本行下屆股東年會結束；
 - (ii) 公司條例規定本行須舉行下屆股東年會期限屆滿之日；及
 - (iii) 本行股東於股東大會上通過普通議決案撤銷或修訂本議決案授予本行董事會權力之日。
5. (a) 在本議決案(b)段之限制下，一般性及無條件批准本行董事會於有關期間內（即本會議通告第4.(b)項所載）行使本行一切權力以購回本行股份；及

Notice is hereby given that the Annual General Meeting of the shareholders of the Bank will be held on the 21st floor of Wing Lung Bank Building, 45 Des Voeux Road Central, Hong Kong on Saturday, 26 April 2003 at 10.30 am for the purpose of:

ORDINARY BUSINESS

1. Receiving and considering the Statement of Accounts and the Reports of the Directors and of the Auditors for the year ended 31 December 2002 and declaring a final dividend and a bonus dividend;
2. Electing Directors of the Bank and fixing their fees;
3. Appointing Auditors of the Bank and authorising the Directors to fix their remuneration;

SPECIAL BUSINESS

Considering and, if thought fit, passing the following resolutions as ordinary resolutions:

4. (a) That 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 issue and dispose of additional shares not exceeding 20% of the aggregate nominal amount of the share capital of the Bank in issue; 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 the Companies Ordinance to be held; and
 - (iii) the revocation or variation of the authority given under the Resolution by ordinary resolution of the shareholders in general meeting.
5. (a) That subject to paragraph (b) below, the exercise by the Directors of the Bank during the Relevant Period (as defined in Resolution No 4.(b) in the notice of this meeting) of all the powers of the Bank to purchase shares of the Bank be and is hereby generally and unconditionally approved; and

(b) 本行根據本議決案(a)段之批准，可在香港股份購回守則規限下在香港聯合交易所有限公司或任何其他香港證券及期貨事務監察委員會及香港聯合交易所有限公司認可之證券交易所購回面值總額不超過於通過本議決案當日本行已發行股本面值總額百分之十之股份，而上述之批准須受此相應限制。

6. 根據本會議通告第4.項所載議決案而授予董事會發行股份之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發行或同意發行之股本總面值中，加入相等於本行根據本會議通告第5.項所載議決案所獲授之權力而購回之股本總面值之數額。

本行股份由二〇〇三年四月十五日至四月二十六日，首尾兩天在內，暫停轉股過戶。

承董事會命
秘書 馮蘊蓀 謹啟

香港 二〇〇三年二月二十六日

附註：

1. 凡持有本行股票而未過戶者，如欲得享末期股息及紅利，須於二〇〇三年四月十四日(星期一)下午四時前將過戶書及有關股票送交本行股份登記處香港中央證券登記有限公司辦理過戶手續。
2. 有資格出席及投票之股東可委任代表出席投票，代表人不須為本行股東。
3. 委任代表之文件、授權書或其他授權文件(如有)，必須填妥及簽署，在開會前二十四小時送達本行之註冊行址。

(b) the aggregate nominal amount of shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the 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 passing this Resolution, and the said approval shall be limited accordingly.

6. That the general mandate granted to the Directors to issue shares pursuant to the Resolution No 4. 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 issued or agreed to be issued 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 5. of the notice of this meeting.

The Register of Members of the Bank will be closed from 15 April 2003 to 26 April 2003, both days inclusive, during which period no transfer of shares will be registered.

By Order of the Board
Maria Wan-sin FUNG
Secretary

Hong Kong, 26 February 2003

Notes:

1. In order to qualify for the final dividend and bonus dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Bank's Registrars, Computershare Hong Kong Investor Services Limited for registration not later than 4 pm on Monday, 14 April 2003.
2. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not also be a shareholder of the Bank.
3. An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such instrument, power or authority, must, to be valid, be deposited at the Registered Office of the Bank not less than 24 hours before the time of the Meeting.