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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 your stockbroker or other registered dealer in securities, 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 proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims 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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 **Fubon Bank**  
**富邦銀行**  
**FUBON BANK (HONG KONG) LIMITED**  
**富邦銀行(香港)有限公司**  
*(Incorporated in Hong Kong under the Companies Ordinance)*  
(Stock Code: 636)

**PROPOSED ELECTION OF DIRECTORS,  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION,  
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 in the Auditorium, 7th Floor, Fubon Bank Building, 38 Des Voeux Road Central, Hong Kong on Friday, 28 April 2006 at 9:30 a.m. (the "AGM") is set out on pages 9 to 12 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 Company Secretary, Fubon Bank (Hong Kong) Limited at 8th Floor, Fubon Bank Building, 38 Des Voeux Road Central, 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 Article 57 of the Articles, at the AGM a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded by (a) the chairman of the AGM; or (b) at least three members present in person or by proxy and entitled to vote; or (c) any member or members present in person or by proxy and representing in aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or (d) any member or members present in person or by proxy and holding shares in the Bank conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

On a show of hands every member who is present in person at the AGM shall have one vote, and 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.

24 March 2006

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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 in the Auditorium, 7th Floor, Fubon Bank Building, 38 Des Voeux Road Central, Hong Kong on Friday, 28 April 2006 at 9:30 a.m., the notice of which is set out on pages 9 to 12 of this Circular
“Articles”	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
“Governance Code”	the Code on Corporate Governance Practices of the Listing Rules
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“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**  
**富邦銀行(香港)有限公司**

*(Incorporated in Hong Kong under the Companies Ordinance)*  
(Stock Code: 636)

*Executive Directors:*

Jin-Yi Lee (*Managing Director*  
*and Chief Executive Officer*)  
Horace Fan Sheung Yam

*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  
Wing-Fai Ng  
Jesse Ding

*Independent Non-executive Directors:*

Robert James Kenrick  
Moses Tsang  
Hung Shih

24 March 2006

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED ELECTION OF DIRECTORS,  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION,  
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, 28 April 2006 at 9:30 a.m.. These include (i) the ordinary resolutions proposing election of Directors, (ii) the special resolution amending the Articles of Association and (iii) 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. PROPOSED ELECTION OF DIRECTORS

In accordance with Article 81 of the Articles, Mr. Ming-Chung (Daniel) Tsai, Mr. Moses Tsang and Mr. Wing-Fai Ng will retire by rotation at the AGM. Mr. Tsai and Mr. Tsang being eligible, offer themselves for re-election. Mr. Ng will not offer himself for re-election.

In accordance with Article 76 of the Articles, Mr. Michael Chang Ming Yuen is nominated for election by ordinary resolution to be a Director. The proposed election of Mr. Chang as a director will be conditional upon the written consent of the Hong Kong Monetary Authority.

Details of the Directors who are required to be disclosed by the Listing Rules are set out in Appendix I to this Circular.

### 3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Directors propose to amend the Articles to reflect the amendments to the Listing Rules in relation to the Governance Code which came into effect on 1 January 2005. The Articles provide that the Managing Director is excluded from retirement by rotation. The Governance Code provides that every director should be subject to retirement by rotation once every three years. Therefore to comply with the Governance Code, Article 81 shall be amended accordingly. The relevant resolution is set out as Special Resolution No. 5 in the Notice of AGM dated 30 March 2006.

### 4. PROPOSED GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the AGM of the Bank held on 28 April 2005, 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 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 approval, that general mandates will shortly expire on 28 April 2006 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.

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 6 to 8 in the Notice of the AGM.

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## LETTER FROM THE BOARD

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### 5. ANNUAL GENERAL MEETING

A Notice convening the AGM of the Bank to be held in the Auditorium, 7th Floor, Fubon Bank Building, 38 Des Voeux Road Central, Hong Kong on Friday, 28 April 2006 at 9:30 a.m. is set out in Appendix III to this Circular.

### 6. RECOMMENDATION

The Directors of the Bank considered 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 three Directors proposed to be elected at the AGM to be held on 28 April 2006:

**1. Ming-Chung (Daniel) TSAI**

*Vice Chairman, Member of the Executive Credit Committee and Remuneration Committee*

Aged 50. Mr. Tsai joined the Fubon Group in 1981. He is currently Chairman of Fubon Financial Holding Co., Ltd., substantial shareholder of the Bank, as well as Chairman of Taipei Fubon Commercial Bank Co., Ltd. Mr. Tsai is also Chairman of Taiwan Mobile Co., Ltd., Taiwan Fixed Network Co., Ltd. TransAsia Telecom. Inc. and Fubon Land Development Co., Ltd. Mr. Tsai has extensive experience in banking and telecommunication services, as well as the land development, construction management and building leasing business. He holds a Master of Law Degree (1979) from Georgetown University and a Bachelor of Law Degree (1978) from National Taiwan University. Mr. Tsai is the brother of Mr. Ming-Hsing (Richard) Tsai, Chairman of the Bank. He became a Director of the Bank in February 2004. Save as disclosed above, Mr. Tsai did not hold any directorship in other listed public companies during the last three years.

Mr. Tsai has personal interest of 229,536,304 shares, family interest of 27,241,166 shares and corporate interest of 1,718,859,232 shares in the Bank's substantial shareholder, Fubon Financial Holding Co., Ltd within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr Tsai and the Bank but he is subject to retirement by rotation and re-election at the annual general meeting of the Bank in accordance with the Articles. Mr. Tsai is entitled to annual duty fees of HK\$350,000 for serving as a Non-executive Vice Chairman, HK\$75,000 for serving as a member of the Executive Credit Committee and HK\$20,000 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.

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. Moses K. TSANG**

*Independent Non-executive Director and Member of the Remuneration Committee*

Aged 57. Mr. Tsang is Chairman and Managing Partner of Ajia Partners as well as the General Manager and Partner of EC Investment Services Limited. Prior to that, he was a General Partner of Goldman Sachs Group and Chairman of Goldman Sachs (Asia) L.L.C., a global investment bank. After associating with the firm for more than 16 years, Mr. Tsang chose to retire as a General Partner from the Goldman Sachs Group in October 1994. Mr. Tsang was a Doctoral Candidate at the University of Chicago (1976). He holds a MSW degree from the University of Iowa (1973) and a BS degree from Minnesota State University (1972). He became a Director of the Bank in February 2004. Mr. Tsang did not hold any directorship in other listed public companies during the last three years.

Mr. Tsang does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Bank. He does not have interests in Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Tsang and the Bank but he is subject to retirement by rotation and re-election at the annual general meeting of the Bank in accordance with the Articles. Mr. Tsang is entitled to annual duty fees of HK\$300,000 for serving as an Independent Non-executive Director and HK\$20,000 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.

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. Michael CHANG Ming Yuen**

*Proposed Executive Director*

Aged 49. Mr. Chang joined the Bank as an Executive Vice President in August 2004. Mr. Chang is responsible for managing the operations, technology marketing services, information technology and risk management of the Bank. He is an Independent Director of Hua Xia Bank Co., Limited. Mr. Chang is an experienced professional in banking management and has solid international exposures. He started his career in J.P. Morgan & Co. in New York as Vice President in Corporate Finance and Global Credit Risk Management. Before joining the Bank, Mr. Chang worked for China International Capital Corporation in charge of its capital markets operations. Mr. Chang was also a Managing Director in charge of the Investment Banking Division and Chief Administration Officer and Acting Chief Financial Officer while with BOC International Holdings Limited. Mr. Chang obtained his Bachelor Degree from National Taiwan University and Master of Business Administration Degree from the University of Chicago. He is also a Chartered Financial Analyst. Save as disclosed above, Mr. Chang did not hold any directorship in other listed public companies during the last three years.

Mr. Chang does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Bank. Mr. Chang has an interest of 76,000 issued shares in the Bank's substantial shareholder, Fubon Financial Holding Co., Ltd within the meaning of Part XV of the SFO.

Mr. Chang has a service contract with the Bank in respect of his employment as an Executive Vice President. There will be no service contract entered into between Mr. Chang and the Bank upon appointment as a Director but he is subject to retirement by rotation and re-election at the annual general meeting of the Bank in accordance with the Articles. Mr. Chang will be entitled to an annual duty fee of HK\$300,000 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.



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 24 March 2006 (the latest practicable date prior to the printing of this document), 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 24 March 2006 (being the latest practicable date prior to the printing of this document) there was one substantial Shareholder holding more than 10% of the issued share capital of the Bank namely, Fubon Financial Holding Co., Ltd. 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 Holding Co., Ltd. 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:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
March 2005	3.275	3.075
April 2005	3.275	3.075
May 2005	3.275	3.100
June 2005	3.200	3.025
July 2005	3.050	2.750
August 2005	2.850	2.725
September 2005	2.850	2.725
October 2005	2.850	2.525
November 2005	2.675	2.525
December 2005	2.825	2.575
January 2006	2.875	2.675
February 2006	2.950	2.800



**FUBON BANK (HONG KONG) LIMITED**  
**富邦銀行(香港)有限公司**

*(Incorporated in Hong Kong under the Companies Ordinance)*  
(Stock Code: 636)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of the Bank will be held in the Auditorium, 7th Floor, Fubon Bank Building, 38 Des Voeux Road Central, Hong Kong on Friday, 28 April 2006 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 2005;
- (2) To declare a final dividend;
- (3) To elect Directors of the Bank;
- (4) To appoint Auditors of the Bank;

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

**SPECIAL RESOLUTION**

- (5) **THAT** the Articles of Association of the Bank shall be amended by altering Article 81 in the following manner:
  - (i) adding the words “or such other manner of rotation as may be required by the Listing Rules or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time,” immediately after the words “not exceeding one-third” in the third line of Article 81;
  - (ii) deleting the sentence “The Managing Director of the Company (if any) shall not whilst holding office as such be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year”.

**ORDINARY RESOLUTIONS**

- (6) **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 6(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 6(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).

(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; and
- (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.
- (8) **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 (6) 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.

By Order of the Board  
**Ivan Young**  
*Company Secretary*

Hong Kong, 30 March 2006

*Notes:*

- (i) The Register of Member of the Bank will be closed from Tuesday, 11 April 2006 to Thursday, 13 April 2006, 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 Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 pm on Monday, 10 April 2006.

- (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 Secretary, Fubon Bank (Hong Kong) Limited at 8th Floor, Fubon Bank Building, 38 Des Voeux Road Central, Hong Kong, not less than 48 hours before the time of the Meeting.
- (iii) The translation into Chinese language of this notice (including the Special Resolution which contains the proposed new Article) is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this Notice, the Board comprises Jin-Yi Lee (Managing Director and Chief Executive Officer), Fan Sheung Yam, Horace as Executive Directors; Ming-Hsing (Richard) Tsai (Chairman), Ming-Chung (Daniel) Tsai (Vice Chairman), Wing-Fai Ng, Victor Kung, Jesse Ding as Non-Executive Directors; and Robert James Kenrick, Moses Tsang, Hung Shih as Independent Non-Executive Directors.*