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

**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 on the 12th Floor, Central Tower, 28 Queen’s Road Central, Hong Kong on Tuesday, 29 April 2008 at 9:30 a. m. (the “AGM”) is set out on pages 11 to 13 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.

1 April 2008

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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 on the 12th Floor, Central Tower, 28 Queen’s Road Central, Hong Kong on Tuesday, 29 April 2008 at 9:30 a. m., the notice of which is set out on pages 11 to 13 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
“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
“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:*

Jin-Yi LEE (*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

1 April 2008

*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 Tuesday, 29 April 2008 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. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 81 of the Articles, Mr. Robert James KENRICK, Mr. Ming-Hsing (Richard) TSAI and Mr. Jin-Yi LEE will retire by rotation at the AGM and, being eligible, offer themselves for re-election.

In accordance with Article 77 of the Articles, Mr. David CHANG Kuo-Chun will hold office until the AGM and, being eligible, offer himself for re-election.

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

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

At the AGM of the Bank held on 27 April 2007, 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 29 April 2008 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 5 to 7 in the Notice of the AGM.

### 4. ANNUAL GENERAL MEETING

A Notice convening the AGM of the Bank to be held on the 12th Floor, Central Tower, 28 Queen's Road Central, Hong Kong on Tuesday, 29 April 2008 at 9:30 is set out in Appendix III to this Circular.

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## LETTER FROM THE BOARD

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### 5. 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 29 April 2008:*

**1. Robert James KENRICK**

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

Aged 60. Mr. Kenrick was a partner of the international accounting firm KPMG from 1988 to 1998 and a member of the Financial Accounting Standards Committee of the Hong Kong Institute of Certified Public Accountants from 1992 to 2001. He holds a Master of Arts and Bachelor of Arts Degree (1969) from Cambridge University and is a Certified Public Accountant (Hong Kong) and Chartered Accountant (England & Wales). He became a Director of the Bank in April 1999. Mr. Kenrick did not hold any directorship in other listed public companies during the last three years.

Mr. Kenrick does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Bank, and he does not 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. Kenrick 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. Mr. Kenrick is entitled to annual duty fees of HK\$330,000 for serving as an Independent Non-executive Director, HK\$160,000 for serving as the Chairman of the Audit 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. Ming-Hsing (Richard) TSAI**

***Chairman of the Board, the Executive Credit Committee and the Remuneration Committee***

Aged 50. Mr. Tsai joined the Fubon Group in 1982. He is Vice Chairman of Fubon Financial Mr. Tsai also acts as Chairman for Fubon Life Assurance Co., Ltd. and has over 20 years of experience in these businesses. He is currently also Chairman of Taiwan Fixed Network Co., Ltd and Taiwan Mobile Co., Ltd., a provider of telecommunication services. Prior to this, Mr. Tsai was also Chairman of Fubon Securities Co., Ltd. Mr. Tsai holds a Master of Business Administration Degree (1981) from New York University and a Bachelor of Business Administration Degree (1979) from National Taiwan University. Mr. Tsai is the brother of Mr. Ming-Chung (Daniel)

Tsai. 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 209,591,280 shares and family interest of 28,446,879 shares in the Bank's substantial shareholder, Fubon Financial within the meaning of Part XV of the SFO.

There is no service contract entered into between Mr. Tsai 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. Mr. Tsai is entitled to annual duty fees of HK\$400,000 for serving as Chairman of the Board, HK\$100,000 for serving as Chairman of the Executive Credit Committee and HK\$30,000 for serving as Chairman 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. **Jin-Yi LEE**

#### ***Managing Director and Chief Executive Officer and Member of the Executive Credit Committee***

Aged 50. Mr. Lee was appointed Managing Director and Chief Executive Officer of the Bank in July 2004. Mr. Lee has extensive experience in the banking industry. Before joining the Bank, he was the Managing Director, Corporate Finance and Advisory, Asia Pacific of The Hongkong and Shanghai Banking Corporation Limited. Prior to that, he was the Head of Corporate Finance, Asia and a member of the Management Committee of BNP Paribas Peregrine, the Managing Director and China Senior Country Officer of J.P. Morgan Chase & Co., the Managing Director and Chairman of Hong Kong Management Committee of J.P. Morgan & Co. and Chief Executive of Morgan Guaranty Trust Co. of New York, Hong Kong Branch. Mr. Lee was also a committee member of the Hong Kong Association of Banks from 1998 to 2000. Mr. Lee graduated from National Taiwan University and obtained his MBA Degree from Harvard University. Mr. Lee did not hold any directorship in other listed public companies during the last three years.

Mr. Lee does not have any relationships with any other directors, senior management, substantial or controlling Shareholders of the Bank. Mr. Lee has personal interest of 450,000 shares and was granted options to acquire 4,225,000 shares in the Bank's substantial shareholder, Fubon Financial.



There is a service contract entered into between Mr. Lee and the Bank for serving as the Managing Director and Chief Executive Officer of the Bank. Mr. Lee is also subject to retirement by rotation and re-election at the annual general meeting of the Bank in accordance with the Articles. Besides the remuneration package for serving as the Managing Director and Chief Executive Officer, Mr. Lee is also entitled to annual duty fees of HK\$300,000 for serving as an Executive Director and HK\$75,000 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.

#### **4. David CHANG Kuo-Chun**

##### *Non-Executive Director*

Aged 48. Mr. Chang is the Head of Financial Markets Group and Co-Head of Wealth Management Group of Fubon Financial. He is also the President and Director of Fubon Securities Co., Ltd. since June 2006. Before joining Fubon Financial, Mr. Chang was responsible for the overall business of Goldman Sachs in Taiwan. He was appointed Regional Manager for Private Wealth Management Department of Goldman Sachs in Hong Kong in 1997 and became a Managing Director in 1998. Mr. Chang became the Head of Investment Banking and Branch Manager for Goldman Sachs Taipei office in June 2000. Mr. Chang is currently a Director of Taipei Fubon Commercial Bank Co., Ltd and The Taiwan Stock Exchange Inc. Mr. Chang holds a Master of Business Administration Degree from Columbia Business School. He became a Director of the Bank in January 2008. 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 relationships with any other directors, senior management, substantial or controlling shareholders of the Bank. But Mr. Chang was 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. Chang 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. Mr. Chang is entitled to an annual duty fee of HKD300,000 for serving as a non-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 25 March 2008 (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 25 March 2008 (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 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:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
March 2007	4.53	3.91
April 2007	5.00	4.53
May 2007	4.86	4.58
June 2007	4.60	4.34
July 2007	4.77	4.49
August 2007	4.65	4.05
September 2007	4.71	4.34
October 2007	5.70	4.62
November 2007	5.94	4.38
December 2007	5.15	4.36
January 2008	6.00	4.89
February 2008	5.78	5.20
March 2008	5.90	5.28

(up to 25 March 2008, the latest practicable date prior to the printing of this document)

**FUBON BANK (HONG KONG) LIMITED**

*(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 on the 12th Floor, Central Tower, 28 Queen's Road Central, Hong Kong on Tuesday, 29 April 2008 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 2007;
- (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**

- (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 6(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.

(7) **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.

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

Hong Kong, 1 April 2008

*Notes:*

- (i) The Register of Member of the Bank will be closed from Thursday, 24 April 2008 to Tuesday, 29 April 2008, 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 4:30 p. m. on Wednesday, 23 April 2008.
- (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.

*As at the date of this Notice, the Board comprises Jin-Yi LEE (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.*