



COMPANY ANNOUNCEMENT

The following is a Company Announcement by HSBC Bank Malta p.l.c. pursuant to Malta Financial Services Authority Listing Rule 8.7.17 and 8.7.19:

Quote:

The following resolutions are being presented for consideration at the Annual General Meeting of HSBC Bank Malta p.l.c. to be held on Wednesday 1 April 2009.

1. To receive and approve the audited accounts for the year ended 31 December 2008 and to consider the Directors' and Auditors' report thereon.
2. To declare a final gross dividend of €0.096 cents per share representing a final gross payment of €28,016,640 as recommended by the Board of Directors.
3. To re-appoint the auditors KPMG and to authorise the Board of Directors to fix their remuneration.
4. To establish the maximum annual aggregate emoluments of the Directors at €80,000.
5. To appoint and elect Directors.

Extraordinary Resolutions:

To amend articles 67, 73, 78, 80, 108 and 109 of the Articles of Association as follows:

6. Reference to the Exchange is to be replaced with reference to the Listing Authority.

a) The reference to the Exchange in paragraph 3 of article 67 which reads:

“PROVIDED that if the Company or any of its securities are listed, the Company cannot delete, amend or add to any of its existing Memorandum and Articles which have been previously approved by the Exchange, unless prior written approval has been sought and obtained from the Exchange for such deletion, amendment or addition.” is to be replaced by a reference to the Listing Authority and should read as follows:

“Provided that if the Company or any of its securities are listed, the Company cannot delete, amend or add to any of its existing Memorandum and Articles which have been previously approved by the Listing Authority, unless prior written approval has been sought and obtained from the Listing Authority for such deletion, amendment or addition”.

7. Reference to the Maltese Lira and Central Bank of Malta to be replaced by euro and European Central Bank respectively.

b) Paragraph (c) of article 73 which reads:

“When the aggregate amount of borrowings required to be taken into account for the purposes of this Article on any particular day is being ascertained, any of such moneys denominated or repayable (or repayable at the option of any person other than the Company) in a currency other than Maltese Liri shall be converted for the purpose of calculating the Maltese Liri equivalent at the rate of exchange prevailing on that day as quoted by the Central Bank of Malta (and so that for this purpose the rate of exchange shall be taken as the middle market rate as at the close of business)”. is to be deleted and replaced as follows:

HSBC Bank Malta p.l.c.

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*Registered in Malta number C3177. Registered Office: 233 Republic Street, Valletta VLT 1116
Regulated by the Malta Financial Services Authority and listed on the Malta Stock Exchange.
Licensed to conduct Investment Services business by the Malta Financial Services Authority.*

“When the aggregate amount of borrowings required to be taken into account for the purposes of this Article on any particular day is being ascertained, any of such moneys denominated or repayable (or repayable at the option of any person other than the company) in a currency other than euro shall be converted for the purpose of calculating the euro equivalent at the rate of exchange prevailing on that day as quoted by the European Central Bank (and so that for this purpose the rate of exchange shall be taken from the euro foreign exchange reference rates).”

8. Tenure of office by the Directors in line with paragraph 1.3 of Appendix 8.3 of the Listing Rules.

c) The first paragraph to article 78 which reads:

“Unless appointed for a longer or shorter period, a Director shall hold office from the end of one Annual General Meeting to the end of the next”. is to be deleted and replaced as follows:

“Unless appointed for a shorter or longer period but not exceeding three years, a Director shall hold office from the end of one Annual General Meeting to the end of the next”.

9. Removal of Director in line with paragraph 1.4 of Appendix 8.3 of the Listing Rules

d) Article 80 (a) which reads;

“if such Director becomes of unsound mind, is convicted of any crime involving public trust, or is declared bankrupt during his term of office; or” is to be deleted and replaced as follows;

“if such Director becomes of unsound mind, is convicted of any crime punishable with imprisonment or is declared bankrupt during his term of office; or”

10. Voluntary Liquidation Article in line with paragraph 8.2 of Appendix 8.3 of the Listing Rules

e) Article 108 is to be renumbered as article 108 (1) and the following new sub-article (2) be introduced viz.

“On the voluntary liquidation of the Company, no commission or fees shall be paid to the liquidator unless it shall have been approved by shareholders. The amount of such payment shall be notified to all shareholders at least seven (7) days prior to the meeting at which it is to be considered”.

11. Reference to the Malta Stock Exchange Act is to be replaced by reference to the Financial Markets Act

f) Article 109 which reads:

“The above Articles are subject to the overriding provisions of other Laws, in particular- but not limited-to the Companies Act 1995, the Banking Act 1994, the Malta Stock Exchange Act (Cap. 345) and the Malta Stock Exchange Bye Laws made thereunder, except in so far as any provisions contained in such laws permit otherwise”, is to be deleted and replaced as follows;

“The above Articles are subject to the overriding provisions of other Laws, in particular- but not limited- to the Companies Act 1995, the Banking Act 1994, the Financial Markets Act 1990 and any rules made thereunder, except in so far as any provisions contained in such laws permit.”

Unquote



Dr George Brancalone LL.D.
Company Secretary

17 March 2009