
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult an exchange participant or other securities dealer licensed as a licensed person under the Securities and Futures Ordinance, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Chong Hing Bank Limited (the “Bank”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, exchange participant or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**PROPOSALS RELATING TO GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS,
AND ADOPTION OF NEW ARTICLES OF ASSOCIATION,
AND
NOTICE OF 2016 ANNUAL GENERAL MEETING**

The notice convening the 2016 Annual General Meeting of the Bank to be held on the 27th Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong on Friday, 13 May 2016 at 11 am, at which, among other things, the proposals relating to the Issue Mandate and the Repurchase Mandate will be considered, is set out on pages 6 to 9 of this circular.

Whether or not you are able to attend the 2016 Annual General Meeting, you are requested to complete and return the proxy form to the Bank’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 4:30 pm on Friday, 6 May 2016 or not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be). Such proxy form can also be downloaded from the Bank’s website (www.chbank.com) or the Stock Exchange’s website (www.hkexnews.hk). Submission of a proxy form will not preclude you from attending and voting in person at the 2016 Annual General Meeting (or the adjournment of such meeting) should you so wish.

11 March 2016

CONTENTS

	Page(s)
Definitions	1
Letter from the Board	2 - 5
Notice of 2016 Annual General Meeting	6 - 9
Appendix 1 – Biographical Details of Directors Standing for Re-election	10 - 15
Appendix 2 – Explanatory Statement on the Repurchase Mandate	16 - 17
Appendix 3 – Summary of Proposed Major Changes on the New Articles	18 - 20

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2016 AGM”	the annual general meeting of the shareholders of the Bank to be held on the 27th Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong on Friday, 13 May 2016 at 11 am, notice of which is set out on pages 6 to 9 of this circular
“Bank”	Chong Hing Bank Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Board”	the board of directors of the Bank
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended from time to time
“Directors”	the directors of the Bank
“Existing Articles”	the existing articles of association of the Bank, and a reference to an “Existing Article” is a reference to a provision in the Existing Articles
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed under ordinary resolution numbered 6 in the notice of the 2016 AGM set out on pages 6 to 9 of this circular
“Latest Practicable Date”	3 March 2016, being the latest practicable date before the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum”	the memorandum of association of the Bank
“New Articles”	the articles of association of the Bank, proposed by the Bank to be adopted under special resolution numbered 8 in the notice of the 2016 AGM set out on pages 6 to 9 of this circular, and a reference to a “New Article” is a reference to a provision in the New Articles
“Repurchase Mandate”	the general and unconditional mandate proposed under ordinary resolution numbered 5 in the notice of the 2016 AGM set out on pages 6 to 9 of this circular
“Share”	Share(s) in the capital of the Bank
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong, as amended from time to time

LETTER FROM THE BOARD

**Executive Directors**

Mrs LEUNG Ko May Yee Margaret, SBS, JP
(Deputy Chairman and Managing Director)

Mr ZONG Jianxin
(Deputy Managing Director)

Mr LAU Wai Man
(Chief Executive Officer)

Mr LIU Tit Shing Don
(Deputy Chief Executive Officer)

Non-executive Directors

Mr ZHANG Zhaoxing
(Chairman)

Mr ZHU Chunxiu

Mr WANG Shuhui

Mr LI Feng

Mr CHOW Cheuk Yu Alfred, BBS, JP

Independent Non-executive Directors

Mr CHIRANAKHORN Wanchai

Mr CHENG Yuk Wo

Mr MA Chiu Cheung Andrew

Mr LEE Ka Lun

Mr YU Lup Fat Joseph

Registered Office

Ground Floor
Chong Hing Bank Centre
24 Des Voeux Road Central
Hong Kong

Hong Kong, 11 March 2016

Dear Shareholders,

**PROPOSALS RELATING TO GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS,
AND ADOPTION OF NEW ARTICLES OF ASSOCIATION,
AND
NOTICE OF 2016 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with notice of the 2016 AGM, including relevant information regarding certain resolutions proposed for the Shareholders to consider and, if thought fit, approve, including resolutions for (i) the re-election of Directors; (ii) the grant of the Issue Mandate and the Repurchase Mandate; and (iii) the adoption of the New Articles.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

Mr Yu Lup Fat Joseph and Mr Zong Jianxin were appointed Independent Non-executive Director and Executive Director of the Bank on 4 August 2015 and 29 September 2015 respectively, pursuant to Article 85 of the Existing Articles, Mr Yu Lup Fat Joseph and Mr Zong Jianxin shall hold their office until the next following annual general meeting of the Bank, and shall then be eligible for election. They will offer themselves for re-election.

In accordance with Article 101 of the Existing Articles, Mr Zhang Zhaoxing, Mrs Leung Ko May Yee Margaret, Mr Li Feng and Mr Cheng Yuk Wo shall retire from office by rotation at the 2016 AGM and, being eligible, offer themselves for re-election.

The Board has received from Mr Cheng Yuk Wo, who has served as an Independent Non-executive Director of the Bank for more than nine years since 30 September 2004, an annual letter confirming his independence pursuant to Rule 3.13 of the Listing Rules.

During Mr Cheng's years of appointment, he has not engaged in any executive management of the Bank and has demonstrated his ability to provide an independent view to the Bank's matters. In addition, Mr Cheng has declared his independence by submitting annual written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules. The Board believes that Mr Cheng is independent with the Bank and complies with the independence requirements of Rule 3.13 of the Listing Rules.

Recommendation of the Nomination Committee

The Nomination Committee of the Bank, comprising a majority of Independent Non-executive Directors, after having reviewed the Board's composition, nominated Mr Yu Lup Fat Joseph, Mr Zong Jianxin, Mr Zhang Zhaoxing, Mrs Leung Ko May Yee Margaret, Mr Li Feng and Mr Cheng Yuk Wo to the Board for it to recommend them to stand for re-election by Shareholders at the 2016 AGM. The nominations were made in accordance with the objective criteria (including but not limited to, gender, age, culture and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out in the Bank's Board Diversity Policy. The Nomination Committee had also taken into account their respective contributions to the Board and their commitment to their roles.

The Nomination Committee had also assessed the independence of each Independent Non-executive Director. On 19 February 2016, the Nomination Committee assessed and reviewed individual Independent Non-executive Director's annual confirmation of independence based on the independence criteria set out in Rule 3.13 of the Listing Rules, and affirmed that all Independent Non-executive Directors including, Mr Yu Lup Fat Joseph and Mr Cheng Yuk Wo, remained to be independent.

The Board considers that the re-election of Mr Yu Lup Fat Joseph, Mr Zong Jianxin, Mr Zhang Zhaoxing, Mrs Leung Ko May Yee Margaret, Mr Li Feng and Mr Cheng Yuk Wo is in the interest of the Bank and Shareholders as a whole.

Biographical details about the above-mentioned retiring Directors who are proposed to be re-elected at the 2016 AGM are set out in Appendix 1 to this circular.

LETTER FROM THE BOARD

3. ISSUE MANDATE AND REPURCHASE MANDATE

Pursuant to the ordinary resolutions passed by the Shareholders at the last annual general meeting of the Bank held on 15 May 2015, general and unconditional mandates were given to the Directors to (a) repurchase Shares up to an aggregate number of Shares not exceeding 10% of the number of issued Shares as of the date of passing such resolution; and (b) allot and issue additional Shares not exceeding 20% of the number of issued Shares as of the date of passing such resolution. Such general mandates will lapse at the conclusion of the 2016 AGM. Accordingly, the Board seeks Shareholders' approval to renew this authority subject to the restrictions described in Resolutions 5 and 6 respectively. No Shares have been repurchased, allotted, issued or otherwise dealt with pursuant to the general mandates granted by the Shareholders at the last annual general meeting.

The purpose of the proposed Issue Mandate is necessary to enable the Directors some flexibility to issue and allot Shares where they believe it is in the best interests of the Shareholders to do so, in particular pursuant to any capital raising or other strategic needs that may arise from time to time.

The Board takes the view that it would be in the interests of the Bank and its Shareholders as a whole if the general mandates were renewed. In this connection, resolutions will be proposed to renew these mandates. The explanatory statement giving certain information regarding the Repurchase Mandate as required by the Listing Rules is set out in Appendix 2 to this circular.

With reference to Resolutions 5, 6 and 7 set out in the Notice of the 2016 AGM, the Board has no immediate plans to exercise the general mandates to issue additional Shares or to repurchase Shares.

As at the Latest Practicable Date, the number of Shares in issue was 652,500,000 Shares. On the basis that no further Shares are issued and / or repurchased by the Bank following the Latest Practicable Date and up to the date of the 2016 AGM, the maximum number of Shares to be allotted and issued under the proposed general mandate will be up to 130,500,000 Shares, representing 20% of the number of Shares in issue of the Bank as at the date of passing the resolution.

4. PROPOSED ADOPTION OF THE NEW ARTICLES

As a result of the implementation of the Companies Ordinance which came into effect on 3 March 2014, it is proposed that a number of amendments be made to the Existing Articles to bring them in line with the current legal framework. It is also proposed that the Existing Articles be updated to remove outdated references and reflect other recent changes in law and corporate governance practices.

An outline of the proposed major changes made to the Existing Articles is set out in Appendix 3 to this circular. For the Shareholders' ease of reference, the New Articles in both English and Chinese will also be available on the Bank's website under Investor Relations section. Shareholders are also welcome to inspect the hard copy of the New Articles at Ground Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong during Monday to Friday (excluding public holidays or when Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force) from 9:00 am to 5:00 pm from the date of this circular up to and including 12 May 2016. The New Articles is written in English and the Chinese translation is for Shareholders' reference only. Should there be any discrepancies, the English version will prevail.

LETTER FROM THE BOARD

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the 2016 AGM will be decided by poll at the 2016 AGM. The chairman of the 2016 AGM will exercise his right to demand a poll pursuant to Article 66 of the Existing Articles on each of the resolutions to be proposed at the 2016 AGM except where the chairman of the 2016 AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

After closure of the 2016 AGM, the poll results will be published on the websites of the Stock Exchange and the Bank.

6. RECOMMENDATION

The Directors consider that the re-election of Directors, the grant of the Issue Mandate and the Repurchase Mandate, and the adoption of the New Articles are in the best interests of the Bank and its Shareholders as a whole, and recommend that all Shareholders to vote in favour of the resolutions to be proposed at the 2016 AGM.

Yours faithfully,

By Order of the Board

Zhang Zhaoxing

Chairman

NOTICE OF 2016 ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of Chong Hing Bank Limited (the “Bank”) for the year of 2016 will be held on the 27th Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong on Friday, 13 May 2016 at 11 am for the following purposes:

- (1) To receive the Consolidated Financial Statements, the Reports of the Directors and Auditor for the year ended 31 December 2015.
- (2) To declare a final cash dividend of HK\$0.37 per share for the year ended 31 December 2015.
- (3) To re-elect directors.
- (4) To re-appoint PricewaterhouseCoopers as the Auditor of the Bank and to authorise the directors of the Bank to fix its remuneration.

and to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

(5) **THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Bank during the Relevant Period (as defined below) of all the powers of the Bank to repurchase Shares (as defined below), subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased 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 Code on Share Buy-backs pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent of the aggregate number of Shares in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

NOTICE OF 2016 ANNUAL GENERAL MEETING

(c) for the purpose 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Bank in general meeting.

“Shares” means shares in the capital of the Bank.

(6) THAT

- (a) subject to paragraph (c) of this resolution and pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Bank during the Relevant Period (as defined below) of all the powers of the Bank to allot, issue and deal with additional Shares (as defined below) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Bank during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Bank pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Bank in accordance with the Articles of Association of the Bank, (iii) an issue of Shares upon the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Bank, or (iv) the exercise of any rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or similar rights issued by the Bank or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent of the total number of Shares in the capital of the Bank in issue as at the date of passing this resolution; and
 - (bb) conditional upon the passing of Resolution 5, the aggregate number of Shares repurchased by the Bank pursuant to the exercise by the directors of the Bank in accordance with the said Resolution 5, and the said approval shall be limited accordingly; and

NOTICE OF 2016 ANNUAL GENERAL MEETING

(d) for the purpose 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Bank in general meeting.

“Rights Issue” means an offer of Shares or an issue of options, warrants or other securities giving the right to subscribe for Shares open for a period fixed by the directors of the Bank to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the directors of the Bank may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).

“Shares” means shares in the capital of the Bank.

- (7) **THAT** the directors of the Bank be and 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 convening this meeting in respect of the aggregate number of Shares of the Bank referred to in sub-paragraph (bb) of paragraph (c) of that resolution.

To consider and, if thought fit, pass with or without modification, the following resolution as a special resolution:

- (8) “**THAT**, with effect from the conclusion of the Annual General Meeting of the Bank at which this resolution is passed, the new Articles of Association of the Bank produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification, which, among other things, do not include any “object” clauses, be adopted as the Articles of Association of the Bank in substitution for, and to the exclusion of, the existing Articles of Association of the Bank.”

By Order of the Board

Lai Wing Nga
Company Secretary

Hong Kong, 11 March 2016

NOTICE OF 2016 ANNUAL GENERAL MEETING

Notes:

- (i) A shareholder entitled to attend and vote at the 2016 annual general meeting of the shareholders is entitled to appoint a proxy to attend and vote in his stead. A proxy does not have to be a shareholder of the Bank. Proxy Forms are to be lodged with the Bank's share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time for the holding of the 2016 annual general meeting of the shareholders and any adjournment thereof.
- (ii) For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the 2016 annual general meeting of the shareholders, the register of members of the Bank will be closed from Monday, 9 May 2016 to Thursday, 12 May 2016 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the 2016 annual general meeting of the shareholders, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Bank's share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 pm on Friday, 6 May 2016.
- (iii) For the purpose of ascertaining the Shareholders who are qualified to receive the final cash dividend, the register of members of the Bank will be closed from Thursday, 19 May 2016 to Monday, 23 May 2016 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for receiving the final cash dividend in question, all transfer documents, together with the relevant share certificates, must be lodged for registration with the Bank's share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 pm on Wednesday, 18 May 2016.
- (iv) An Explanatory Statement on Resolutions 5 through 8 with information on the renewal of general mandates for the repurchase by the Bank of its own shares and the issue of new shares, the biographical details of the retiring directors who offer themselves for re-election at the 2016 annual general meeting, the amendments of Articles of Associations as well as poll voting are set out in the circular of which this notice forms part.
- (v) 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 8:00 am on the date of the meeting, the meeting will be postponed or adjourned. The Bank will post an announcement on the Bank's website (www.chbank.com) to notify shareholders of the date, time and place of the rescheduled meeting.

The meeting 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 of the date of this notice, the Board of the Bank comprises:

• *Executive Directors*

Mrs Leung Ko May Yee Margaret (Deputy Chairman and Managing Director), Mr Zong Jianxin (Deputy Managing Director), Mr Lau Wai Man (Chief Executive Officer) and Mr Liu Tit Shing Don (Deputy Chief Executive Officer);

• *Non-executive Directors*

Mr Zhang Zhaoxing (Chairman), Mr Zhu Chunxiu, Mr Wang Shuhui, Mr Li Feng and Mr Chow Cheuk Yu Alfred; and

• *Independent Non-executive Directors*

Mr Chiranakhorn Wanchai, Mr Cheng Yuk Wo, Mr Ma Chiu Cheung Andrew, Mr Lee Ka Lun and Mr Yu Lup Fat Joseph.

APPENDIX 1 - BIOGRAPHICAL DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Details of the retiring Directors proposed to be re-elected at the 2016 AGM are set out as follows:

Mr YU Lup Fat Joseph

aged 68, has been appointed an Independent Non-executive Director of the Bank in August 2015. He has also been appointed Independent Non-executive Director of Yuexiu Property Company Limited, a company listed on the Stock Exchange (Stock Code: 00123) and then serves as the Chairman of Audit Committee and Remuneration Committee since October 1993. Mr Yu was the Founding President of the Hong Kong Forex Club from 1974 to 1975. Mr Yu also was the Founding Deputy Chairman of the Hong Kong Capital Markets Association and Asia Chairman of the Association of International Bond Dealers. Mr Yu has held numerous senior managerial and advisory positions and has more than 40 years of experience in investment, banking and finance.

Mr Yu holds a Master Degree in Applied Finance awarded by Macquarie University in Australia, a Diploma of Management Studies awarded by the University of Hong Kong and a Diploma from the Association of International Bond Dealers.

As of the Latest Practicable Date, Mr Yu does not have any interest or short position in the securities or underlying securities of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr Yu has not held any other directorships in other Hong Kong or overseas listed public companies in the last three years. Other than the positions disclosed above, Mr Yu does not hold any position in the Bank or any of its subsidiaries. Mr Yu does not have any relationship with any director, senior management, substantial or controlling shareholders of the Bank.

Mr Yu, who has not entered into any service contract with the Bank in relation to his role as director, shall retire by rotation, but shall then be eligible for re-election under the Articles of Association. Details of Mr Yu's remuneration are set out in the note 42 to the consolidated financial statements in the Bank's Annual Report 2015.

Save as disclosed above, there is no other information about Mr Yu that is required to be disclosed pursuant to Rule 13.51(2)(h) – (v) of the Listing Rules.

ZONG Jianxin

aged 49, joined the Bank in May 2015 as the Deputy Managing Director and Head of China Business of the Bank; and was appointed an Executive Director of the Bank in September 2015, supervising of the Bank's corporate banking business. Mr Zong has been an Executive Director of Yuexiu Financial Holdings Limited since November 2015. Mr Zong has more than 20 years of banking experience, specialising in corporate banking, international business and investment banking business. He was Deputy General Manager of Industrial and Commercial Bank of China (Asia) Limited ("ICBC Asia") from January 2010 to May 2015 and an Executive Director and Alternate Chief Executive of ICBC Asia from October 2010 to May 2015. ICBC Asia was previously listed on the Stock Exchange until December 2010. Mr Zong was a Director of various subsidiaries of ICBC Asia, including Chinese Mercantile Bank, from December 2010 to May 2015. Prior to that, Mr Zong held various positions in Industrial and Commercial Bank of China Limited, Shenzhen Branch ("ICBC SZ Branch") from October 1999 to December 2009, with his last position as the Vice President of ICBC SZ Branch from June 2006 to December 2009.

APPENDIX 1 - BIOGRAPHICAL DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Mr Zong was appointed by ICBC Asia from November 2010 to December 2013 as an alternate non-executive director of Hong Kong Mercantile Exchange Limited (“HKMEL”). HKMEL was an authorized provider of automated trading services incorporated in Hong Kong and such authorization was withdrawn by the Securities and Futures Commission in May 2013. A petition for winding-up was filed in January 2014 and a winding-up order was granted in April 2014 against HKMEL.

Mr Zong holds a Master Degree in Business Administration awarded by Shanghai Jiao Tong University and qualified as an Economist.

As of the Latest Practicable Date, Mr Zong does not have any interest or short position in the securities or underlying securities of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr Zong has not held any other directorships in other Hong Kong or overseas listed public companies in the last three years. Other than the positions disclosed above, Mr Zong does not hold any position in the Bank or any of its subsidiaries. Mr Zong does not have any relationship with any director, senior management, substantial or controlling shareholders of the Bank.

Mr Zong shall retire by rotation but shall then be eligible for re-election under the Articles of Association. Mr Zong has entered into a service agreement with the Bank for a term of 3 years. Details of Mr Zong’s remuneration are set out in the note 42 to the consolidated financial statements in the Bank’s Annual Report 2015.

Save as disclosed above, there is no other information about Mr Zong that is required to be disclosed pursuant to Rule 13.51(2)(h) – (v) of the Listing Rules.

Mr ZHANG Zhaoxing

aged 52, has been appointed the Chairman and a Non-executive Director of the Bank since February 2014. Mr Zhang is the Chairman of Guangzhou Yue Xiu Holdings Limited and Yue Xiu Enterprises (Holdings) Limited (“Yuexiu”) and the Chairman of Yuexiu Financial Holdings Limited. He is also an Executive Director and the Chairman of Yuexiu Property Company Limited (“Yuexiu Property”), a company listed on the Stock Exchange (Stock Code: 00123). Mr Zhang has extensive experience in the financial management, industrial operation, capital operation and corporate culture development of large enterprises. Prior to joining Yuexiu in 2008, Mr Zhang was the Director and General Manager of Guangzhou Radio Group Co., Ltd., Chairman and General Manager of Haihua Electronics Enterprise (China) Corporation, Chairman of Guangzhou Guangdong Real Estate Development Co., Ltd. and a Director of GRG Banking Equipment Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 002152). He was also the Chairman and an Executive Director of Yuexiu Transport Infrastructure Limited, a company listed on the Stock Exchange (Stock Code: 01052), from July 2008 to March 2014 and General Manager of Yuexiu Property, from July 2008 to March 2014. Mr Zhang is a deputy to the 12th National People’s Congress of the People’s Republic of China.

Mr Zhang holds an Executive Master of Business Administration degree awarded by Huazhong University of Science and Technology and possesses the qualification of senior accountant in China.

As of the Latest Practicable Date, Mr Zhang does not have any interest or short position in the securities or underlying securities of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

APPENDIX 1 - BIOGRAPHICAL DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Save as disclosed above, Mr Zhang has not held any other directorships in other Hong Kong or overseas listed public companies in the last three years. Other than the positions disclosed above, Mr Zhang does not hold any position in the Bank or any of its subsidiaries. Mr Zhang does not have any relationship with any director, senior management, substantial or controlling shareholders of the Bank.

Mr Zhang, who has not entered into any service contract with the Bank in relation to his role as director, shall retire by rotation, but shall then be eligible for re-election under the Articles of Association. Details of Mr Zhang's remuneration are set out in the note 42 to the consolidated financial statements in the Bank's Annual Report 2015.

Save as disclosed above, there is no other information about Mr Zhang that is required to be disclosed pursuant to Rule 13.51(2)(h) – (v) of the Listing Rules.

Mrs LEUNG Ko May Yee Margaret, SBS, JP

aged 63, has been appointed an Executive Director, the Deputy Chairman and the Managing Director of the Bank since February 2014. Mrs Leung has also been appointed the Vice-chairman, an Executive Director and the Chief Executive Officer of Yuexiu Financial Holdings Limited since February 2014. Mrs Leung is an Independent Non-executive Director of China Construction Bank Corporation (Stock Code: 00939) ("China Construction Bank"), First Pacific Company Limited (Stock Code: 00142), Li & Fung Limited (Stock Code: 00494), Sun Hung Kai Properties Limited (Stock Code: 00016) and Hong Kong Exchanges and Clearing Limited (Stock Code: 00388) (the "HKEx"). All of which are companies listed on the Stock Exchange. She is a member of the Risk Management Committee, the Nomination and Remuneration Committee and the Strategy Development Committee of China Construction Bank. She is the Chairman of the Audit Committee of Li & Fung Limited. She is a member of the Executive Committee, the Risk Committee and the Risk Management Committee of the HKEx and a member of the Listing Nominating Committee of the Stock Exchange. In addition, she is also an Independent Non-executive Director of QBE Insurance Group Limited, which is listed on the Australian Securities Exchange (Stock Code: QBE). Mrs Leung is a council member, Treasurer, the Chairman of the Finance Committee, a member of the Business School Board of Directors and the Human Resources Policy Committee of the University of Hong Kong; a member of the Business School Advisory Board of the Hong Kong University of Science and Technology; a Steward of The Hong Kong Jockey Club; and a member of the National Committee of the Chinese People's Political Consultative Conference, the Guangzhou Municipal Committee of the Chinese People's Political Consultative Conference and the Standing Committee of the Henan Provincial Committee of the Chinese People's Political Consultative Conference. Prior to joining the Bank, Mrs Leung was the Deputy Chairman and the Chief Executive of Hang Seng Bank Limited (Stock Code: 00011), which is listed on the Stock Exchange. She was also the Global Co-Head of Commercial Banking of HSBC Group and the Group General Manager of HSBC Holdings plc (Stock Code: 00005), which is listed on the Stock Exchange, prior to her retirement from the HSBC Group in June 2012. She was an Independent Non-executive Director of Hutchison Whampoa Limited (Stock Code: 00013) and Swire Pacific Limited (Stock Codes: 00019 and 00087), both of which are listed on the Stock Exchange; and a Director of Wells Fargo HSBC Trade Bank, NA. She was the Chairman of the Board of Governors of Hang Seng Management College and Hang Seng School of Commerce; the Chairman of Steering Committee on the Gleneagles Hong Kong Hospital Project of the University of Hong Kong; a member of the MBA Program Advisory Board of the Chinese University of Hong Kong; a court member of the Hong Kong Baptist University; a Board member and the Chairman of the Executive Committee of the Community Chest of Hong Kong; a member of the Advisory Board and the Chairman of the Investment Committee of the Hong Kong Export Credit Insurance Corporation; a member of the Banking Review Tribunal; a member of the Advisory Committee of Securities and Futures Commission; a member of the Independent Commission on Remuneration for Members of the Executive Council and the Legislature, and Officials under the Political Appointment System of the HKSAR; a member of the Steering Committee on Strategic Review on Healthcare Manpower Planning and Professional Development; a member of the Standing Committee on Disciplined Services Salaries and Conditions of Service and the Chairman of the Police Sub-Committee; and a member of the Board of Directors and the Finance Committee of the Hospital Authority.

APPENDIX 1 - BIOGRAPHICAL DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Mrs Leung holds a Bachelor's degree in Economics, Accounting and Business Administration awarded by the University of Hong Kong. Mrs Leung was awarded Silver Bauhinia Star and Justice of the Peace by the HKSAR.

As of the Latest Practicable Date, Mrs Leung does not have any interest or short position in the securities or underlying securities of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mrs Leung has not held any other directorships in other Hong Kong or overseas listed public companies in the last three years. In addition to her directorship in the Bank, Mrs Leung is the Chairman of Chong Hing Finance Limited, which is a wholly-owned subsidiary of the Bank. Other than the positions disclosed above, Mrs Leung does not hold any position in the Bank or any of its subsidiaries. Mrs Leung does not have any relationship with any director, senior management, substantial or controlling shareholders of the Bank.

Mrs Leung shall retire by rotation but shall then be eligible for re-election under the Articles of Association. Mrs Leung has entered into a service agreement with the Bank for a term of 3 years. Details of Mrs Leung's remuneration are set out in the note 42 to the consolidated financial statements in the Bank's Annual Report 2015.

Save as disclosed above, there is no other information about Mrs Leung that is required to be disclosed pursuant to Rule 13.51(2)(h) – (v) of the Listing Rules.

APPENDIX 1 - BIOGRAPHICAL DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Mr LI Feng

aged 47, has been appointed Non-executive Director of the Bank since February 2014. Mr Li has been appointed Executive Director of Yuexiu Property Company Limited (“Yuexiu Property”), a company listed on the Stock Exchange (Stock Code: 00123), since March 2014. He is also a Non-executive Director of Yuexiu REIT Asset Management Limited (the Manager of Yuexiu Real Estate Investment Trust (Stock Code: 00405), which is listed on the Stock Exchange) since June 2012. Besides, Mr Li is the Chief Capital Officer of, as well as the General Manager of the Capital Department of, Guangzhou Yue Xiu Holdings Limited (“Guangzhou Yue Xiu”) and Yue Xiu Enterprises (Holdings) Limited (“Yuexiu”), and a Director of Guangzhou City Construction & Development Co., Ltd., mainly responsible for organizing and implementing Guangzhou Yue Xiu group’s major capital operation plans and coordinating investor relations for Guangzhou Yue Xiu group’s listed companies. Mr Li was a director of Yue Xiu Securities Company Limited. Mr Li joined Yuexiu in December 2001 and has successively held positions including Assistant Manager of Corporate Management Department, Assistant to General Manager of Supervision and Auditing Department, Deputy General Manager of Capital Department and Deputy General Manager of Yue Xiu International Development Limited. Mr Li is familiar with business of listed companies and the operations of capital markets. Since 2008, he has participated in all of the major capital operation projects of the Guangzhou Yue Xiu group; before that, he was also engaged in the successful listing of Yuexiu Real Estate Investment Trust, and has extensive practical experience in capital operations.

Mr Li graduated from the Faculty of Naval Architecture and Ocean Engineering of South China University of Technology majoring in Naval Architecture, and obtained a Master of Business Administration degree from Jinan University. He holds the qualification of a Senior Engineer in China and the certificate in Major Administrative Decision-Making and Argumentation (廣州市重大行政決策論證專家) conferred by the Guangzhou Municipal Government.

As of the Latest Practicable Date, Mr Li is interested in 172,900 shares in Yuexiu Property (an associated corporation of the Bank) within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr Li has not held any other directorships in other Hong Kong or overseas listed public companies in the last three years. Other than the positions disclosed above, Mr Li does not hold any position in the Bank or any of its subsidiaries. Mr Li does not have any relationship with any director, senior management, substantial or controlling shareholders of the Bank.

Mr Li, who has not entered into any service contract with the Bank in relation to his role as director, shall retire by rotation, but shall then be eligible for re-election under the Articles of Association. Details of Mr Li’s remuneration are set out in the note 42 to the consolidated financial statements in the Bank’s Annual Report 2015.

Save as disclosed above, there is no other information about Mr Li that is required to be disclosed pursuant to Rule 13.51(2)(h) – (v) of the Listing Rules.

APPENDIX 1 - BIOGRAPHICAL DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Mr CHENG Yuk Wo

aged 55, has been appointed an Independent Non-executive Director of the Bank since September 2004. He has also been an Independent Non-executive Director of Yuexiu Financial Holdings Limited since February 2014. Mr Cheng, a co-founder of a Hong Kong merchant banking firm, is currently the proprietor of a certified public accountant practice in Hong Kong. He is a fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants, and a member of the Institute of Chartered Professional Accountants of Canada. Mr Cheng has more than 30 years of expertise in financial and corporate advisory services in mergers, acquisitions and investments. He had worked at Coopers and Lybrand (now known as PricewaterhouseCoopers) in London and Swiss Bank Corporation (now known as UBS AG) in Toronto, and held senior management positions in a number of Hong Kong listed companies.

In addition to his directorship in the Bank, Mr Cheng is also an Independent Non-executive Director of a number of listed companies on the Stock Exchange, including CSI Properties Limited (Stock Code: 00497), HKC (Holdings) Limited (Stock Code: 00190), C.P. Lotus Corporation (Stock Code: 00121), Goldbond Group Holdings Limited (Stock Code: 00172), CPMC Holdings Limited (Stock Code: 00906), Top Spring International Holdings Limited (Stock Code: 03688), Liu Chong Hing Investment Limited (Stock Code: 00194), Chia Tai Enterprises International Limited (Stock Code: 03839) (a company listed on the Stock Exchange since July 2015) and DTXS Silk Road Investment Holdings Company Limited (formerly known as UDL Holdings Limited) (Stock Code: 00620). Besides, Mr Cheng was an Independent Non-executive Director of South China Land Limited (Stock Code: 08155) from September 2004 to May 2013, an Executive Director of Huanxi Media Group Limited (formerly known as 21 Holdings Limited) (Stock Code: 01003) from May 2010 to December 2013, and an Independent Non-executive Director of Imagi International Holdings Limited (Stock Code: 00585) from July 2010 to January 2016, all of which are companies listed on the Stock Exchange.

Mr Cheng holds a Master of Science (Economics) degree in Accounting and Finance awarded by the London School of Economics, England and a Bachelor of Arts (Honours) degree in Accounting awarded by the University of Kent, England.

As of the Latest Practicable Date, Mr Cheng does not have any interest or short position in the securities or underlying securities of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr Cheng has not held any other directorships in other Hong Kong or overseas listed public companies in the last three years. Other than the positions disclosed above, Mr Cheng does not hold any position in the Bank or any of its subsidiaries. Mr Cheng does not have any relationship with any director, senior management, substantial or controlling shareholders of the Bank.

Mr Cheng, who has not entered into any service contract with the Bank in relation to his role as director, shall retire by rotation, but shall then be eligible for re-election under the Articles of Association. Details of Mr Cheng's remuneration are set out in the note 42 to the consolidated financial statements in the Bank's Annual Report 2015.

Save as disclosed above, there is no other information about Mr Cheng that is required to be disclosed pursuant to Rule 13.51(2)(h) – (v) of the Listing Rules.

APPENDIX 2 - EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the Repurchase Mandate and also constitutes the memorandum required under Section 239(2) of the Companies Ordinance:

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 652,500,000 Shares. Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued and / or repurchased by the Bank following the Latest Practicable Date and up to the date of the 2016 AGM, exercise in full of the Repurchase Mandate would result in up to 65,250,000 Shares being repurchased by the Bank during the period from the date of passing of the Resolution 5 in the notice of the 2016 AGM set out on pages 6 to 9 of this circular up to, whichever is the earliest 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 law to be held; or
- (iii) the revocation or variation of the authority given under Resolution 5 by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Bank and its Shareholders as a whole to have a general authority from the Shareholders to enable the Bank to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Bank's net asset value and / or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Bank and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Bank may only apply funds legally available for such purpose in accordance with its Articles of Association, the applicable laws of Hong Kong and the Listing Rules.

There might be a material adverse impact on the working capital or gearing position of the Bank (as compared with the position disclosed in the Annual Report for the year ended 31 December 2015) in the event that the Repurchase Mandate is exercised in full at any time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Bank or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Bank.

4. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Bank if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate only in accordance with the Listing Rules and the applicable laws of Hong Kong.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Bank increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Bank and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX 2 - EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Based on the disclosure made to the Bank under Part XV of the Securities and Future Ordinance, as at the Latest Practicable Date, Yuexiu Financial Holdings Limited, the controlling shareholder of the Bank, is interested in 489,375,000 Shares, representing 75 percent of the number of Shares in issue of the Bank.

If the Directors were to exercise the Repurchase Mandate in full, the percentage shareholding of Yuexiu Financial Holdings Limited would be increased from 75 percent to approximately 83.33 percent of the number of Shares in issue of the Bank. Such an increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors, however, have no present intention of exercising the Repurchase Mandate in such a way (if it were to be exercised at all) that would result in the public shareholding of less than such prescribed minimum percentage under the Listing Rules.

No core connected persons (as defined in the Listing Rules) have notified the Bank that they have a present intention to sell any Shares to the Bank, or have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

5. SHARE REPURCHASE MADE BY THE BANK

No repurchase has been made by the Bank of its Shares in the six months before the Latest Practicable Date.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and up to the Latest Practicable Date are as follows:

	Price per share	
	Highest HK\$	Lowest HK\$
2015		
March	18.620	17.720
April	23.600	18.340
May	24.500	21.200
June	28.450	22.200
July	23.650	17.800
August ¹	24.700	16.860
September ²	18.700	16.040
October	17.160	16.380
November	16.800	16.160
December	16.720	15.360
2016		
January	16.300	13.960
February	15.040	13.720
March (up to and including the Latest Practicable Date)	15.740	15.020

Notes:

1. Suspension of trading of the Bank's Shares on the Stock Exchange took place from 14 August 2015 at 9 am and the resumption of its trading took place on 18 August 2015 at 9 am.
2. The Bank's issued and fully-paid share capital increased from 435,000,000 Shares to 652,500,000 Shares after issuing 217,500,000 Rights Issue Shares which have been listed and traded on the Stock Exchange since 25 September 2015.

APPENDIX 3 - SUMMARY OF PROPOSED MAJOR CHANGES ON THE NEW ARTICLES

As a result of the implementation of the Companies Ordinance which came into effect on 3 March 2014, it is proposed that a number of amendments be made to the Existing Articles to bring them in line with the current legal framework. It is also proposed that the Existing Articles be updated to remove outdated references and reflect other recent changes in law and corporate governance practices.

Set out below is an outline of, and the reasons for, the amendments proposed to be made to the Existing Articles are categorized as follows:-

- (a) changes being made to bring the Existing Articles in line with the Companies Ordinance; and
- (b) changes being made to increase flexibility to the Bank and Shareholders and / or to bring the Existing Articles up-to-date, and also general “housekeeping” amendments.

The Existing Articles are replaced in their entirety by the New Articles. References to Article numbers are to the numbering in the New Articles unless otherwise stated.

A. Changes being made to bring the Existing Articles in line with the Companies Ordinance

1. Removal of the Memorandum

Under the Companies Ordinance, there is no longer a requirement for a company to retain a Memorandum. In addition, all provisions in the Memorandum which were in force immediately prior to the commencement of the Companies Ordinance are regarded as provisions of the Bank’s articles (except for articles relating to the amount of registered share capital of the Bank and its division into shares of a fixed amount, which are deemed to be deleted under the Companies Ordinance).

Given the above, and for clarity, it is proposed that the Memorandum be removed and certain provisions (such as the name of the Bank, the liability of the Shareholders and the “objects” of the Bank) be inserted into the New Articles.

2. Share Capital

New Articles 9, 25, 31, 37, 52, 126 and 132 reflect the changes introduced by the Companies Ordinance, where concepts of nominal value and authorized share capital have been abolished, along with related concepts such as nominal share capital, par value, share premium and / or capital redemption reserve.

3. Stock

The Companies Ordinance repeals the power of a company to convert its Shares into stock. It is proposed that the Existing Articles be amended to delete the Existing Articles 49 to 52 relating to stock or the power of the Bank to convert Shares into stock.

4. Share Certificate

New Article 17 reflect the requirement of the Companies Ordinance which provides that the relevant share certificate be ready for delivery within ten Business Days after the day on which a transfer is lodged.

5. Transfer of Shares

New Articles 43 and 44 reflect the changes introduced by the Companies Ordinance which requires Directors to provide reasons for refusing to register any transfer of shares upon request of the transferor or transferee. It is proposed that the Existing Articles be amended to remove the power of the Board to refuse registration without assigning any reason and that a statement of reasons be given upon refusal and request of the transferor or transferee to reflect this requirement.

6. Demand for Poll

New Article 64 reflects the changes introduced by the Companies Ordinance that the thresholds necessary for Shareholders to demand polls on resolutions voted on at general meetings be amended, such that a poll may be demanded at a general meeting by any Shareholder or Shareholders having the right to vote at the meeting or by a Shareholder or Shareholders representing at least five percent (instead of ten percent under the Existing Article 64) of the total voting rights of all the Shareholders having the right to vote at the meeting.

7. Reporting Documents

New Articles 150 and 151 reflect the new terminology used throughout the Companies Ordinance for various financial documents that the Directors are required to prepare and put forward in an annual general meeting of the Bank.

8. Indemnity

New Article 169 amends the provisions relating to the indemnity provided to Directors and officers of the Bank to align more closely with those used in the Companies Ordinance, to exempt its Directors from certain classes of liability except those classes in respect of which such exemption is not permitted under the Companies Ordinance.

B. Changes being made to increase flexibility to the Bank and Shareholders and / or to bring the Existing Articles up-to-date and also general “housekeeping” amendments

9. Alteration of Share Capital

New Article 52 amends and streamlines the provisions in the New Articles by aligning them with the Companies Ordinance, such that the Bank may alter its share capital in any manner set out in the Companies Ordinance or as authorized by the New Articles.

10. General Meetings

It is proposed that minor amendments be made to the provisions in the New Article 56 relating to, among others, the timing of annual general meetings and providing for general meetings to be held in more than one location, in order to provide flexibility to the Bank.

11. Electronic Communications

It is proposed that miscellaneous amendments be made to facilitate the use of electronic communications (without prejudicing Shareholders’ existing rights regarding electronic communications). New Articles 77, 80, 112, 113, 122, 151, 155, 157 and 161 reflect such changes.

12. Directors’ Interests

In order to align the New Articles with provisions of the Companies Ordinance, it is proposed that New Articles 94 and 96 be amended to remove an exemption which permitted voting by a Director on a resolution for transactions with a company in which the Director or the Director’s connected entitie(s) is / are beneficially interested in not more than five percent of the Shares or securities of the Bank. In addition, other minor changes are proposed to the provisions relating to declaration of material interest of Directors in any transaction, arrangement, contract, or any proposed transaction, arrangement, contract.

13. Rotation of Directors

It is proposed that the provisions in the New Articles 84 and 100 in relation to the rotation of Directors be amended to make clear that any Director appointed by the Board and standing for election at an annual general meeting will be counted in determining the number of Directors who shall retire by rotation. The Board believes these amendments will provide greater clarity as to the process for retirement by rotation.

14. Miscellaneous

It is proposed that miscellaneous “house keeping” amendments be made to update, modernize and / or clarify various provisions of the Existing Articles where considered desirable.