

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



NOTICE OF 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 2013 will be held on the 27th Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong on Wednesday, 8 May 2013 at 11:15 am for the purposes of conducting the following items of ordinary and special business:

Ordinary business

As ordinary business, to consider and, if thought fit, pass ordinary resolutions in respect of the following matters:

- (1) To receive and adopt the Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2012.
- (2) To declare the final cash dividend for the year ended 31 December 2012.
- (3) To re-elect directors and fix their and the other directors’ fee.
- (4) To re-appoint auditors and authorise the directors to fix the auditors’ remuneration.

Special business

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

(5) THAT

- (a) the exercise by the board of directors during the Relevant Period of all the powers of the Bank to purchase Shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of Shares in issue at the date of the passing of this resolution, and the said approval be and is hereby limited accordingly; and
- (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; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

“Shares” means shares of all classes in the capital of the Bank including, without limitation, shares of HK\$0.50 each of the Bank.

(6) **THAT**

- (a) subject to paragraph (c), the exercise by the board of directors of the Bank during the Relevant Period of all the powers of the Bank to allot, issue and deal with additional shares in the capital of the Bank 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) shall authorise the board of directors of the Bank during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the board of directors of the Bank pursuant to the approval in paragraph (a), otherwise than pursuant to (i) any Rights Issue, (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, or (iii) any exercise of options granted under any share option scheme of the Bank, shall not exceed the aggregate of:
 - (aa) 20 per cent of the aggregate nominal amount of the shares in the capital of the Bank in issue at the date of the passing of this resolution; and
 - (bb) (if the board of directors is so authorised by a separate ordinary resolution of the shareholders of the Bank) the nominal amount of any share capital of the Bank repurchased by the Bank subsequent to the passing of this resolution,

and the said approval be and is hereby limited accordingly; and

- (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; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the board of directors of the Bank to holders of shares of the Bank or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the board of 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).

- (7) **THAT** the board of 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 share capital of the Bank referred to in sub-paragraph (bb) of paragraph (c) of that resolution.

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

- (8) **THAT** the Article 126 of the Articles of Association of the Bank be and is amended with changes boldfaced and underlined for easy reference as follows:

“126. The Board shall provide for the safe custody of every seal (including the common seal and any official seal of the Company) which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which a seal shall be affixed **either (i)** shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by **one** other person appointed by the Board **for the purpose, or (ii), in lieu thereof, shall be signed by any two persons appointed by the Board** for the purpose, provided that the Board may either generally or in any particular case or cases resolve (subject to such restrictions as to the manner in which the seal may be affixed as the Board may determine) that such signatures or any of them may be affixed to certificates for shares or debentures or representing any other form of security by some mechanical means other than autographic to be specified in such resolution or that such certificates need not be signed by any person. Every instrument executed in the manner provided by this Article shall be conclusively deemed to be sealed and executed with the authority of the Directors previously given.”

Any other ordinary business

- (9) To transact other ordinary business (if any).

By Order of the Board
Michael K W Yeung
Company Secretary

28 March 2013

Notes:

- (i) A shareholder entitled to attend and vote at the 2013 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. Forms of proxy are to be lodged with the registered office of the Bank at Ground Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong not later than 48 hours before the time for the holding of the 2013 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 2013 annual general meeting of the shareholders, the register of members of the Bank will be closed from Friday, 3 May 2013 to Monday, 6 May 2013 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the 2013 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 Thursday, 2 May 2013.
- (iii) For the purpose of ascertaining the Shareholders who qualify to receive the final cash dividend, the register of members of the Bank will be closed from Thursday, 16 May 2013 to Tuesday, 21 May 2013 (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, 15 May 2013.
- (iv) The Bank's Annual Report 2012 includes 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 amendment of articles of association, the re-election of retiring directors as well as poll voting.
- (v) The Bank's Memorandum and Articles of Association is written in the English language and there is no official Chinese translation thereof. In case of any discrepancies between the English version of the proposed amendments to the Bank's Memorandum and Articles of Association and its Chinese translation, the English version shall prevail in all circumstances.

As of the date of this announcement:

- *the five Executive Directors of the Bank are Dr Liu Lit Mo (Chairman), Mr Liu Lit Chi (Deputy Chairman & Managing Director), Mr Lau Wai Man (Chief Executive Officer), Mr Don Tit Shing Liu (Deputy Chief Executive Officer) and Mr Wilfred Chun Ning Liu;*
- *the five Non-executive Directors are Mr He Jiale, Mr Hidekazu Horikoshi, Mr Christopher Kwun Shing Liu, Mr Alfred Cheuk Yu Chow and Mr Meng Qinghui; and*
- *the five Independent Non-executive Directors are Dr Robin Yau Hing Chan, Mr Timothy George Freshwater, Mr Wanchai Chiranakhorn, Mr Cheng Yuk Wo and Mr Andrew Chiu Cheung Ma.*