
THIS EXPLANATORY STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this explanatory statement or as to the action to be taken, you should consult your licensed securities dealer, 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 explanatory statement and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer and other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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創興銀行有限公司
Chong Hing Bank Limited

(a Hong Kong-incorporated limited liability company)

(Stock Code: 01111)

**RENEWAL OF GENERAL MANDATES FOR THE REPURCHASE
BY THE BANK OF ITS OWN SHARES AND
THE ISSUE OF NEW SHARES,
AMENDMENTS OF ARTICLES OF ASSOCIATION,
RE-ELECTION OF RETIRING DIRECTORS, AND
VOTING BY POLL**

A notice convening an annual general meeting of the shareholders of the Bank to be held in the Function Room on the 1st Floor of Mandarin Oriental, Hong Kong at 5 Connaught Road Central, Hong Kong on Wednesday, 29 April 2009 at 11:15 am is set out on pages 13 to 17 in the annual report of the Bank for the year ended 31 December 2008. A form of proxy for use at the 2009 annual general meeting and any adjournment thereof is attached. If you are unable to attend and vote at the 2009 annual general meeting and any adjournment thereof in person, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Bank’s registered office at Ground Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong, as soon as possible, but in any event not less than 48 hours before the time appointed for holding the annual general meeting and any adjournment thereof. Completion and return of the form of proxy shall not preclude the shareholders of the Bank from attending and voting in person at the annual general meeting and any adjournment thereof should they so wish.

27 March 2009

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DEFINITIONS

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

“2009 AGM”	the annual general meeting of the Bank to be held in the Function Room on the 1st Floor of Mandarin Oriental, Hong Kong at 5 Connaught Road Central, Hong Kong on Wednesday, 29 April 2009 at 11:15 am, notice of which is set out on pages 13 to 17 in the annual report of the Bank for the year ended 31 December 2008.
“Articles of Association”	the articles of association of the Bank for the time being in force
“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
“Code”	Hong Kong Code on Takeovers and Mergers
“Directors”	the directors of the Bank
“Explanatory Statement”	this explanatory statement
“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
“Latest Practicable Date”	20 March 2009, being the latest practicable date before the printing for despatch of the Explanatory Statement.
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Relevant Period”	the date of the passing of the resolutions in question until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law or the Articles of Association to be held or when revoked or varied by ordinary resolution(s) of shareholders in general meeting of the Bank, whichever occurs first.
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

EXPLANATORY STATEMENT FROM THE BOARD



創興銀行有限公司 Chong Hing Bank Limited

(a Hong Kong-incorporated limited liability company)

(Stock Code: 01111)

Executive directors

Mr LIU Lit Man, GBS, JP, FIBA
(Executive Chairman)

Dr LIU Lit Mo, LLD, MBE, JP
(Vice Chairman)

Mr LIU Lit Chi
(Managing Director & Chief Executive Officer)

Mr Don Tit Shing LIU
(Deputy Chief Executive Officer)

Mr LAU Wai Man
(Deputy Chief Executive Officer)

Mr Wilfred Chun Ning LIU

Mr TSANG Chiu Wing

Mr WONG Har Kar

Registered Office

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

Non-executive directors

Mr Timothy George FRESHWATER

Mr WANG Xiaoming

Mr Andrew LIU

Mr Eiichi YOSHIKAWA

Mr Christopher Kwun Shing LIU

Mr Alfred Cheuk Yu CHOW, BBS, JP

Mr MENG Qinghui

Independent non-executive directors

Dr Robin Yau Hing CHAN, GBS, LLD, JP

Mr Wanchai CHIRANAKHORN

Mr CHENG Yuk Wo

Mr Andrew Chiu Cheung MA

EXPLANATORY STATEMENT FROM THE BOARD

27 March 2009

To the Shareholders,

Dear Sir / Madam,

**RENEWAL OF GENERAL MANDATES FOR THE REPURCHASE
BY THE BANK OF ITS OWN SHARES AND
THE ISSUE OF NEW SHARES,
AMENDMENTS OF ARTICLES OF ASSOCIATION,
RE-ELECTION OF RETIRING DIRECTORS, AND
VOTING BY POLL**

A. Renewal of General Mandates for the Repurchase by the Bank of its Own Shares and the Issue of New Shares

1. At the annual general meeting of the Bank held on 30 April 2008, ordinary resolutions were passed giving general and unconditional mandates to the Directors to exercise all powers of the Bank (i) to allot, issue and deal with, otherwise than by way of rights issue or pursuant to the exercise of options granted under the Share Option Scheme of the Bank adopted on 25 April 2002 or pursuant to 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, Shares (as defined in the Appendix 1) with an aggregate nominal value not exceeding the sum of (a) 20 per cent of the aggregate nominal amount of the issued share capital of the Bank as at the date of the passing of the relevant resolution and (b) the aggregate nominal amount of the share capital of the Bank repurchased under the authority referred to under (ii); and (ii) to repurchase up to 10 per cent of the share capital of the Bank as at the date of resolution granting the general mandate, such authority relating only to repurchases made on the Stock Exchange or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose and otherwise in accordance with the Listing Rules; such mandates shall remain in effect during the Relevant Period and shall not extend beyond the Relevant Period save that the Directors may during the Relevant Period make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period. No Shares have been allotted, issued, repurchased or otherwise dealt with under the mandates in question.
2. Under the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and the Listing Rules, these general mandates lapse at the conclusion of the 2009 AGM, unless renewed at that meeting. Resolutions will be proposed to renew these mandates and the Explanatory Statement required by the Listing Rules to be sent to shareholders in connection with the proposed share repurchase resolution is set out in Appendix 1. The Explanatory Statement also constitutes the memorandum required under section 49BA of the Companies Ordinance.
3. With reference to Resolutions 5, 6 and 7 set out in the Notice of the 2009 AGM, the Directors wish to state that they have no immediate plans to repurchase any existing Shares or to allot and issue any new Shares pursuant to the relevant mandates.
4. It is proposed that general mandate be granted to allot and issue additional shares in the Bank not exceeding 20 per cent of its issued share capital. On the basis of 435,000,000 Shares in issue as of the Latest Practicable Date and assuming no further Shares will be allotted and issued between 21 March 2009 and the date of the passing of such resolution, the maximum number of shares to be issued under the proposed general mandate is 87,000,000 Shares.

EXPLANATORY STATEMENT FROM THE BOARD

B. Amendments of Articles of Association

A special resolution will be proposed at the 2009 AGM to amend the Bank's Articles of Association so as to conform to certain recent changes made to the Listing Rules as regards notice of meetings and voting by poll, and to allow for the appointment of multiple proxies by recognised clearing houses (or their nominees) within the meaning of the Securities and Futures Ordinance.

The proposed amendments will have the following effects:

- (i) An annual general meeting, as well as a general meeting called for the passing of a special resolution, will be called by no fewer than 21 days' notice, and all other general meetings will be called by no fewer than 14 days' notice, or such other minimum notice as may be specified in the Listing Rules from time to time (as of the Latest Practicable Date, being at least 20 clear business days in the case of annual general meetings and at least 10 clear business days in the case of all other general meetings). In this regard, a "business day" is any day on which the Stock Exchange is open for the business of dealing in securities.
- (ii) Any vote of shareholders at a general meeting will be taken by poll.
- (iii) HKSCC Nominees Limited, a wholly-owned subsidiary of Hong Kong Securities Clearing Company Limited, will have the right to appoint multiple proxies to attend and vote at any general meetings.

The proposed amendments to certain portions of the Articles of Association of the Bank are as follows:

- (a) by replacing the words "rules of the Stock Exchange" with the words "Listing Rules" in the definition of "Associates" in Article 2:

“ “Associates”

shall have the meaning as ascribed to it from time to time under the Listing Rules;”;

- (b) by adding the following new definition immediately after the definition of "Directors" or "Board" in Article 2:

“ “Listing Rules”

shall mean Rules Governing the Listing of Securities on the Stock Exchange;”;

- (c) by replacing Article 57 in its entirety with the following:

“57. An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than twenty-one days' Notice, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by not less than fourteen days' Notice, or in any case such other minimum notice period as may be specified in the Listing Rules from time to time. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given (as well as the day of the general meeting), and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business. Notice of a general meeting shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such Notices from the Company. Subject to the provisions of the Companies Ordinance, a meeting of the Company shall notwithstanding that it is called by shorter Notice than that specified in this Article be deemed to have been duly called if it is so agreed:

EXPLANATORY STATEMENT FROM THE BOARD

- (i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five percent in nominal value of the shares giving that right.”;
- (d) by adding the words “required or” before the words “duly demanded” in the margin description of Article 65 and replacing Article 65 in its entirety with the following:

“65. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is required under the Listing Rules or (before or on the declaration of the result of the show of hands or the withdrawal of any other demand for a poll) a poll is demanded by:

- (i) the chairman of the meeting; or
- (ii) at least three members present in person or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) by a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that rights.

Unless a poll be so required or demanded and the demand is not withdrawn, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.”;

- (e) by replacing the words “rules of the Stock Exchange” with the words “Listing Rules” in Article 75(ii):
- “75. (ii) Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”;

EXPLANATORY STATEMENT FROM THE BOARD

- (f) by adding the following new Article 82A and its margin note of “Appointment of multiple proxies” immediately after Article 82:

“82A. If a member of the Company is, or is a nominee of, a recognised clearing house (within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)), it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised shall be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence for substantiating the facts that it is duly authorised and shall be entitled to exercise the same power on behalf of the recognised clearing house (or its nominee(s)) which he represents as that clearing house (or its nominee(s)) could exercise if it were an individual member of the Company.”; and

- (g) by replacing the words “rules of the Stock Exchange” with the words “Listing Rules” in Article 153(ii):

“153. (ii) Where a shareholder (a “Consenting Shareholder”) has, subject to due compliance with all applicable laws, rules and regulations, including, without limitation, the Listing Rules, consented to treat the publication of the relevant financial documents and/or the summary financial report on the Company’s computer network as discharging the Company’s obligation under law to send a copy of the relevant financial documents and/or the summary financial report, then publication by the Company, in accordance with law, on the Company’s computer network of the relevant financial documents and/or the summary financial report at least twenty-one days before the date of the general meeting shall, in relation to each Consenting Shareholder, be deemed to discharge the Company’s obligations under sub-clause (i).”.

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.

C. Re-election of Retiring Directors

1. Article 101 of the Articles of Association stipulates that, among other things, one-third of the Directors for the time being, who have been longest in office since their last election, shall be subject to retirement by rotation and re-election at each annual general meeting. Accordingly, the following Directors shall retire and offer themselves for re-election at the 2009 AGM:

Name

Mr Liu Lit Man

Mr Timothy George Freshwater

Mr Christopher Kwun Shing Liu

Mr Alfred Cheuk Yu Chow

Mr Tsang Chiu Wing

Mr Wong Har Kar

2. Biographical data about the retiring Directors who are proposed to be re-elected at the 2009 AGM are set out in Appendix 2.

EXPLANATORY STATEMENT FROM THE BOARD

D. Voting by Poll

Amendments have been made to the Listing Rules making voting by poll mandatory on all resolutions at general meetings (including the 2009 AGM) with effect from 1 January 2009.

As such, the chairman of the meeting of the 2009 AGM will demand, under the current Article 65 of the Articles of Association, that all resolutions be voted upon by way of poll at the 2009 AGM.

E. Recommendation

Your Directors believe that the renewal of the general mandates for both the repurchase by the Bank of its own shares and the issue of new shares, the amendments of the Articles of Association, and the re-election of the retiring Directors in question are in the interests of the Bank and its shareholders as a whole. As such, your Directors recommend that you vote in favour of all of the relevant resolutions to be proposed for passage at the 2009 AGM.

By Order of the Board

Liu Lit Man

Executive Chairman

APPENDIX 1 – EXPLANATORY STATEMENT ON THE PROPOSED GENERAL MANDATE FOR THE REPURCHASE OF SHARES

The following is the Explanatory Statement required to be sent to shareholders under the Listing Rules in connection with the proposed general mandate for repurchase of shares and also constitutes the memorandum required under section 49BA of the Companies Ordinance. References in this Appendix to “Shares” mean share(s) of all classes in the capital of the Bank and include, where the context so requires, Shares of HK\$0.50 each of the Bank:

- (i) It is proposed that up to 10 per cent of the Shares in issue, at the date of the passing of the resolution to approve the general mandate, may be repurchased. On the basis of 435,000,000 Shares in issue as of the Latest Practicable Date and assuming no further Shares will be issued and / or repurchased between 21 March 2009 and the date of the passing of such resolution, the Directors would be authorised to repurchase up to 43,500,000 Shares.
- (ii) The Directors believe that the ability to repurchase Shares is in the interests of the Bank and its shareholders. Repurchases may, depending on the circumstances, result in an increase in net assets and / or earnings per share. The Directors are seeking the grant of a general mandate to repurchase Shares to give the Bank the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which such Shares are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing.
- (iii) It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Bank which shall be funds legally available for such purpose in accordance with the Bank’s constitutive documents and the laws of Hong Kong.
- (iv) There could be a material adverse impact on the working capital or gearing position of the Bank (as compared with the position disclosed in its latest published audited accounts for the financial year ended 31 December 2008) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the general mandate to such an extent as would, 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.
- (v) There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any associates (as defined in the Listing Rules) of Directors of the Bank who have a present intention, in the event that the general mandate is granted by shareholders, to sell Shares to the Bank.

APPENDIX 1 – EXPLANATORY STATEMENT ON THE PROPOSED GENERAL MANDATE FOR THE REPURCHASE OF SHARES

- (vi) The Directors have undertaken to the Stock Exchange to exercise the power of the Bank to make repurchases pursuant to the general mandate in accordance with the Listing Rules and the laws of Hong Kong.
- (vii) The Directors are not aware of any consequences which would arise under the Hong Kong Code on Takeovers and Mergers (the “Code”) as a result of any repurchases under the general repurchase mandate in question other than the restriction that the controlling shareholding of Liu Chong Hing Estate Company, Limited (which currently stands at 47.82 percent of the Bank’s Shares in issue) should not rise more than 2 percentage points for the 12-month period in question. If the general repurchase mandate were to be fully exercised, the above shareholding would exceed the limit concerned and move up to 53.13 percent, thereby triggering Rule 26 of the Code in respect of mandatory offer. Neither should that of Liu Chong Hing Estate Company, Limited and those persons acting in concert within the meaning of the Code (which currently stands at 49.48 percent of the Bank’s Shares in issue) rise more than 2 percentage points for the 12-month period in question. If the general repurchase mandate were to be fully exercised, the above shareholding would exceed the limit concerned and move up to 54.98 percent, thereby triggering Rule 26 of the Code in respect of mandatory offer. The Directors, however, have no present intention of exercising the general repurchase mandate in such a way (if it were to be exercised at all) that would trigger any such mandatory offer.
- (viii) No repurchase has been made by the Bank of its Shares in the six months before the Latest Practicable Date.
- (ix) No connected persons (as defined in the Listing Rules) of the Bank have notified it of a present intention to sell Shares to the Bank and no such persons have undertaken not to sell such Shares to the Bank in the event that the general mandate is granted by shareholders.
- (x) The highest and lowest unit prices at which the Shares had been traded on the Stock Exchange during each of the previous twelve calendar months before the Latest Practicable Date and up to the Latest Practicable Date are as follows:

	Highest	Lowest
	HK\$	HK\$
March 2008	18.840	15.320
April 2008	20.000	18.200
May 2008	22.100	18.160
June 2008	23.400	18.380
July 2008	20.900	18.540
August 2008	20.800	18.000
September 2008	19.040	13.600
October 2008	14.280	8.650
November 2008	10.900	9.200
December 2008	9.740	9.110
January 2009	9.980	8.840
February 2009	9.060	7.810
March 2009 (up to and including the Latest Practicable Date)	8.650	7.830

APPENDIX 2 – BIOGRAPHICAL DATA ABOUT RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Biographical data about the retiring Directors who are proposed to be re-elected at the 2009 AGM are as follows:

Mr Liu Lit Man, GBS, JP, FIBA

aged 79, is the Executive Chairman of the Bank. He joined the Bank in 1950 and has been its Director since 1955. He is also the Chairman of both Liu Chong Hing Investment Limited and Chong Hing Insurance Company Limited. He is also a director of The Hong Kong and China Gas Company Limited. He was a Director of Tung Wah Group of Hospitals, the President of the Hong Kong Chiu Chow Chamber of Commerce (presently Permanent Honorary President), a founder and a Permanent Honorary Chairman of the Chiu Chow Association Building (Property Holding) Limited, as well as the founder and the first Chairman of Teochew International Convention (now Permanent Honorary Chairman). Presently he is a Permanent Honorary Chairman of The Chinese General Chamber of Commerce, Hong Kong. Mr Liu is also a founder and a Manager of Liu Po Shan Memorial College, a Director of New Asia College of The Chinese University of Hong Kong, and the founder of Chiu Chow Association Secondary School. In 1975, he was appointed a Justice of the Peace and was elected Fellow of the International Banker Association. He had been a Member of the Consultative Committee for the Basic Law from 1985 to 1990 and was a Member of the Selection Committee of the First Government of the Hong Kong Special Administrative Region. He was a Member of the First Election Committee constituted under the Chief Executive Election Ordinance. Mr Liu was awarded the Gold Bauhinia Star by the Government of the Hong Kong Special Administrative Region in July 2001.

Mr Liu is a director of Chong Hing Finance Limited; Chong Hing Information Technology Limited; Chong Hing Insurance Company Limited; Chong Hing (Management) Limited; Chong Hing (Nominees) Limited; Gallbraith Limited; Liu Chong Hing Banking Corporation, Cayman and Right Way Investments Limited, all of which are wholly-owned subsidiaries of the Bank.

Mr Liu is also a director of Abaleen Enterprises Limited; Alain Limited; Bonsun Enterprises Limited; China Link Technologies Limited; Chong Yip Finance Limited; Determined Resources Limited; Devon Realty Limited; Donington Company Limited; Gem Gain Enterprises Limited; Great Earnest Limited; Heng Kin Investment Limited; Honour Speed Development Limited; Jacot Limited; Ko Yew Company Limited; Linktime International Development Limited; Liu Chong Hing Estate Company, Limited; Liu Chong Hing Godown Company, Limited; Liu Chong Hing Property Holdings (Cayman) Limited; Liu Chong Hing Property Management and Agency Limited; Luxpolar Limited; Marble Kingdom Limited; Queen Profit International Investment Limited; Shanghai Huang Pu Liu Chong Hing Property Development Company Limited; Sino Pink Development Limited; Speed World Investment Limited; Terryglass Limited; Top Team Limited; Wealth Good Investment Limited; Well Road Investment Limited and Yue Tung Ching Kee Company Limited, all of which are subsidiaries of Liu Chong Hing Investment Limited, the controlling shareholder of the Bank.

Save as disclosed above, Mr Liu is the Executive Chairman of Liu Chong Hing Investment Limited and has been its board member since 1972. Mr Liu has also been an independent non-executive director of The Hong Kong and China Gas Company Limited since 1975. Besides, Mr Liu was an independent non-executive director of COSCO Pacific Limited from September 1996 to 15 May 2008. All are public companies listed on the Stock Exchange. Save as disclosed above, Mr Liu did not hold any directorship in any other public listed company in the last three years.

APPENDIX 2 – BIOGRAPHICAL DATA ABOUT RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Other than that mentioned above, Mr Liu does not hold any other position with the Bank or any other members of the Bank's group, and does not have any relationship with any director, senior management, substantial or controlling shareholders of the Bank. As of the Latest Practicable Date, Mr Liu is interested in 251,466,556 shares in the Bank (amounting to some 57.8084 percent of its existing issued and fully paid share capital) within the meaning of Part XV of the Securities and Futures Ordinance. Mr Liu, 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.

Mr Liu, as the Executive Chairman of the Bank, is currently entitled to an annual salary package of about HK\$5,787,000, which has been fixed with reference to such factors as his position, responsibilities and performance. Mr Liu, as a board member, is also at present entitled to receive by way of an annual remuneration amounting to HK\$120,000, which is currently fixed with reference to such factors as his position, responsibilities and performance and approved under the Articles of Association.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the shareholders of the Bank.

Mr Timothy George Freshwater

aged 64, was redesignated from independent non-executive director, an office that he had held since April 1997, to non-executive director of the Bank in September 2004. He is a solicitor in the UK and Hong Kong and is a past President of the Law Society of Hong Kong. After graduating from Cambridge University, he joined the international law firm Slaughter and May in 1967 and remained with them for 29 years, leaving in July 1996 to join Jardine Fleming. He became Chairman of Jardine Fleming in 1999. In 2001, Mr Freshwater joined Goldman Sachs (Asia) L.L.C. and is now Vice Chairman. Mr Freshwater has been a member of the Bank's Investment Committee on Asia Opportunity Fund since 25 August 1998.

In addition to his directorship in the Bank, Mr Freshwater is an independent non-executive director of COSCO Pacific Limited (since 2005) and Swire Pacific Limited (since January 2008). Mr Freshwater was an independent non-executive director of Pacific Century Insurance Holdings Limited (now known as Fortis Asia Holdings Limited) from June 1999 to June 2007 and of Hong Kong Exchanges and Clearing Limited from April 2000 to April 2006. All of the foregoing are public companies listed on the Stock Exchange. Besides, Mr Freshwater is a non-executive director of Aquarius Platinum Limited (since August 2006) which is a public company listed on the Australian Stock Exchange, the London Stock Exchange, and the JSE Securities Exchange South Africa. Save as disclosed above, Mr Freshwater did not hold any directorship in any other public listed company in the last three years.

Other than that mentioned above, Mr Freshwater does not hold any other position with the Bank or any other members of the Bank's group, and does not have any relationship with any director, senior management, substantial or controlling shareholders of the Bank. As of the Latest Practicable Date, Mr Freshwater is interested in 396 shares in the Bank (amounting to some 0.00009 percent of its existing issued and fully paid share capital) within the meaning of Part XV of the Securities and Futures Ordinance. Mr Freshwater, 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. Mr Freshwater, as a board member, is at present entitled to receive by way of an annual remuneration amounting to HK\$180,000, which is currently fixed with reference to such factors as his position, responsibilities and performance and approved under the Articles of Association.

APPENDIX 2 – BIOGRAPHICAL DATA ABOUT RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the shareholders of the Bank.

Mr Christopher Kwun Shing Liu

aged 33, became a director of the Bank in 2002 after having served as alternate director to Dr Liu Lit Chung (a former director of the Bank) between July 2000 and July 2002. Mr Liu is an executive director of Liu Chong Hing Investment Limited (the Bank's controlling shareholder), a post which he has held since August 2008 following a re-designation from his previous role since 2000 as non-executive director of the company and alternate director to Dr Liu Lit Chung (who is a non-executive director of the company). A holder of a Master of Arts degree in Jurisprudence from the University of Oxford, Mr Liu is a qualified solicitor in both England & Wales and Hong Kong. Prior to his joining Liu Chong Hing Investment Limited on a full-time basis, he was a partner of Deacons in Hong Kong focusing on corporate finance, mergers and acquisitions and private equity matters, and currently remains as an advisory legal counsel of the international law firm.

Mr Liu also holds directorships in various subsidiaries of Liu Chong Hing Investment Limited and is a school manager of Liu Po Shan Memorial College. He is a nephew of Mr Liu Lit Man (Executive Chairman of the Bank) and a member of the Liu's family, some members of which are directors, members of senior management and / or substantial / controlling shareholders of the Bank. Save as disclosed above, Mr Liu (i) did not hold any directorship in any other public listed company in the last three years; (ii) does not hold any other position within the Bank or any other members of the Bank's group; and (iii) does not have any relationship with any other director, members of senior management, substantial or controlling shareholders of the Bank.

As of the Latest Practicable Date, Mr Liu has no interest (nor any short position) in the securities or underlying securities in the Bank or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Mr Liu, 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. Mr Liu, as a board member, is at present entitled to receive by way of an annual remuneration amounting to HK\$70,000, which is currently fixed with reference to such factors as his position, responsibilities and performance and approved under the Articles of Association.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the shareholders of the Bank.

APPENDIX 2 – BIOGRAPHICAL DATA ABOUT RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Mr Alfred Cheuk Yu Chow, BBS, JP

aged 58, a member of the Board since February 2003, was redesignated from independent non-executive director to non-executive director of the Bank in September 2004. He graduated from the University of Hong Kong with a Bachelor of Laws Degree and a Master of Social Sciences (Public Administration) Degree. With 17 years working experience in the civil service and over 25 years as a solicitor, Mr Chow is presently the senior partner of Kwan & Chow, Solicitors, a law firm in Hong Kong. He is also a China-Appointed Attesting Officer.

Mr Chow is a director of Chong Hing Insurance Company Limited, which is a wholly-owned subsidiary of the Bank. Save as disclosed above, Mr Chow did not hold any directorship in any other public listed company in the last three years.

Other than that mentioned above, Mr Chow does not hold any other position with the Bank or any other members of the Bank's group, and does not have any relationship with any director, senior management, substantial or controlling shareholders of the Bank. As of the Latest Practicable Date, Mr Chow has no interest (nor any short position) in the securities or underlying securities in the Bank or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Mr Chow, 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. Mr Chow, as a board member, is at present entitled to receive by way of an annual remuneration amounting to HK\$100,000, which is currently fixed with reference to such factors as his position, responsibilities and performance and approved under the Articles of Association.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the shareholders of the Bank.

Mr Tsang Chiu Wing

aged 51, is an Executive Director in charge of the Information Technology Division of the Bank. He holds a Master of Science degree in Electronic Commerce and Internet Computing from the University of Hong Kong, and is a member of the Institute of Chartered Accountants in England and Wales and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr Tsang joined the Bank in 2000 and became a Director of the Bank in August 2005. Before joining the Bank, he held senior positions in an international accounting firm and a major international bank in Hong Kong.

In addition to his directorship in the Bank, Mr Tsang is a director of Card Alliance Company Limited, Chong Hing Information Technology Limited and Chong Hing (Nominees) Limited, all of which are subsidiaries of the Bank. Save as disclosed above, Mr Tsang did not hold any directorship in any other public listed company in the last three years.

Other than that mentioned above, Mr Tsang does not hold any other position with the Bank or any other members of the Bank's group, and does not have any relationship with any director, senior management, substantial or controlling shareholders of the Bank. As of the Latest Practicable Date, Mr Tsang has no interest (nor any short position) in the securities or underlying securities in the Bank or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Mr Tsang, 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.

APPENDIX 2 – BIOGRAPHICAL DATA ABOUT RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Mr Tsang, as the head of the Bank's Information Technology Division, is at present entitled to an annual salary package of about HK\$2,306,000, which has been fixed with reference to such factors as his position, responsibilities and performance. Mr Tsang, as a board member, is also at present entitled to receive by way of an annual remuneration amounting to HK\$70,000, which is currently fixed with reference to such factors as his position, responsibilities and performance and approved under the Articles of Association.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the shareholders of the Bank.

Mr Wong Har Kar

aged 56, is an Executive Director in charge of the Credit Risk Management Division of the Bank. He is a member of the Institute of Chartered Accountants in England & Wales and the Hong Kong Institute of Certified Public Accountants. Mr Wong joined the Bank in 2002 and became a Director of the Bank in August 2005. Before joining the Bank, he held senior positions in an international accounting firm and a major international bank in Hong Kong.

In addition to his directorship in the Bank, Mr Wong is a director of Chong Hing Information Technology Limited, Chong Hing (Management) Limited, Chong Hing (Nominees) Limited and Gallbraith Limited, all of which are subsidiaries of the Bank. Save as disclosed above, Mr Wong did not hold any directorship in any other public listed company in the last three years.

Other than that mentioned above, Mr Wong does not hold any other position with the Bank or any other members of the Bank's group, and does not have any relationship with any director, senior management, substantial or controlling shareholders of the Bank. As of the Latest Practicable Date, Mr Wong has no interest (nor any short position) in the securities or underlying securities in the Bank or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Mr Wong, 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.

Mr Wong, as the head of the Bank's Credit Risk Management Division, is at present entitled to an annual salary package of about HK\$2,175,000, which has been fixed with reference to such factors as his position, responsibilities and performance. Mr Wong, as a board member, is also at present entitled to receive by way of an annual remuneration amounting to HK\$70,000, which is currently fixed with reference to such factors as his position, responsibilities and performance and approved under the Articles of Association.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there other matters that need to be brought to the attention of the shareholders of the Bank.