
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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this explanatory statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this explanatory statement.



創興銀行有限公司
Chong Hing Bank Limited

(a Hong Kong-incorporated limited liability company)

(Stock Code: 1111)

**RENEWAL OF GENERAL MANDATES FOR THE REPURCHASE
BY THE BANK OF ITS OWN SHARES
AND THE ISSUE OF NEW SHARES,
RE-ELECTION OF RETIRING DIRECTORS, AND
PROCEDURES FOR DEMANDING AND CONDUCTING A POLL**

A notice convening an 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 Wednesday, 30 April 2008 at 11:15 am is set out on pages 13 to 15 in the annual report of the Bank for the year ended 31 December 2007. A form of proxy for use at the 2008 annual general meeting and any adjournment thereof is attached. If you are unable to attend and vote at the 2008 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.

31 March 2008

CONTENTS

	Page(s)
Definitions	1
Explanatory Statement from the Board	2
A. Renewal of General Mandates for the Repurchase by the Bank of its Own Shares and the Issue of New Shares	3
B. Re-election of Retiring Directors	4
C. Procedures for Demanding and Conducting a Poll	4-5
D. Recommendation	5
Appendix 1 - Explanatory Statement on the Proposed General Mandate for the Repurchase of Shares	6-7
Appendix 2 - Biographical Data about Retiring Directors Proposed to be Re-elected	8-12

DEFINITIONS

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

“2008 AGM”	the 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 Wednesday, 30 April 2008 at 11:15 am, notice of which is set out on pages 13 to 15 in the annual report of the Bank for the year ended 31 December 2007.
“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”	25 March 2008, 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: 1111)

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 Frank Shui Sang JIN

Mr Andrew Chiu Wing TSANG

Mr George Har Kar WONG

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, 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

31 March 2008

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,
RE-ELECTION OF RETIRING DIRECTORS, AND
PROCEDURES FOR DEMANDING AND CONDUCTING A 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 25 April 2007, 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 2008 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 2008 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 26 March 2008 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. Re-election of Retiring Directors

1. Mr Eiichi Yoshikawa (who was appointed a non-executive director on 11 July 2007), Mr Andrew Chiu Cheung Ma (who was appointed an independent non-executive director on 9 August 2007), Mr Wang Xiaoming and Mr Meng Qinghui (both were appointed non-executive directors on 5 March 2008) shall retire and offer themselves for re-election at the 2008 AGM in accordance with Article 85 of the Bank's Articles of Association.
2. 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 2008 AGM:

Name	Proposed to be re-elected as
Mr Lau Wai Man	Executive Director & Deputy Chief Executive Officer
Mr Wilfred Chun Ning Liu	Executive Director
Mr Frank Shui Sang Jin	Executive Director
Dr Robin Yau Hing Chan	Independent Non-executive director
Mr Cheng Yuk Wo	Independent Non-executive director

3. Biographical data about the retiring Directors who are proposed to be re-elected at the 2008 AGM are set out in Appendix 2.

C. Procedures for Demanding and Conducting a Poll

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. Articles 65 through 68 of the Articles of Association (referred to as the "Company" therein) have set forth the relevant provisions as follows:

65. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or 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

EXPLANATORY STATEMENT FROM THE BOARD

C. Procedures for Demanding and Conducting a Poll - continued

- (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 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.

66. A poll demanded on the election of the chairman of a meeting, or on the question of adjournment of a meeting, shall be taken forthwith. A poll demanded on any other question shall be taken in such manner and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded, as the chairman of the meeting directs. No Notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn with the consent of the chairman of the meeting, at any time before the close of the meeting or the taking of the poll, whichever is the earlier.
67. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
68. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

The 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 above-quoted Articles 65 through 68 and the Chinese translation thereof, the English version shall prevail in all circumstances.

D. 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, 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 2008 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 26 March 2008 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 2007) 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 46.78 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 51.98 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 48.41 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 53.79 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 are as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
March 2007	22.050	18.600
April 2007	21.600	19.840
May 2007	19.980	17.960
June 2007	18.220	17.500
July 2007	20.000	17.820
August 2007	19.660	16.420
September 2007	18.280	16.820
October 2007	18.880	16.680
November 2007	19.180	17.000
December 2007	19.560	17.000
January 2008	18.940	16.000
February 2008	17.220	16.400

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 2008 AGM are as follows:

Dr Robin Yau Hing CHAN, GBS, LLD, JP

aged 75, a member of the Board since October 1981, was redesignated from non-executive director to independent non-executive director of the Bank in April 2005. Dr Chan is the Ex-officio Life Honorary Chairman of The Chinese General Chamber of Commerce, Hong Kong and the Vice Chairman of All-China Federation of Returned Overseas Chinese. Dr Chan had been a Deputy to the Chinese National People's Congress from March 1988 to February 2008.

In addition to his directorship in the Bank, Dr Chan has been the Chairman of Asia Financial Holdings Limited since 19 October 1990. He is currently an independent non-executive director of K Wah International Holdings Limited, of which he has been a board member since 22 June 1989. Dr Chan is also currently an independent non-executive director of Keck Seng Investments (Hong Kong) Limited, of which he has been a board member since 8 September 1988. Asia Financial Holdings Limited, K Wah International Holdings Limited and Keck Seng Investments (Hong Kong) Limited are all public companies listed on the Stock Exchange. Save as disclosed above, Dr Chan did not hold any directorship in any other public listed company in the last three years.

Other than that mentioned above, Dr Chan 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, Dr Chan is interested in 1,229,400 shares in the Bank (amounting to some 0.283 percent of its existing issued and fully paid share capital) within the meaning of Part XV of the Securities and Futures Ordinance. Dr Chan, 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. Dr Chan, 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 CHENG Yuk Wo

aged 47, has been an Independent Non-executive Director of the Bank since September 2004. Mr Cheng is also a member of the Bank's Audit Committee and Remuneration Committee. 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. Mr Cheng obtained a Master of Science (Economics) degree in Accounting and Finance from the London School of Economics, England and a Bachelor of Arts (Honours) degree in Accounting from the University of Kent, England. 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 Accountants of Ontario, Canada. Mr Cheng has more than 20 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 has been a non-executive director of Capital Strategic Investment Limited, a public company listed on the Stock Exchange, since 26 November 2002 before his redesignation as its independent non-executive director with effect from 23 September 2004. Mr Cheng has also been an independent non-executive director of Henry Group Holdings Limited (formerly known as Zida Computer Technologies Limited), a public company listed on the Stock Exchange, since 1 May 2005 before his redesignation as its non-executive director with effect from 4 April 2007. Mr Cheng has been an independent non-executive director too of Hong Kong Construction (Holdings) Limited, South China Land Limited (formerly known as Capital Publications Limited), Chia Tai Enterprises International Limited, GFT Holdings Limited and Goldbond Group Holdings Limited since 14 July 2004, 17 September 2004, 27 September 2004, 1 October 2007 and 1 November 2007 respectively, all of which are public companies listed on the Stock Exchange. Besides, Mr Cheng was an independent executive director of Honbridge Holdings Limited (formerly known as Jessica Publications Limited) from 17 September 2004 to 16 October 2007, which is a public company listed on the Stock Exchange. Save as disclosed above, Mr Cheng 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 Cheng 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 Cheng 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 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. Mr Cheng, 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 Frank Shui Sang JIN

aged 50, is an Executive Director in charge of the Finance and Treasury Management Division of the Bank. He holds a Master of Business Administration degree from the City University in London, and is a certified public accountant (practising) registered in Hong Kong. Mr Jin joined the Bank in 1997 and became a Director of the Bank in August 2001. Before joining the Bank, he held senior positions in an international accounting firm and a listed company.

In addition to his directorship in the Bank, Mr Jin is a director of Card Alliance Company Limited, Chong Hing Commodities and Futures Limited, Chong Hing Finance Limited, Chong Hing Information Technology Limited, Chong Hing (Management) Limited, Chong Hing (Nominees) Limited, Chong Hing Securities Limited, Gallbraith Limited and Liu Chong Hing Banking Corporation, Cayman, all of which are subsidiaries of the Bank. Mr Jin is also a director of Shanghai Huang Pu Liu Chong Hing Property Development Company Limited, which is a subsidiary of Liu Chong Hing Investment Limited, the controlling shareholder of the Bank. Save as disclosed above, Mr Jin did not hold any directorship in any other public listed company in the last three years.

Other than that mentioned above, Mr Jin 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 Jin 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 Jin, 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 Jin, as the head of the Bank's Finance and Treasury Management Division, is at present entitled to an annual salary package of about HK\$2,173,000, which has been fixed with reference to such factors as his position, responsibilities and performance. Mr Jin, 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 LAU Wai Man

aged 49, is an Executive Director and Deputy Chief Executive Officer in charge of the China and Overseas Banking Division and Personal Wealth Management Division of the Bank. He holds a Bachelor of Law degree and a Master of Business Administration degree. Mr Lau is a member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants and a Certified Financial Planner^{CM}. He was a senior associate of the Australian Institute of Bankers. Mr Lau joined the Bank as the Chief Auditor in 1988 and became a Director of the Bank in August 2001. He was appointed a Deputy Chief Executive Officer of the Bank in July 2007. Before joining the Bank, he had worked for an international bank and an international accounting firm.

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

In addition to his directorship in the Bank, Mr Lau is a director of Card Alliance Company Limited, Chong Hing Commodities and Futures Limited, Chong Hing Finance Limited, Chong Hing Information Technology Limited, Chong Hing (Management) Limited, Chong Hing (Nominees) Limited, Chong Hing Securities Limited, Gallbraith Limited and Liu Chong Hing Banking Corporation, Cayman, all of which are subsidiaries of the Bank. Save as disclosed above, Mr Lau did not hold any directorship in any other public listed company in the last three years.

Other than that mentioned above, Mr Lau 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 Lau 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 Lau, who has not entered into any service contract with the Bank in relation to his role as director, is subject to retirement by rotation and, as the case may be, being eligible for re-election under the Articles of Association.

Mr Lau, as an Executive Director and Deputy Chief Executive Officer of the Bank, is currently entitled to an annual salary package of about HK\$2,258,000, which has been fixed with reference to such factors as his position, responsibilities and performance. Mr Lau, 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 Wilfred Chun Ning LIU

aged 46, is an Executive Director in charge of the Securities Business Division of the Bank. He holds a Bachelor's degree in Economics from University of Newcastle-upon-Tyne (UK). He joined the Bank in 1993 and became a Director in 1998. He is a nephew of Mr Liu Lit Man (Executive Chairman of the Bank) and a member of the Liu's family, some of whose members are directors, members or the senior management and / or substantial / controlling shareholders of the Bank.

In addition to his directorship in the Bank, Mr Liu is a director of Chong Hing (Nominees) Limited, which is a subsidiary of the Bank. Mr Liu has also been a director of Liu Chong Hing Investment Limited since 1997, which is a public company listed on the Stock Exchange. Mr Liu has been an independent non-executive director of Get Nice Holdings Limited and S.A.S. Dragon Holdings Limited since May 2002 and August 2001 respectively, both 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.

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 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 the head of the Bank's Securities Business Division, is at present entitled to an annual salary package of about HK\$2,378,000, 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\$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 Andrew Chiu Cheung MA

aged 66, has been an Independent Non-executive Director of the Bank since August 2007. Mr Ma is a founder and former director of Andrew Ma DFK (CPA) Limited. He is presently a director of Mayee Management Limited. Mr Ma has more than 30 years' experience in the field of accounting and finance. He received his bachelor's degree in economics from The London School of Economics and Political Science (University of London) in England. Mr Ma is a fellow member of the Institute of Chartered Accountants in England & Wales and a fellow member of the Hong Kong Institute of Certified Public Accountants. He is also a fellow member of The Hong Kong Institute of Directors and The Taxation Institute of Hong Kong.

In addition to his directorship in the Bank, Mr Ma has been an independent non-executive director of Asia Financial Holdings Limited, Peaktop International Holdings Limited, C.P. Pokphand Co. Ltd., and China Resources Power Holdings Company Limited since 3 September 2004, 23 September 2004, 30 September 2005 and 13 December 2006 respectively, all of which are public companies listed on the Stock Exchange. Since 14 April 2005, he has been reappointed an independent non-executive director (a position previously held from 18 October 2001 to 30 September 2004) of Tanrich Financial Holdings Limited, a public company listed on the Stock Exchange. He has also been a non-executive director of Asian Citrus Holdings Limited, a public company listed on the AIM board of The London Stock Exchange, since 7 August 2004. Besides, Mr Ma was an independent non-executive director of Magician Industries (Holdings) Limited, a public company listed on the Stock Exchange, from 18 October 2004 to 1 April 2005, and China Resources Peoples Telephone Company Limited from 9 February 2004 to 30 March 2006, which was a public company listed on the Stock Exchange. Save as disclosed above, Mr Ma did not hold any directorship in any other public listed company in the last three years.

Other than that mentioned above, Mr Ma 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 Ma 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 Ma, 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 Ma, 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 MENG Qinghui

aged 52, has been the Executive Director of the Board of COSCO International Holdings Ltd. since March 2002. He is also the Managing Director of Finance Division of COSCO (Hong Kong) Group Limited and the Non-executive Director of Soundwill Holdings Limited. Mr Meng graduated from Central South University and has the PRC accountant qualification. He has extensive experience in corporate financial management and accounting and is also familiar with corporate financial planning.

In addition to his directorship in the Bank, Mr Meng has been an executive director of COSCO International Holdings Limited and the non-executive director of Soundwill Holdings Limited since 12 March 2002 and 22 April 2003 respectively, both are public companies listed on the Stock Exchange. Save as disclosed above, Mr Meng did not hold any directorship in any other public listed company in the last three years.

Other than that mentioned above, Mr Meng 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 Meng 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 Meng, 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 Meng, 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 WANG Xiaoming

aged 52, has been the Executive Director of the Board of COSCO International Holdings Ltd. since January 2006. Mr Wang is also the Director and Financial Controller of COSCO (Hong Kong) Group Limited. Mr Wang graduated from Shanghai Maritime University, the PRC, majoring in accounting and has the senior accountant qualification awarded by Ministry of Communications of the PRC. Mr Wang had been the Deputy Manager of the Audit Department of China Ocean Shipping (Group) Company, Finance Manager of COSCO Bulk Carrier Co. Limited, Deputy General Manager of Finance Division of China Ocean Shipping (Group) Company and General Manager of COSCO Finance Co. Limited. He has extensive experience in corporate financial management.

In addition to his directorship in the Bank, Mr Wang has been an executive director of COSCO International Holdings Limited, a public company listed on the Stock Exchange, since 25 January 2006. Save as disclosed above, Mr Wang did not hold any directorship in any other public listed company in the last three years.

Other than that mentioned above, Mr Wang 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 Wang 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 Wang, 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 Wang, 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.

Mr Eiichi YOSHIKAWA

aged 51, has been a Non-executive Director of the Bank since July 2007. Mr Yoshikawa is Director, Regional Head for Hong Kong and General Manager of The Bank of Tokyo-Mitsubishi UFJ, Ltd, Hong Kong Branch. He joined The Bank of Tokyo, Ltd (currently The Bank of Tokyo-Mitsubishi UFJ, Ltd) in 1981 and has about 26 years of experience in banking. Mr Yoshikawa's expertise lies in the area of Corporate Banking, Treasury and Corporate Planning activities. During this period, Mr Yoshikawa has been appointed to work in Ministry of Finance of Japan (currently Financial Service Agency of Japan), New York Office of Treasury Division, Tokyo-Mitsubishi Securities Co., Ltd (currently Mitsubishi UFJ Securities Co., Ltd). He has been a Director of Mitsubishi UFJ Securities (HK) Holdings Limited since 13 March 2007. He served as General Manager of Osaka Corporate Banking Division No. 3 before he was appointed to the current position at The Bank of Tokyo-Mitsubishi UFJ, Ltd on 25 January 2007. Mr Yoshikawa graduated from The University of Tokyo in 1981 with a Bachelor's degree in Law.

In addition to his directorship in the Bank, Mr Yoshikawa has been a non-executive director of Dah Sing Financial Holdings Limited, a public company listed on the Stock Exchange, since 27 March 2007. Save as disclosed above, Mr Yoshikawa did not hold any directorship in any other public listed company in the last three years.

Other than that mentioned above, Mr Yoshikawa 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 Yoshikawa 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 Yoshikawa, 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 Yoshikawa, 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.