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**THIS EXPLANATORY STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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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: 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**

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A notice convening an annual general meeting of the shareholders of the Bank to be held on the 28th Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong on Wednesday, 25 April 2007 at 11:30 am is set out on pages 13 to 15 in the annual report of the Bank for the year ended 31 December 2006. A form of proxy for use at the 2007 annual general meeting and any adjournment thereof is attached. If you are unable to attend and vote at the 2007 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.

30 March 2007

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## DEFINITIONS

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

“2007 AGM”	the annual general meeting of the Bank to be held on the 28th Floor, Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong on Wednesday, 25 April 2007 at 11:30 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 2006.
“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”	23 March 2007, 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

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# EXPLANATORY STATEMENT FROM THE BOARD

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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: 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 Wilfred Chun Ning LIU

Mr LAU Wai Man

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 Toshiaki ARAI

Mr Andrew LIU

Dr SUN Jiakang

Mr Christopher Kwun Shing LIU

Mr Alfred Cheuk Yu CHOW, JP

Mr WANG Zhi

### Independent non-executive directors

Dr Robin Yau Hing CHAN, GBS, LLD, JP

Mr Wanchai CHIRANAKHORN

Mr CHENG Yuk Wo

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# EXPLANATORY STATEMENT FROM THE BOARD

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30 March 2007

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 26 April 2006, 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 2007 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 2007 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 24 March 2007 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.

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## EXPLANATORY STATEMENT FROM THE BOARD

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### B. 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 2007 AGM:

<b>Name</b>	<b>Proposed to be re-elected as</b>
Dr LIU Lit Mo	Vice Chairman
Mr LIU Lit Chi	Managing Director & Chief Executive Officer
Mr Don Tit Shing LIU	Executive Director & Deputy Chief Executive Officer
Mr Toshiaki ARAI	Non-executive director
Mr Andrew LIU	Non-executive director
Mr Wanchai CHIRANAKHORN	Independent Non-executive director

2. Biographical data about the retiring Directors who are proposed to be re-elected at the 2007 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

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## **EXPLANATORY STATEMENT FROM THE BOARD**

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### **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 2007 AGM.

By Order of the Board  
**Liu Lit Man**  
*Executive Chairman*

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

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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 24 March 2007 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 2006) 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.



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

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- (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 45.78 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 50.87 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 47.41 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 52.68 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:

	<b>Highest</b>	<b>Lowest</b>
	<b>HK\$</b>	<b>HK\$</b>
March 2006	17.100	14.450
April 2006	18.650	16.350
May 2006	18.000	15.800
June 2006	16.800	14.100
July 2006	17.040	15.200
August 2006	18.000	16.400
September 2006	17.440	16.600
October 2006	17.520	16.000
November 2006	17.400	16.300
December 2006	17.400	16.920
January 2007	24.200	17.100
February 2007	21.850	19.640

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

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Biographical data about the retiring Directors who are proposed to be re-elected at the 2007 AGM are as follows:

**Dr LIU Lit Mo**, LLD, MBE, JP

aged 69, is the Vice Chairman and an Executive Director of the Bank. He was appointed a Director in 1958 and was a Deputy Managing Director of the Bank from 1961 to 1973. Dr Liu is also the Managing Director of Liu Chong Hing Investment Limited and a Director of China Motor Bus Company Limited. As for community service, Dr Liu was the Chairman of Tung Wah Group of Hospitals in 1967 and is now serving as an Adviser of the Group. He had also been President of the Hong Kong Chiu Chow Chamber of Commerce, Chairman of Hong Kong Football Association and District Governor of District 3450, Rotary International. Presently, he is a member of the Board of Trustees of United College, The Chinese University of Hong Kong and a Manager of Liu Po Shan Memorial College. He was awarded Silver Jubilee medal by Her Majesty the Queen in 1977. Dr Liu was conferred an Honorary Doctor's Degree in Laws by the Lingnan University in 2005. Dr Liu is the Chairman of the Bank's Investment Committee on Asia Opportunity Fund. Dr Liu is a member of the Liu's family, some of whose members are directors, members of the senior management and / or substantial / controlling shareholders of the Bank.

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

Dr 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; Guangzhou Chong Hing Property Development Company Limited; Heng Kin Investment Limited; Honour Speed Development Limited; Hugh Glory 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; Prime Ocean Development Limited; Queen Profit International Investment Limited; Road To Glory Group 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; Wide Treasure Holdings 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, Dr Liu has been the Managing Director of Liu Chong Hing Investment Limited since 1972. He is currently an independent non-executive director of China Motor Bus Company Limited, of which he has been a board member since 1981. Both are public companies listed on the Stock Exchange. Save as disclosed above, in the last three years, Dr Liu did not hold any directorship in any other listed public company.

Other than that mentioned above, Dr 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 directors, members of the senior management or substantial / controlling shareholders of the Bank. As of the Latest Practicable Date, Dr Liu is interested in 240,155,278 shares in the Bank (amounting to some 55.21 percent of its existing issued and fully paid share capital) within the meaning of Part XV of the Securities and Futures Ordinance. Dr Liu, who has not entered into any service contract with the Bank in relation to his role as its director, is subject to retirement by rotation and, as the case may be, re-election under the Articles of Association.

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

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Dr Liu, as the Vice Chairman of the Bank, is currently entitled to an annual salary package of about HK\$537,000, which has been fixed with reference to such factors as his position, responsibilities and performance. Dr Liu, as a board member, is also at present entitled to receive by way of remuneration an annual fee, which is currently fixed with reference to such factors as his position, responsibilities and performance at HK\$50,000 and approved under the Articles of Association.

Save as disclosed above, there is no information 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 LIU Lit Chi**

aged 67, is the Managing Director and Chief Executive Officer of the Bank. Mr Liu, who was educated in Hong Kong and the United Kingdom, was appointed as a Director since 1958 and an Executive Director since 1961. Mr Liu is also an Executive Director of Liu Chong Hing Investment Limited since 1972 and holds directorship in a number of companies in Hong Kong and elsewhere. Mr Liu is a member of the Liu's family, some of whose members are directors, members of the senior management and / or substantial / controlling shareholders of the Bank.

Mr Liu 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 Insurance Company Limited; Chong Hing (Management) Limited; Chong Hing (Nominees) Limited; Chong Hing Securities 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; Guangzhou Chong Hing Property Development Company Limited; Heng Kin Investment Limited; Hugh Glory Limited; Jacot Limited; Ko Yew Company 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; Road To Glory Group 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 has been appointed to the board of Liu Chong Hing Investment Limited as an Executive Director since its listing in 1972 on the Stock Exchange. Save as disclosed above, in the last three years, Mr Liu did not hold any directorship in any other listed public company.

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 directors, members of the senior management or substantial / controlling shareholders of the Bank. As of the Latest Practicable Date, Mr Liu is interested in 241,722,087 shares in the Bank (amounting to some 55.57 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 its director, is subject to retirement by rotation and, as the case may be, re-election under the Articles of Association.

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

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Mr Liu, as the Managing Director and Chief Executive Officer of the Bank, is currently entitled to an annual salary package of about HK\$8,309,000, 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 remuneration an annual fee, which is currently fixed with reference to such factors as his position, responsibilities and performance at HK\$50,000 and approved under the Articles of Association.

Save as disclosed above, there is no information 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 Don Tit Shing LIU**

aged 45, is an Executive Director and the Deputy Chief Executive Officer of the Bank. He graduated from Oxford University and is an associate member of the Institute of Chartered Accountants in England & Wales and a fellow of the Hong Kong Institute of Certified Public Accountants. Mr Liu joined the Bank in 1992. He is a son 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 of 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 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 Liu 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, in the last three years, Mr Liu did not hold any directorship in any other listed public company.

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 directors, members of the senior management or substantial / controlling shareholders of the Bank. As of the Latest Practicable Date, Mr Liu is interested in 15,000 shares in the Bank (amounting to some 0.003 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 its director, is subject to retirement by rotation and, as the case may be, re-election under the Articles of Association.

Mr Liu, as the Deputy Chief Executive Officer of the Bank, is currently entitled to an annual salary package of about HK\$2,152,000, 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 remuneration an annual fee, which is currently fixed with reference to such factors as his position, responsibilities and performance at HK\$50,000 and approved under the Articles of Association.

Save as disclosed above, there is no information 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.

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

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### **Mr Toshiaki ARAI**

aged 53, is director of The Bank of Tokyo-Mitsubishi UFJ, Ltd. He joined The Bank of Tokyo, Ltd in 1977 and has more than 29 years of experience in banking. Mr Arai's expertise lies in the area of Corporate Banking and Corporate Banking Planning activities. During this period, Mr Arai has been appointed to work in The Bank of Tokyo Trust Co in New York and also the London Branch of The Bank of Tokyo, Ltd. Mr Arai graduated from Hitotsubashi University in 1977 with a Bachelor's degree in Commerce and Management. He was appointed a Non-executive Director of the Bank in November 2003.

In addition to his directorship in the Bank, Mr Arai has been alternate director to Mr Tatsuo Tanaka of Dah Sing Financial Holdings Limited since 29 August 2006, which is a public company listed on the Stock Exchange. Save as disclosed above, in the last three years, Mr Arai did not hold any directorship in any other listed public company.

Other than that mentioned above, Mr Arai 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 directors, members of the senior management or substantial / controlling shareholders of the Bank. As of the Latest Practicable Date, Mr Arai has no interest (nor any short position) in the securities and underlying securities in the Bank and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Mr Arai, who has not entered into any service contract with the Bank in relation to his role as its director, is subject to retirement by rotation and, as the case may be, re-election under the Articles of Association. Mr Arai, as a board member, is at present entitled to receive by way of remuneration an annual fee, which is currently fixed with reference to such factors as his position, responsibilities and performance at HK\$50,000 and approved under the Articles of Association.

Save as disclosed above, there is no information 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 Andrew LIU**

aged 51, a member of the Board since 1977, was redesignated from executive director to non-executive director of the Bank in May 1999. Mr Liu is also a director of Liu Chong Hing Investment Limited. He is the Chief Executive Officer of CCMP Capital Asia Pte Ltd (formerly known as "JP Morgan Partners Asia Pte Ltd"). Mr Liu, holder of a Master of Arts degree from the Oxford University in England, was a solicitor with Slaughter and May in London before joining Morgan Stanley & Co Inc in New York in 1981. Mr Liu was promoted to Managing Director in 1990 before relocating to Morgan Stanley Asia Limited in Hong Kong, where he assumed the position of President and Managing Director until his resignation in September 1997. Mr Liu remains associated with Morgan Stanley as an Advisory Director. He is a son 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 of the senior management and / or substantial / controlling shareholders of the Bank.

In addition to his directorship in the Bank, Mr Liu has been a director of Liu Chong Hing Investment Limited since 1979, both of which are public companies listed on the Stock Exchange. Besides, Mr Liu was a director of ASAT Holdings Limited from October 1999 to September 2006, which is a public company listed on NASDAQ National Market, USA. Save as disclosed above, in the last three years, Mr Liu did not hold any directorship in any other listed public company.

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

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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 directors, members of the senior management or substantial / controlling shareholders of the Bank. As of the Latest Practicable Date, Mr Liu is interested in 60,000 shares in the Bank (amounting to some 0.014 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 its director, is subject to retirement by rotation and, as the case may be, re-election under the Articles of Association. Mr Liu, as a board member, is at present entitled to receive by way of remuneration an annual fee, which is currently fixed with reference to such factors as his position, responsibilities and performance at HK\$50,000 and approved under the Articles of Association.

Save as disclosed above, there is no information 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 Wanchai CHIRANAKHORN**

aged 67, an Independent Non-executive Director since September 1998, is the Chairman of Executive Board of Directors of C Wans Assets Co, Ltd. He has more than 25 years of experience as an international banker. Upon graduation from Baptist College, Hong Kong in 1964, he served in banks in Hong Kong, London, Bangkok and Malaysia. He joined the Bank in 1985 and became a Director in 1987. Before his departure in May 1995, Mr Chiranakhorn served as an Executive Director in charge of the Overseas Business Development Department. He was a Non-executive Director from May 1995 to September 1998. Mr Chiranakhorn has been a member of the Bank's Audit Committee and the chairman of Remuneration Committee since April 2003 and February 2005 respectively.

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

Other than that mentioned above, Mr Chiranakhorn 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 directors, members of the senior management or substantial / controlling shareholders of the Bank. As of the Latest Practicable Date, Mr Chiranakhorn has no interest (nor any short position) in the securities and underlying securities in the Bank and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Mr Chiranakhorn, who has not entered into any service contract with the Bank in relation to his role as its director, is subject to retirement by rotation and, as the case may be, re-election under the Articles of Association. Mr Chiranakhorn, as a board member, is at present entitled to receive by way of remuneration an annual fee, which is currently fixed with reference to such factors as his position, responsibilities and performance at HK\$80,000 and approved under the Articles of Association.

Save as disclosed above, there is no information 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.