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NOTICE OF ANNUAL GENERAL MEETING

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

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

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

(5) **THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Bank during the Relevant Period (as defined below) of all the powers of the Bank to repurchase Shares (as defined below), subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent of the aggregate number of Shares in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Bank;
- (ii) the expiration of the period within which the next annual general meeting of the Bank is required by law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Bank in general meeting.

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

(6) **THAT**

(a) subject to paragraph (c) of this resolution and pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Bank during the Relevant Period (as defined below) of all the powers of the Bank to allot, issue and deal with additional Shares (as defined below) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the directors of the Bank during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Bank pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Bank in accordance with the Articles of Association of the Bank, (iii) an issue of Shares upon the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Bank, or (iv) the exercise of any rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or similar rights issued by the Bank or any securities which are convertible into Shares, shall not exceed the aggregate of:

(aa) 20 per cent of the total number of Shares in the capital of the Bank in issue as at the date of passing this resolution; and

(bb) conditional upon the passing of Resolution 5, the aggregate number of Shares repurchased by the Bank pursuant to the exercise by the directors of the Bank in accordance with the said Resolution 5,

and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Bank;

(ii) the expiration of the period within which the next annual general meeting of the Bank is required by law to be held; and

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

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

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

- (7) **THAT** the directors of the Bank be and are hereby authorised to exercise the powers of the Bank referred to in paragraph (a) of the resolution set out as Resolution 6 in the notice convening this meeting in respect of the aggregate number of Shares of the Bank referred to in sub-paragraph (bb) of paragraph (c) of that resolution.

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

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

By Order of the Board

Lai Wing Nga

Company Secretary

Hong Kong, 11 March 2016

Notes:

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

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As of the date of this notice, the Board of the Bank comprises:

- *Executive Directors*

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

- *Non-executive Directors*

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

- *Independent Non-executive Directors*

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