

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Liu Chong Hing Bank Limited (the “Company”) will be held in the Conference Room, 16th Floor, Liu Chong Hing Bank Building, 24 Des Voeux Road Central, Hong Kong on Thursday, 25 April 2002 at 11:30 am for the following purposes:

1. To receive and adopt the Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2001.
2. To consider and declare the final cash dividend for the year ended 31 December 2001 of HK\$0.30 per share.
3. To re-elect Mr LIU Lit Man, Mr LIU Lit Mo, Mr LIU Lit Chi, Mr Tatsuo TANAKA, Mr Wanchai CHIRANAKHORN, Mr Wilfred Chun Ning LIU, Mr LAU Wai Man and Mr Frank Shui Sang JIN as directors, and fix their and the other directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditors, and authorize the directors to fix the auditors’ remuneration.

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

ORDINARY RESOLUTIONS

5. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval for the listing of and permission to deal in the shares (i.e. shares of HK\$0.50 each (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of such shares from time to time of the Company) (the “Shares”)) to be issued pursuant to the exercise of any options (the “Options”) to be granted pursuant to the new share option scheme of the Company (the “New Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the Chairman thereof,
 - (a) the New Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Scheme including but without limitation:
 - (i) to administer the New Scheme under which Options may be granted to participants eligible under the New Scheme to subscribe for Shares in the capital of the Company;
 - (ii) to modify and/or amend the New Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Scheme relating to modification and/or amendments and of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) from time to time in force;

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- (iii) to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Options under the New Scheme provided always that the maximum number of Shares to be issued upon exercise of all options to be granted pursuant to the New Scheme and any other schemes shall not exceed 10 per cent of the Shares in issue as at the date of passing this Resolution (excluding any lapsed options); but the Company may seek approval of its shareholders in general meeting for refreshing the 10 per cent limit under the New Scheme (but, for the purpose of calculating the 10 per cent limit as “refreshed”, excluding all options previously granted under the New Scheme or any other schemes of the Company, whether exercised, outstanding, cancelled, or lapsed); and the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other schemes of the Company shall not exceed 30 per cent of the Shares in issue from time to time;
 - (iv) to make application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of and permission to deal in any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the Options under the New Scheme;
 - (v) to consent to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities and/or the Listing Rules in relation to the New Scheme; and
- (b) upon the New Scheme becoming unconditional, the operation of the existing share option scheme of the Company adopted on 10 June 1994 (“Existing Scheme”) be terminated such that no further options will be granted under the Existing Scheme but in all other respects, the provisions of the Existing Scheme shall remain in full force and effect in respect of any options granted prior to the adoption of the New Scheme and any such options shall continue to be exercisable in accordance with their terms of issue.”

6. “THAT

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.50 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission in Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;
- (b) the nominal amount of shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution, and the said approval shall be limited accordingly; and