

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of the shareholders of Liu Chong Hing Bank Limited (the “Bank”) for the year of 2004 will be held in The Harbour Room on Level 3 of The Ritz-Carlton at 3 Connaught Road Central, Hong Kong on Wednesday, 28 April 2004 at 11 am for the purposes of dealing with the following items of ordinary and special business:

## **Ordinary business**

- (1) To receive and adopt the Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2003.
- (2) To consider and declare the final dividend for the year ended 31 December 2003.
- (3) To re-elect directors and fix their and the other directors’ remuneration.
- (4) To re-appoint auditors and authorise the directors to fix the former’s remuneration.

## **Special business**

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

- (5) **THAT**
  - (a) the exercise by the directors during the Relevant Period of all the powers of the Bank to purchase Shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of Shares which may be purchased 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 Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of Shares in issue at the date of the passing of this resolution, and the said approval be and is hereby 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; or
    - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders in general meeting.

“Shares” means shares of all classes in the capital of the Bank including, without limitation, shares of HK\$0.50 each of the Bank.

# NOTICE OF ANNUAL GENERAL MEETING

(6) **THAT**

(a) subject to paragraph (c), the exercise by the directors of the Bank during the Relevant Period of all the powers of the Bank to allot, issue and deal with additional shares in the capital of the Bank 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) shall authorise the directors of the Bank during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital 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), otherwise than pursuant to (i) any Rights Issue, (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, or (iii) any exercise of options granted under the share option scheme of the Bank adopted on 25 April 2002, shall not exceed the aggregate of:

(aa) 20 per cent of the aggregate nominal amount of the shares in the capital of the Bank in issue at the date of the passing of this resolution; and

(bb) (if the directors are so authorised by a separate ordinary resolution of the shareholders of the Bank) the nominal amount of any share capital of the Bank repurchased by the Bank subsequent to the passing of this resolution,

and the said approval be and is hereby 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; or

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

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Bank to holders of shares of the Bank or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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).

# NOTICE OF ANNUAL GENERAL MEETING

- (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 share capital of the Bank referred to in sub-paragraph (bb) of paragraph (c) of that resolution.

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

- (8) **THAT** certain Articles of the Articles of Association of the Bank be and are hereby amended as follows:
- (a) by adding the following new definitions to Article 2:
    - (i) “ “Associates”  
shall have the meaning as ascribed to it from time to time under the rules of the Stock Exchange;” ;  
and
    - (ii) “ “Notice”  
shall mean written notice (whether in printed form or otherwise) unless otherwise specifically stated and as further defined in these Articles;”;
  - (b) by substituting references to “Ordinance” in Articles 1, 2, 5, 6, 10, 11, 13, 15, 53, 54, 56, 57, 94, 95, 104, 109, 110, 125, 128, 130, 143, 149, 151, 152, 154, 155, 165, 169 and 171 with “Companies Ordinance”;
  - (c) by replacing the words “notice”, “notice in writing” and “written notice” wherever they appear in the Articles with the word “Notice”;
  - (d) by replacing the word “fee” with the words “maximum fee(s) as may be” in the fifth line of Article 14, the second line of Article 18 and the first line of Article 42(i) respectively;
  - (e) by adding the words “fully paid (except where permitted by the Stock Exchange) and” before the word “free” in Article 42(iv);
  - (f) by amending Article 75 in the following manner:
    - (i) renumbering the existing Article 75 as sub-clause (i) of Article 75; and
    - (ii) adding the following as sub-clause (ii) of Article 75:  
“Where any member is, under the rules of the Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”;
  - (g) by substituting the word “special” in Article 86 with the word “ordinary”;