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HCMP No. 968/2021

IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 968 OF 2021

IN THE MATTER OF

CHONG HING BANK LIMITED
創興銀行有限公司

AND

IN THE MATTER OF
THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION

SCHEME OF ARRANGEMENT
Under Section 673 of the Companies Ordinance,
Chapter 622 of the Laws of the Hong Kong Special Administrative Region

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order (the “**Order**”) dated 22 July 2021 made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**Court**”) has directed that a meeting of the holders of Scheme Shares (as defined in the Scheme referred to below) be convened for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Scheme**”) proposed to be made between Chong Hing Bank Limited (the “**Company**”) and the Scheme Shareholders (as defined in the Scheme) (the “**Meeting**”), and that the Meeting will be held at 13th, 27th and/or 28th Floor(s) (with registration taking place on 27th Floor), Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong on Monday, 30 August 2021 at 10:00 a.m. (Hong Kong time).

A copy of the Scheme and a copy of the explanatory statement (the “**Explanatory Statement**”) explaining the effect of the Scheme, required to be furnished pursuant to section 671 of the abovementioned Ordinance, are incorporated in the composite scheme document

dated 30 July 2021 of which this notice forms part (the “**Scheme Document**”), which has been despatched by post to the shareholders of the Company with registered addresses in Hong Kong and by courier to the shareholders of the Company with registered addresses outside Hong Kong. A copy of the Scheme Document can also be obtained by any person entitled to attend the Meeting during usual business hours on any day prior to the day appointed for the said meeting (other than a Saturday, a Sunday or a public holiday in Hong Kong) (a) at the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong and (b) at the office of the Company’s legal adviser at 14th Floor, One Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong. The Scheme Document is also available at www.chbank.com.

In compliance with the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), shares of the Company held by the Offeror and parties acting in concert (as defined in the Takeovers Code) with it may not be voted at the Meeting. Only shares of the Company held by the other holders of Scheme Shares as at the Meeting Record Date (as defined in the Scheme) are eligible for voting thereat.

The holders of the Scheme Shares as at the Meeting Record Date may vote in person at the Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead. A **pink** proxy form for use at the Meeting is enclosed with the Scheme Document.

Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares of the Company as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares of the Company shall alone be entitled to vote in respect thereof.

It is requested that the form appointing proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof (in the case of a corporation either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Company), be deposited at the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours (exclusive of any part of a day that is a public holiday, for the avoidance of doubt, Sunday is a public holiday) before the time appointed for holding the Meeting (i.e. on or before Friday, 27 August 2021 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof. Proxy form sent electronically will not be accepted.

Completion and return of the proxy form will not preclude a holder of the Scheme Share(s) as at the Meeting Record Date from attending and voting in person at the Meeting or any adjournment thereof. In the event that a holder of the Scheme Share(s) attends and votes at the Meeting or any adjournment thereof after having lodged his/her/its proxy form, whether by

physical attendance or online attendance through the Online Platform in the case of the Overseas Registered Shareholders (as defined in the Scheme), his/her/its proxy form shall be deemed to be revoked by operation of law.

Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) of the Company as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share(s) of the Company shall alone be entitled to vote in respect thereof.

For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 25 August 2021 to Monday, 30 August 2021, both days inclusive, and during such period, no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company'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, Wanchai, Hong Kong, for registration no later than 4:30 p.m. (Hong Kong time) on Tuesday, 24 August 2021.

In order to facilitate the prevention and control of the spread of the coronavirus disease (COVID-19) and to safeguard the health and safety of the holders of the Scheme Shares, the Company encourages the holders of the Scheme Shares as at the Meeting Record Date to consider appointing the chairman of the Meeting as his/her/its proxy to vote on the resolution at the Meeting as an alternative to attending the Meeting in person.

By the same Order, the Court has appointed Mr Yu Lup Fat Joseph, or failing him, Mr Chow Cheuk Yu Alfred, both being directors of the Company, to act as chairman of the Meeting and has directed the chairman of the Meeting to report the result thereof to the Court.

If approved at the Meeting, the Scheme will be subject to the subsequent sanction of the Court as set out in the Explanatory Statement contained in the Scheme Document.

Dated this 30th day of July 2021.

Baker & McKenzie

Solicitors for the Company

14th Floor, One Taikoo Place
979 King's Road, Quarry Bay
Hong Kong

Note: HYBRID MEETING

The Meeting will be in the form of a hybrid meeting. In addition to the traditional physical attendance at the Meeting, the Overseas Registered Shareholders holding the Scheme Shares as at the Meeting Record Date (as defined in the scheme) have the option of attending, participating and voting in the Meeting through online access by visiting the website at <https://meetings.computershare.com/M9UAYXS> (the “**Online Platform**”). Overseas Registered Shareholders holding the Scheme Shares as at the Meeting Record Date participating in the Meeting using the Online Platform will also be counted towards the quorum and you will be able to cast your votes, and submit questions and comments relevant to the proposed resolution through the Online Platform. **Overseas Registered Shareholders choosing physical attendance at the Meeting should not access the Online Platform to exercise your voting rights and should use the physical voting papers provided thereat to cast your votes at the Meeting.**

Please note that the choice of physical attendance or online attendance through the Online Platform would not affect the right of the Overseas Registered Shareholders to appoint the Chairman of the Meeting, as your proxy to exercise your voting rights at the Meeting. However, in the event that you choose to attend the physical Meeting or use the Online Platform and vote at the Meeting after having lodged your proxy forms, the returned proxy forms shall be deemed to have been revoked by operation of law.

ATTENDING THE MEETING BY MEANS OF ELECTRONIC FACILITIES

Overseas Registered Shareholders holding the Scheme Shares as at the Meeting Record Date attending the Meeting using the Online Platform are expected to have a reliable and stable internet connection that can support video live streaming and be able to follow the Meeting proceedings in order to cast the votes attached to the Scheme Shares and submit questions online. If for any reasons the internet connection is lost or interrupted, it may affect the ability of the Overseas Registered Shareholders to follow the Meeting proceedings. Any missed contents as a result of connection issues relating to the Overseas Registered Shareholders will not be repeated. Each set of Overseas Registered Shareholder login details can be used on one electronic device (either smartphone, tablet device or computer) at a time only. If Overseas Registered Shareholders experience any technical difficulties or require assistance while using the Online Platform, please contact the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited (“**Computershare**”) at (852) 2862 8689 from 9:00 a.m. until the end of the Meeting (Hong Kong time) on the date of the Meeting. Please note that votes of the Overseas Registered Shareholders holding the Scheme Shares as at the Meeting Record Date on the proposed resolution at the Meeting cannot be recorded at, or taken by, Computershare’s service hotline. In the event that the Overseas Registered Shareholders holding the Scheme Shares as at the Meeting Record Date have any concerns or issues attending the physical Meeting or using the Online Platform, you are encouraged to appoint the Chairman of the Meeting as your proxy to exercise your voting rights at the Meeting.

The Online Platform will be open to Overseas Registered Shareholders holding the Scheme Shares as at the Meeting Record Date (see below for login details and arrangements) for login approximately 30 minutes prior to the scheduled commencement of the Meeting and can be accessed from any location with connection to the internet with a smartphone, tablet device or computer.

Our step-by-step “Online User Guide for the Court Meeting and the EGM to be held on Monday, 30 August 2021” can be found on “Shareholder Centre – General Meetings Information” under “Investor Relations” section on the Company’s website (<http://www.chbank.com/en/homepage.shtml>).

LOGIN DETAILS FOR OVERSEAS REGISTERED SHAREHOLDERS

Details regarding the arrangements of the Meeting, including login details for access to the Online Platform and online voting, are included in the Company’s notification letter to be despatched on Friday, 30 July 2021 to the Overseas Registered Shareholders as at the Latest Practicable Date (as defined in the Scheme).

Any person who becomes an Overseas Registered Shareholder after the Latest Practicable Date and who would like to have the option of attending, participating and voting in the Meeting using the Online Platform will need to contact Computershare for the login details to access the Online Platform and online voting no later than 4:30 p.m. on Wednesday, 25 August 2021 (Hong Kong time) using the contact details set out below.

Any person who ceases to be an Overseas Registered Shareholder after the Latest Practicable Date shall not use the login details for access to the Online Platform on the date of the Meeting and in any case, such login details will be deactivated after such person ceases to be an Overseas Registered Shareholder.

QUESTIONS RELATING TO THE ARRANGEMENTS OF THE HYBRID MEETING

For enquiries, please contact Computershare in person, by phone or online form, contact details of which are as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong
Telephone: (852) 2862 8555
Website: www.computershare.com/hk/contact

If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above or post-super typhoon extreme conditions in force at or after 8:00 a.m. on Monday, 30 August 2021 and/or the Hong Kong Observatory has announced at or before 8:00 a.m. on Monday, 30 August 2021 that any of the above mentioned warnings is to be issued within the next two hours, the Meeting shall automatically be postponed to the next Business Day (as defined in the Scheme) on which no "black" rainstorm warning or tropical cyclone warning signal number 8 or above is hoisted and no post-super typhoon extreme conditions are in force between the hours from 8:00 a.m. to 10:00 a.m. and in such case the Meeting shall be held at 10:00 a.m. on that Business Day at 13th, 27th and/or 28th Floor(s) (with registration taking place on 27th Floor), Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong. For the avoidance of doubt, the Meeting will be held as scheduled even when a tropical cyclone warning signal number 3 or below is hoisted or an amber or red rainstorm warning signal is in force. The Shareholders should make their own decision as to whether to attend the Meeting under bad weather conditions bearing in mind their own situation and, if they should choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the board of directors of the Company comprises:

- *Executive Directors*
Mr Zong Jianxin (Deputy Chairman and Chief Executive) and Mr Lau Wai Man (Deputy Chief Executive);
- *Non-executive Directors*
Mr Zhang Zhaoxing (Chairman), Mr Li Feng, Mr Chow Cheuk Yu Alfred and Ms Chen Jing; and
- *Independent Non-executive Directors*
Mr Cheng Yuk Wo, Mr Lee Ka Lun and Mr Yu Lup Fat Joseph.

Please also refer to the published version of this notice in the South China Morning Post from 30 July 2021 to 12 August 2021 (both days inclusive).