

CB BANCSHARES INC/HI
Form 425
May 22, 2003

Filed by Central Pacific Financial Corp.
Pursuant to Rule 425 of the Securities Act of 1933, as amended, and
deemed filed pursuant to Rule 14d-2 and Rule 14a-12 under the
Securities Exchange Act of 1934, as amended
Subject Company: CB Bancshares, Inc.
Commission File No. 0-12396

The following is a press release issued by Central Pacific Financial Corp. on May 21, 2003.

Investor Contacts

Neal Kanda
VP & Chief Financial Officer
(808) 544-0622
nkanda@cpbi.com

Larry Denney
MacKenzie Partners
(212) 929-5239
ldenny@mackenziepartners.com

Local Media Contacts

Ann Takiguchi
PR/Communications Officer
(808) 544-0685(808)
(808) 223-4434 (cell)
atakiguchi@cpbi.com

Neal Yokota
Stryker Weiner & Yokota
523-8802 ext. 13
nyokota@strykerweiner.com

Financial Media Contact

Ian Campbell/Peter Mladina
Abernathy MacGregor Group
(213) 630-6550
idc@abmac.com/pjm@abmac.com

NEWS RELEASE

**CENTRAL PACIFIC FINANCIAL SAYS CB BANCSHARES STATEMENTS TODAY PROVIDE ONE MORE REASON WHY
SHAREHOLDERS SHOULD BOYCOTT MAY 28 MEETING**

Corrects Erroneous Statements by CBBI

Honolulu, May 21, 2003 Central Pacific Financial Corp. (CPF), parent of Central Pacific Bank, today issued the following statement in response to erroneous statements by CB Bancshares (CBBI):

"CB Bancshares has received ten agent designations from persons solicited. CB Bancshares also received an agent designation for CPF, which should be excluded from CBBI's calculations since we did not solicit ourselves.

"We are confident that ultimately CBBI and its directors will do what's right and focus on the issue that counts: what do the owners of their company want? And we still believe one sure and simple way to resolve our differences is to sit down and agree upon a date that presents a fair

opportunity for shareholders to vote.

"Over 25% of CBBI's shareholders have called for a shareholder meeting. CBBI refuses to acknowledge the meeting and states it will refuse to provide notice for the meeting, in violation of its bylaws. Today's actions are further evidence of CBBI's disregard for shareholder democracy and provide just another reason for CBBI shareholders to discard their white proxy cards for a May 28 meeting at which all shareholders will not have an opportunity to be heard."

Attached is a copy of the letter CPF sent today in response to CB Bancshares' actions:

May 21, 2003

Ronald K. Migita
CB Bancshares, Inc.
201 Merchant Street
Honolulu, Hawaii 96813

Dear Mr. Migita:

We are in receipt of your letter dated May 21, 2003 regarding the number of agent designations we have delivered to CB Bancshares, Inc. ("CBBI").

We are well aware of our obligations under the federal securities laws. Although CBBI has received 11 agent designations from us, that number includes our agent designation. Accordingly, since we did not solicit ourselves, CBBI has received ten agent designations from persons solicited. No other person was solicited.

In light of the designations we have delivered, we are in compliance with both Section 414-122(a)(2), which allows shareholders holding 10% of the votes entitled to vote to demand a special meeting, and Article II, Section 2 of CBBI's bylaws, which entitle a special meeting to be called by shareholders holding not less than 25% of CBBI's issued and outstanding common stock. Please immediately provide the legal basis for CBBI's conclusion that the June 26 shareholders meeting was not properly called. In addition, we note CBBI's refusal to deliver a notice for the meeting. We direct CBBI's attention, however, to Article II, Section 3 of your bylaws, under which CBBI is required to give notice of a meeting. We once again ask you to comply with your legal obligations.

Sincerely,
Glenn K.C. Ching
Senior Vice President and
General Counsel

2

FORWARD LOOKING INFORMATION

This document contains forward-looking statements. Such statements include, but are not limited to, (i) statements about the benefits of a merger between Central Pacific Financial Corp. ("CPF") and CB Bancshares, Inc. ("CBBI"), including future financial and operating results, costs savings and accretion to reported and cash earnings that may be realized from such merger; (ii) statements with respect to CPF's plans, objectives, expectations and intentions and other statements that are not historical facts; and (iii) other statements identified by words such as "believes", "expects", "anticipates", "estimates", "intends", "plans", "targets", "projects" and other similar expressions. These statements are based upon the current beliefs and expectations of CPF's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements: (1) the business of CPF and CBBI may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; (2) expected revenue synergies and cost savings from the merger may not be fully realized or realized within the expected time frame; (3) revenues following the merger may be lower than expected; (4) deposit attrition, operating costs, customer loss and business disruption, including, without limitation, difficulties in maintaining relationships with employees, customers, clients or suppliers, may be greater than expected following the merger; (5) the regulatory approvals required for the merger may not be obtained on the proposed terms; (6) the failure of CPF's and CBBI's shareholders to approve the merger; (7) competitive pressures among depository and other financial institutions may increase significantly and may have an effect on pricing, spending, third-party relationships and revenues; (8) the strength of the United States economy in general and the strength of the Hawaii economy may be different than expected,

Edgar Filing: CB BANCSHARES INC/HI - Form 425

resulting in, among other things, a deterioration in credit quality or a reduced demand for credit, including the resultant effect on the combined company's loan portfolio and allowance for loan losses; (9) changes in the U.S. legal and regulatory framework; and (10) adverse conditions in the stock market, the public debt market and other capital markets (including changes in interest rate conditions) and the impact of such conditions on the combined company's activities.

Additional factors that could cause CPF results to differ materially from those described in the forward-looking statements can be found in CPF's reports (such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K) filed with the Securities and Exchange Commission ("SEC") and available at the SEC's Internet web site (www.sec.gov). All subsequent written and oral forward-looking statements concerning the proposed transaction or other matters attributable to CPF or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above. CPF does not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date the forward-looking statement is made.

With respect to financial projections for CBBI contained in this document, neither CBBI nor any analyst has published any information for 2003, 2004 or 2005. In addition, CPF has not been given the opportunity to do any due diligence on CBBI other than reviewing its publicly available information. Therefore, management of CPF has created its own financial model for CBBI based on CBBI's historical performance and CPF's assumptions regarding the reasonable future performance of CBBI on a stand-alone basis. These assumptions may or may not prove to be correct. The assumptions are inherently subject to significant uncertainties and contingencies, many of which are beyond the control of CBBI. There is no assurance that these projections will be realized and actual results are likely to differ significantly from such projections.

CPF filed with the SEC a registration statement on Form S-4 on April 28, 2003, to register the shares of CPF common stock to be issued in a proposed exchange offer, and filed amendments thereto on May 5, 2003 and May 9, 2003, respectively. The registration statement is not final and will be further amended. CPF filed preliminary proxy statements on May 5, 2003 (as revised on May 16, 2003 and May 19, 2003) and on May 9, 2003 (as revised on May 20, 2003) for solicitation of proxies from CBBI shareholders for special meetings of CBBI shareholders. Subject to future developments, CPF may file additional proxy statements for solicitation of proxies from CBBI or CPF shareholders, in connection with special meetings of such shareholders at a date or dates subsequent hereto and may file a tender offer statement. Investors and security holders are urged to read the registration statement and proxy statements and any other relevant documents (when available), including the tender offer statement if filed, filed with the SEC, as well as any amendments or supplements to those documents, because they contain and will contain important

3

information. Investors and security holders may obtain a free copy of the registration statement, any amendments thereto and proxy statements and other relevant documents (when available), including the tender offer statement if filed, at the SEC's Internet web site at (www.sec.gov). The registration statement, any amendments thereto and proxy statements and other relevant documents (when available), including the tender offer statement if filed, may also be obtained free of charge from CPF by directing such request to: Central Pacific Financial Corp., 220 South King Street, Honolulu, Hawaii 96813, Attention: David Morimoto, (808) 544-0627.

CPF, its directors and executive officers and certain other persons may be deemed to be "participants" if CPF solicits proxies from CBBI and CPF shareholders. A detailed list of the names, affiliations and interests of the participants in any such solicitation is contained in CPF's preliminary proxy statements on Schedule 14A as filed on May 5, 2003 (as revised on May 16, 2003 and May 19, 2003) and on May 9, 2003 (as revised on May 20, 2003). Information about the directors and executive officers of CPF and their ownership of and interests in CPF stock is set forth in the proxy statement for CPF's 2003 Annual Meeting of Shareholders.

###

4
