

CB BANCSHARES INC/HI  
Form 425  
May 15, 2003

[QuickLinks](#) -- Click here to rapidly navigate through this document

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 14, 2003.

***Investor Contacts***

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

Larry Dennedy  
MacKenzie Partners  
(212) 929-5239  
ldennedy@mackenziepartners.com

***Local Media Contacts***

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

Neal Yokota  
Stryker Weiner & Yokota  
(808) 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***

**CPF SEEKS to HALT MAY 28 CB BANCSHARES SHAREHOLDER MEETING**

***Files Suit in Hawaii State Court to Have Meeting Declared Illegal***

HONOLULU, May 14, 2003 Central Pacific Financial Corp. (NYSE: CPF) today filed a complaint against CB Bancshares, Inc. (Nasdaq: CBBI) in the State court of Hawaii seeking a temporary restraining order and preliminary injunction to stop the May 28, 2003 shareholder meeting called by CBBI to consider matters related to CPF's merger proposal. The suit also asks the court to:

declare the meeting in violation of Hawaii law;

find the meeting moot because CPF's first offer to CB Bancshares has been revoked and withdrawn; and

## Edgar Filing: CB BANCSHARES INC/HI - Form 425

stop CB Bancshares from soliciting shareholder proxies for that May 28, 2003 meeting.

CPF said that CBBI shareholders owning 27 percent of CBBI's outstanding stock called a special meeting of CBBI shareholders for June 26, 2003, which will give all CBBI shareholders time to receive proxy materials, review them and return their vote. In the meantime, CPF has asked the court to prevent CBBI from holding a "separate and unnecessary" May 28, 2003 meeting.

The Central Pacific filing says the "...selection of the earliest legally possible date was done as part of a strategy by the CB Bancshares' Board to protect their own interests.... CB Bancshares management

---

knew that in continuing with the May 28<sup>th</sup> meeting date, their own shareholders would have insufficient time to receive its proxy materials.... CB Bancshares not only violated the plain directive of Hawaii's legislature, but also the well-established legal principles protecting the interests of corporate shareholders," the filing says.

CPF believes that shareholders will want the opportunity to consider its offer of May 9, 2003, which materially increased the cash portion of the consideration by 17 percent. The total consideration amounts to \$70.96 per CBBI share based on May 14's closing price of CPF stock, providing CBBI shareholders a 50 percent premium over the price at which CBBI shares were trading before CPF began purchasing shares in February, and a 230 percent increase in the per share dividend CBBI shareholders currently receive.

The lawsuit was filed by the Honolulu based firm of Bays, Deaver, Lung, Rose, & Baba on behalf of CPF.

### **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, 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](http://www.sec.gov)). All subsequent written and oral forward-looking statements concerning the proposed transaction or other

---

## Edgar Filing: CB BANCSHARES INC/HI - Form 425

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. On May 5, 2003 and May 9, 2003, CPF filed preliminary proxy statements 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 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](http://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 and May 9, 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.

###

---

### QuickLinks

[CPF SEEKS to HALT MAY 28 CB BANCSHARES SHAREHOLDER MEETING Files Suit in Hawaii State Court to Have Meeting Declared Illegal](#)