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WING HANG BANK, LIMITED

(Incorporated in Hong Kong with limited liability)
(Stock Code: 302)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to ensure compliance with amendments to the Listing Rules and the Companies Ordinance and to bring the Articles of Association up to date and in line with current practice in Hong Kong, the Board proposes that certain amendments be made to the Articles of Association. The proposed amendments to the Articles of Association are subject to the approval of Shareholders by way of special resolution at the forthcoming AGM.

A circular containing, among other things, details of the proposed amendments to the Articles of Association and a notice of the AGM will be despatched to Shareholders in due course.

This announcement is made pursuant to Rule 13.51 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

In order to ensure compliance with amendments to the Listing Rules, in particular, relevant provisions in the Code on Corporate Governance Practices contained in Appendix 14 to the Listing Rules, and amendments to the Companies Ordinance, Chapter 32 of the Laws of Hong Kong (the "Companies Ordinance"), and to bring the articles of association (the "Articles of Association") of Wing Hang Bank, Limited (the "Bank") up to date and in line with current practice in Hong Kong, the board of directors (the "Board") of the Bank proposes that certain amendments be made to the Articles of Association. The proposed amendments to the Articles of Association are subject to the approval of shareholders of the Bank (the "Shareholders") by way of special resolution at the forthcoming annual general meeting of the Bank to be held on a date to be determined by the Board (the "AGM").

The principal proposed amendments to the Articles of Association include the following:

- (a) amending the notice periods required for convening an annual general meeting or an extraordinary general meeting of the Bank so as to comply with the minimum notice periods required under the Listing Rules;
- (b) stipulating that all resolutions at general meetings shall be decided by poll;
- (c) stipulating that recognised clearing houses are allowed to appoint proxies to attend and vote at any general meeting or meeting of a class of Shareholders;
- (d) stipulating that, rather than requiring one-third of the directors to retire from office by rotation every year, every director shall be subject to retirement at least once every three years but shall be eligible for re-election;
- (e) stipulating that any director appointed by the Board to fill a casual vacancy shall hold office only until the next following general meeting of the Bank but shall be eligible for re-election;

- (f) stipulating that any director can be removed by an ordinary resolution of the Bank;
- (g) stipulating that notices or other documents required to be delivered by the Bank pursuant to the Articles of Association may, to the extent permitted by and in accordance with the Listing Rules, Companies Ordinance or other applicable laws and regulations, be delivered by means of electronic communication or by publication on the Bank's website;
- (h) stipulating that the Bank may, subject to compliance with the Companies Ordinance and other applicable laws and regulations, treat the publication of financial statements on the Bank's website as discharging its obligation to send such financial statements by post to the Shareholders;
- (i) stipulating that, should the Board decide that any proposed or declared dividend should be satisfied wholly or in part by the allotment of fully paid shares, the Board may decide to exclude from such allotment Shareholders in territories where the Board considers such exclusion necessary on account of legal or other regulatory restrictions; and
- (j) stipulating that the Bank is allowed to purchase and maintain insurance for the benefit of the Bank and its directors in relation to certain liabilities which may be incurred by the Bank or its directors.

A circular containing, among other things, details of the proposed amendments to the Articles of Association and a notice of the AGM will be despatched to Shareholders in due course.

By order of the Board
Wing Hang Bank, Limited
LEUNG Chiu Wah
Company Secretary

Hong Kong, 14 January 2010

As at the date of this announcement, the Board of the Bank comprises:

Executive Directors:

Dr FUNG Yuk Bun Patrick JP (*Chairman & Chief Executive*)

Mr Frank John WANG (*Deputy Chief Executive*)

Mr FUNG Yuk Sing Michael

Non-executive Directors:

Mr HO Chi Wai Louis

Mr Brian Gerard ROGAN

Mr Christopher Robert STURDY

Independent Non-executive Directors:

Dr CHENG Hon Kwan GBS, JP

Mr LAU Hon Chuen Ambrose GBS, JP

Dr LEE Kwok Yin Simon MBE, JP

Mr TSE Hau Yin Aloysius

Mr TUNG Chee Chen