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If you have sold or transferred all your shares in Wing Hang Bank, Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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WING HANG BANK, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 302)

**PROPOSALS IN RELATION TO
RE-ELECTION OF DIRECTORS AND
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Wing Hang Bank, Limited (the "Bank") to be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 30 April 2009, at 3:30 p.m. is set out on pages 10 to 12 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Investor Communications Centre of the Bank's share registrars, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. **Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish.**

2 April 2009

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“2009 AGM”	an annual general meeting of the Bank to be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 30 April 2009 at 3:30 p.m. or any adjourned meeting thereof;
“Articles of Association”	the articles of association of the Bank adopted from time to time;
“Bank”	Wing Hang Bank, Limited, a company incorporated in Hong Kong with limited liability;
“Board”	the board of Directors of the Bank;
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the laws of Hong Kong;
“Director(s)”	the director(s) of the Bank;
“Group”	the Bank and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of The People’s Republic of China;
“Latest Practicable Date”	25 March 2009 being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Notice of 2009 AGM”	the notice convening the 2009 AGM set out on pages 10 to 12 of this circular;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong;
“Share(s)”	fully paid ordinary share(s) of HK\$1.00 each in the share capital of the Bank;
“Shareholder(s)” or “Member(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeover Code”	the Code on Takeovers and Mergers.

LETTER FROM THE BOARD



WING HANG BANK, LIMITED

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

Executive Directors:

Dr FUNG Yuk Bun Patrick JP (*Chairman & Chief Executive*)
Mr Frank John WANG (*Deputy Chief Executive*)
Mr FUNG Yuk Sing Michael

Registered Office:

161 Queen's Road Central
Hong Kong

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

2 April 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSALS IN RELATION TO
RE-ELECTION OF DIRECTORS AND
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the Notice of 2009 AGM of the Bank and information in relation to the resolutions to be proposed at the 2009 AGM on (i) the re-election of Directors who are going to retire at the 2009 AGM, (ii) the grant of general mandates to the Directors to issue and repurchase Shares and (iii) the extension of the general mandate to issue Shares.

RE-ELECTION OF DIRECTORS

In accordance with Article 92 of the Articles of Association, Mr FUNG Yuk Sing Michael, Mr HO Chi Wai Louis and Mr LAU Hon Chuen Ambrose will retire by rotation at the 2009 AGM. In accordance with Article 88 of the Articles of Association, Mr Brian Gerard ROGAN and Mr Christopher Robert STURDY who were appointed on 15 January 2009 and 13 March 2009 respectively will retire at the 2009 AGM. All these retiring Directors are eligible and offered themselves for re-election at the 2009 AGM. Details of these Directors who are proposed to be re-elected at the 2009 AGM are set out in Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Bank held on 29 April 2008, general mandates were given to the Directors (i) to issue additional Shares not exceeding 20% of the issued share capital of the Bank at the date of the passing of the relevant resolution; (ii) to repurchase Shares up to 10% of the issued share capital of the Bank at the date of the passing of the relevant resolution; and (iii) to extend the general mandate to issue Shares to the extent to include the aggregate number of Shares repurchased by the Bank.

These general mandates will expire upon the conclusion of the 2009 AGM. To keep in line with the current corporate practice, at the 2009 AGM, ordinary resolutions, amongst others, will be proposed to refresh these general mandates as follows:

- (i) to grant to the Directors a general and unconditional mandate to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Bank at the date of the passing of the relevant resolution;
- (ii) to grant to the Directors a general and unconditional mandate to repurchase Shares on the Stock Exchange up to 10% of the issued share capital of the Bank at the date of the passing of the relevant resolution; and
- (iii) conditional upon the passing of the resolutions in respect of items (i) and (ii) above, to extend the general mandate to allot, issue and deal with additional Shares by the addition to it the number of Shares repurchased under the general mandate to repurchase.

Based on the 295,044,380 Shares in issue as at the Latest Practicable Date, subject to the passing of the resolution for approving the general mandate to issue Shares and assuming that no further Shares will be issued or repurchased prior to the 2009 AGM, the Bank will be allowed under the general mandate to issue a maximum of 59,008,876 Shares.

Full text of each of the resolutions in relation to the above general mandates is set out in the Notice of 2009 AGM. An explanatory statement as required under the Listing Rules in respect of the general mandate to repurchase Shares is set out in Appendix II to this circular.

PROPOSED RENEWAL OF EMPLOYEE INCENTIVE PLAN

On 22 April 2004, the Bank adopted an employee incentive plan for the benefit of certain executive directors and employees of the Group in recognition of their contributions and as an incentive for them to remain in employment with the Group. Pursuant to the terms of the employee incentive plan, it will expire in April 2009, five years after its adoption. At the 2009 AGM, ordinary resolutions, amongst others, will be proposed to renew the employee incentive plan and provide specific mandates to the Board to allot and issue Shares to certain executive directors and employees under the employee incentive plan. Information in relation to the proposed renewal of employee incentive plan and the specific mandates is set out in a separate circular *Proposed Renewal of Employee Incentive Plan*, which is despatched to Shareholders together with this circular.

LETTER FROM THE BOARD

VOTING BY POLL AT THE 2009 AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders must be taken by poll.

Pursuant to Article 69 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. Subject to the Companies Ordinance, a poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) at least three Members present in person or by proxy and entitled to vote at the meeting; or
- (c) any Member or Members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all Members having the right to attend and vote at the meeting; or
- (d) any Member or Members present in person or by proxy and holding Shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

According to Rule 13.39(4) of the Listing Rules and Article 69 of the Articles of Association, the Chairman will demand poll on the resolutions set out in the Notice of 2009 AGM.

RECOMMENDATION

The Board is pleased to recommend the re-election of the retiring Directors at the 2009 AGM. Details of these Directors are set out in Appendix I to this circular. The Board also considers that the general mandates to issue and repurchase Shares are in the interests of the Bank and its Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the relevant resolutions at the 2009 AGM.

Yours faithfully
FUNG Yuk Bun Patrick
Chairman & Chief Executive

APPENDIX I	DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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The following are details of the five retiring Directors proposed for re-election at the 2009 AGM to be held on 30 April 2009.

1. Mr FUNG Yuk Sing Michael

Executive Director & Senior General Manager

Aged 59. Mr FUNG joined the Bank in 1978 and was appointed Executive Director in 1992. He is a member of the Executive Committee, Credit Committee, Management Committee and a director of various subsidiaries of the Bank. Mr FUNG is also a member of the Board of Trustees of Shaw College, The Chinese University of Hong Kong. Mr FUNG obtained a BA Degree from the Carleton University in Ottawa, Canada.

Mr FUNG did not hold any directorship in other public companies the securities of which are listed on the Stock Exchange or overseas in the last three years.

Mr FUNG is a son of the late Mr Y K FUNG, founder of the Bank, a brother of Dr FUNG Yuk Bun Patrick, the Chairman & Chief Executive of the Bank, a brother-in-law of Mr HO Chi Wai Louis, a Non-executive Director of the Bank, and a cousin of Mr FUNG Kin Ming David, General Manager of the Bank. He is also amongst the eligible beneficiaries of trusts, namely Po Ding Company Limited, YKF Holding Corporation and Tessel Inc. and is a director of Wing Hang Bank (Nominees) Limited. Each of Po Ding Company Limited, YKF Holding Corporation, Tessel Inc. and Wing Hang Bank (Nominees) Limited is a substantial shareholder of the Bank within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr FUNG had personal interest of 3,000,000 Shares and 505,000 underlying shares in the Bank in respect of share options and share awards granted by the Bank, a family interest of 60,000 Shares and was amongst the eligible beneficiaries of trusts (as disclosed above), which in aggregate held 59,190,100 Shares.

There is no service contract between Mr FUNG and the Bank. The director's fee of Mr FUNG as an Executive Director of the Bank is HK\$150,000 per annum, which is determined by the Board, pursuant to the authority given by Shareholders at general meeting, according to his duties and responsibilities at the Bank and the prevailing market condition. The emoluments of Mr FUNG are determined with reference to market condition, his duties and responsibilities in the Group and the Group's remuneration policy and subject to review and approval by the Remuneration Committee of the Bank.

Mr FUNG was not appointed for a specific term or any proposed length of services and his directorship is subject to retirement by rotation and re-election at the annual general meetings of the Bank in accordance with the Articles of Association.

Save as disclosed above, there are no other matters concerning Mr FUNG that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

2. Mr HO Chi Wai Louis

Non-executive Director

Aged 72. Mr HO joined the Bank in 1972. He was appointed Executive Director in October 1995 and re-designated as Non-executive Director of the Bank on 1 July 2008. Before his re-designation as a Non-executive Director of the Bank, Mr HO was the Company Secretary and a member of the Management Committee and Credit Committee of the Bank. Mr HO obtained an Engineering Degree from the McGill University in 1961. Mr HO is presently an Honorary Adviser of The Chinese Gold and Silver Exchange Society.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

Mr HO did not hold any directorship in other public companies the securities of which are listed on the Stock Exchange or overseas in the last three years.

Mr HO is the brother-in-law of Dr FUNG Yuk Bun Patrick, the Chairman & Chief Executive of the Bank, and Mr FUNG Yuk Sing Michael, an Executive Director of the Bank. His spouse is amongst the eligible beneficiaries of trusts, namely Po Ding Company Limited, YKF Holding Corporation and Tessel Inc. Each of Po Ding Company Limited, YKF Holding Corporation and Tessel Inc. is a substantial shareholder of the Bank within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr HO had personal interest of 304,000 Shares and 10,000 underlying shares in the Bank in respect of share awards granted by the Bank, a family interest of 59,290,100 Shares, of which 100,000 Shares were held by the spouse of Mr HO and the remaining 59,190,100 Shares were held by trusts (as disclosed above), of which the spouse of Mr HO was amongst the eligible beneficiaries.

There is no service contract between Mr HO and the Bank. The director's fee of Mr HO as a Non-executive Director of the Bank is HK\$150,000 per annum, which is determined by the Board, pursuant to the authority given by Shareholders at general meeting, according to his duties and responsibilities at the Bank and the prevailing market condition.

Mr HO was not appointed for a specific term or any proposed length of services and his directorship is subject to retirement by rotation and re-election at the annual general meetings of the Bank in accordance with the Articles of Association.

Save as disclosed above, there are no other matters concerning Mr HO that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

3. Mr LAU Hon Chuen Ambrose GBS, JP

Independent Non-executive Director and a member of the Director Nomination Committee

Aged 61. Mr LAU joined the Board in 1996. He is an independent non-executive director of Brightoil Petroleum (Holdings) Limited, Franshion Properties (China) Limited, Glorious Sun Enterprises Limited, Guangzhou Investment Company Limited, GZI Transport Limited, Qin Jia Yuan Media Services Company Limited and The Hong Kong Parkview Group Limited. He was also an independent non-executive director of Beijing Enterprises Holdings Limited before his resignation on 3 March 2008. These companies are listed on the Stock Exchange. Mr LAU obtained LLB degree from the University of London. He is a solicitor of the High Court of the HKSAR, a China-Appointed Attesting Officer and a Notary Public and the Senior Partner of Messrs Chu and Lau, Solicitors and Notaries. Mr LAU was awarded "Gold Bauhinia Star" by the HKSAR Government in 2001. He is also a Standing Committee member of the National Committee of the Chinese People's Political Consultative Conference.

Save as disclosed above, Mr LAU did not hold any directorship in other public companies the securities of which are listed on the Stock Exchange or overseas in the last three years.

Mr LAU does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Bank.

As at the Latest Practicable Date, Mr LAU had personal interest of 73,026 Shares within the meaning of Part XV of the SFO.

APPENDIX I	DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION
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There is no service contract between Mr LAU and the Bank. The director's fee of Mr LAU as an Independent Non-executive Director of the Bank is HK\$150,000 per annum, which is determined by the Board, pursuant to the authority given by Shareholders at general meeting, according to his duties and responsibilities at the Bank and the prevailing market condition.

Mr LAU was not appointed for a specific term or any proposed length of services and his directorship is subject to retirement by rotation and re-election at the annual general meetings of the Bank in accordance with the Articles of Association.

Save as disclosed above, there are no other matters concerning Mr LAU that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

4. Mr Brian Gerard ROGAN

Non-executive Director

Aged 51. Mr ROGAN joined the Board in January 2009. He is currently a Senior Executive Vice President and Chief Risk Officer of The Bank of New York Mellon Corporation and its subsidiary, The Bank of New York Mellon. The Bank of New York Mellon Corporation is a substantial shareholder of the Bank within the meaning of Part XV of the SFO. Mr ROGAN also serves on the board of directors of two subsidiary companies of The Bank of New York Mellon Corporation. Mr ROGAN started his career with The Bank of New York in 1981. He has extensive experience in the banking industry. Mr ROGAN obtained a Bachelor's Degree in Economics from the University of Rochester, New York in 1979 and a Master Degree in Business Administration from UCLA Anderson School of Management, Los Angeles, California in 1988.

Mr ROGAN did not hold any directorship in other public companies the securities of which are listed on the Stock Exchange or overseas in the last three years.

Save as disclosed above, Mr ROGAN does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Bank.

As at the Latest Practicable Date, Mr ROGAN did not have any interests in Shares within the meaning of Part XV of the SFO.

There is no service contract between Mr ROGAN and the Bank. The director's fee for serving as a Non-executive Director of the Bank is HK\$150,000 per annum, which is determined by the Board, pursuant to the authority given by Shareholders at general meeting, according to his duties and responsibilities at the Bank and the prevailing market condition. The amount of director's fee for the year ending 31 December 2009 to be received by Mr ROGAN will be calculated according to his length of service on the Board during the year.

Mr ROGAN was not appointed for a specific term or any proposed length of services and his directorship is subject to retirement by rotation and re-election at the annual general meetings of the Bank in accordance with the Articles of Association.

Save as disclosed above, there are no other matters concerning Mr ROGAN that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

5. Mr Christopher Robert STURDY

Non-executive Director and a member of the Audit Committee

Aged 50. Mr STURDY joined the Board in March 2009. He is currently the Chairman of Asia Pacific of The Bank of New York Mellon responsible for the country managers in the region. The Bank of New York Mellon is a subsidiary of The Bank of New York Mellon Corporation, which is a substantial shareholder of the Bank within the meaning of Part XV of the SFO. Mr STURDY has substantial experience in the banking industry. Immediately prior to his current employment in June 2008, he was the Global Head of Depository Receipts of The Bank of New York Mellon in New York. Mr STURDY obtained a Bachelor's Degree in Economics and a Bachelor's Degree in Spanish from the Duke University, Durham, North Carolina in 1982.

Mr STURDY did not hold any other directorship in public companies the securities of which are listed on the Stock Exchange or overseas in the last three years.

Save as disclosed above, Mr STURDY does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Bank.

As at the Latest Practicable Date, Mr STURDY did not have any interests in Shares within the meaning of Part XV of the SFO.

There is no service contract between Mr STURDY and the Bank. The director's fee for serving as a Non-executive Director and a member of the Audit Committee of the Bank is HK\$300,000 per annum, which is determined by the Board, pursuant to the authority given by Shareholders at general meeting, according to his duties and responsibilities at the Bank and the prevailing market condition. The amount of director's fee for the year ending 31 December 2009 to be received by Mr STURDY will be calculated according to his length of service on the Board and the Audit Committee during the year.

Mr STURDY was not appointed for a specific term or any proposed length of services and his directorship is subject to retirement by rotation and re-election at the annual general meetings of the Bank in accordance with the Articles of Association.

Save as disclosed above, there are no other matters concerning Mr STURDY that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The following is the Explanatory Statement required to be sent to Shareholders pursuant to the Listing Rules in connection with the proposed general mandate to repurchase Shares and also constitutes the memorandum required under Section 49BA of the Companies Ordinance:

- (i) At the 2009 AGM a resolution will be proposed that the Directors be given a general mandate to exercise all powers of the Bank to repurchase on the Stock Exchange fully paid-up ordinary Shares of HK\$1.00 each in the capital of the Bank representing up to a maximum of 10% of the share capital of the Bank in issue at the date the resolution is passed (the "Repurchase Mandate"). Based on the 295,044,380 Shares in issue as at Latest Practicable Date and assuming that no further Shares will be issued or repurchased prior to the 2009 AGM, the Bank will be allowed under the mandate to repurchase a maximum of 29,504,438 Shares.
- (ii) Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the Repurchase Mandate will be beneficial to the Bank and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years and if there are occasions in the future when depressed market conditions arise and Shares are trading at a discount to their underlying value, the ability of the Bank to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Bank since their percentage interests in the assets of the Bank will increase in proportion to the number of Shares repurchased by the Bank. Furthermore, the Directors' exercise of the power under the Repurchase Mandate may lead to an increased volume of trading in Shares on the Stock Exchange.
- (iii) The Directors propose that repurchases of Shares under the Repurchase Mandate will be financed from the available cash flow or working capital facilities of the Bank and its subsidiaries. In repurchasing Shares, the Bank may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association of the Bank and the laws of Hong Kong.
- (iv) There may be material adverse impact on the working capital or gearing position of the Bank (as compared with the position disclosed in its most recent published audited financial statements for the year ended 31 December 2008) in the event that the proposed Share repurchases are to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as will, in the circumstances, have a material adverse effect on the working capital requirements of the Bank or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Bank.
- (v) There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any associates (as defined in the Listing Rules) of the Directors who have a present intention, in the event that the Repurchase Mandate is granted by Shareholders, to sell Shares to the Bank.
- (vi) The Directors have undertaken to the Stock Exchange to exercise the power of the Bank to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of Hong Kong.

- (vii) If as a result of a Share repurchase a shareholder's proportionate interest in the voting rights of the Bank increases, such increase will be treated as an acquisition for purposes of Rule 32 the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Bank and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Po Ding Company Limited, YKF Holding Corporation, Tessel Inc., Majestic Investment Company Limited, Dr FUNG Yuk Bun Patrick, Mr FUNG Yuk Sing Michael, Mr HO Chi Wai Louis and his spouse (who, due to certain trustee arrangements, may potentially be treated as Shareholders acting in concert with each other for the purposes of the Takeovers Code and shall hereafter be referred to as the "Trustee Parties") and BNY International Financing Corporation were interested in aggregate of 70,264,100 and 59,825,053 Shares respectively (representing approximately 23.81% and 20.28% of the issued share capital of the Bank respectively). Due to certain arrangements between them, the Trustee Parties and BNY International Financing Corporation may potentially be treated as Shareholders acting in concert with each other for the purposes of the Takeovers Code. Accordingly, as at the Latest Practicable Date, they were in aggregate interested in 130,089,153 Shares (representing approximately 44.09% of the issued share capital of the Bank). In the event that the Directors exercise the Repurchase Mandate in full, the aggregate interest of the Trustee Parties and BNY International Financing Corporation would be increased to approximately 48.99% of the total issued share capital of the Bank, which will trigger a mandatory general offer for all the outstanding Shares under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the power to repurchase Shares under the Repurchase Mandate to such an extent as would result in a mandatory general offer obligation arising under the Takeovers Code.

- (viii) No purchases have been made by the Bank of its Shares in the six months prior to the date of this circular.
- (ix) No connected persons of the Bank (as defined in the Listing Rules) have notified it of a present intention to sell Shares to the Bank and no such persons have undertaken not to sell any such Shares to the Bank in the event that the Repurchase Mandate is granted by Shareholders.
- (x) The highest and lowest prices at which Shares were traded on the Stock Exchange during each of the previous twelve months before and the period up to the Latest Practicable Date were as follows:

		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008:	March	118.60	99.05
	April	121.00	101.00
	May	118.40	102.20
	June	117.90	99.70
	July	106.00	93.00
	August	106.00	82.80
	September	88.95	53.90
	October	61.80	33.05
	November	45.60	30.75
	December	53.50	36.00
2009:	January	47.50	34.60
	February	44.45	36.20
	March (up to Latest Practicable Date)	42.40	32.90

NOTICE OF ANNUAL GENERAL MEETING



WING HANG BANK, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 302)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Wing Hang Bank, Limited (the "Bank") will be held at Chatham Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 30 April 2009 at 3:30 p.m. for the following purposes:

1. To consider and adopt the Audited Financial Statements and Report of the Directors and the Independent Auditor's Report for the year ended 31 December 2008;
2. To declare a final dividend of HK\$0.10 per share for the year ended 31 December 2008;
3. To re-elect the following retiring Directors of the Bank:
 - (a) Mr FUNG Yuk Sing Michael;
 - (b) Mr HO Chi Wai Louis;
 - (c) Mr LAU Hon Chuen Ambrose;
 - (d) Mr Brian Gerard ROGAN; and
 - (e) Mr Christopher Robert STURDY;
4. To authorise the Board of Directors to fix Directors' fees;
5. To re-appoint Auditors and authorise the Directors to fix their remuneration;

As special business, to consider and if thought fit, pass the following resolutions as ordinary resolutions:

6. "THAT, with effect from the close of business of the day on which this resolution is passed, the rules of the renewed employee incentive plan (the "Plan"), the principal terms of which are particularly described in the circular dated 2 April 2009 (the "Plan Circular") sent to the shareholders of the Bank (a copy of the Plan and the Plan Circular having been produced to the meeting marked "A" and "B" respectively and signed by the chairman of the meeting for the purposes of identification), be adopted and the Directors of the Bank be authorised to take all steps that may be necessary, desirable or expedient to carry into effect the Plan and allot and issue up to 500,000 shares in the capital of the Bank to executive directors under the Plan at an acquisition price of HK\$1.00 per share."
7. "THAT, conditional on the passing of Resolution No. 6 in the notice of this meeting, the Directors of the Bank be authorised to allot and issue up to one million (1,000,000) shares in the capital of the Bank less the number of shares issued under Resolution No. 6 in the notice of this meeting, to employees under the Plan at an acquisition price of HK\$1.00 per share."

NOTICE OF ANNUAL GENERAL MEETING

8. **“THAT,**

(a) a general mandate be given to the Directors unconditionally during the Relevant Period to allot, issue and deal with additional shares in the capital of the Bank or grant any offers, agreements or options which might require shares to be issued, allotted or disposed of subject to the restriction that the aggregate number of share capital allotted, other than for allotment under any share option schemes or employee incentive plan for the time being adopted for the grant or issue to the employees of the Bank and its subsidiaries of shares of the Bank, and any scrip dividend or similar arrangement in accordance with the Article of Association of the Bank, shall not exceed 20% of the issued share capital of the Bank at the date of this Resolution; and

(b) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 to be held by law; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

9. **“THAT,**

(a) subject to paragraph (b) below, the exercise by the Directors of the Bank during the Relevant Period (as defined in Resolution No. 8 in the notice of this meeting) of all the powers of the Bank to repurchase shares in the capital of the Bank be and is hereby generally and unconditionally approved; and

(b) the aggregate number of shares of the Bank which may be repurchased by the Bank on The Stock Exchange of Hong Kong Limited pursuant to the approval in paragraph (a) above shall not exceed 10% of the issued share capital of the Bank at the date of this Resolution, and the said approval shall be limited accordingly.”

NOTICE OF ANNUAL GENERAL MEETING

10. “**THAT**, conditional on the passing of Resolution No. 8 and Resolution No. 9 in the notice of this meeting, the general mandate granted to the Directors to allot shares pursuant to Resolution No. 8 in the notice of this meeting be and is hereby extended by the addition to the aggregate number of shares which may be allotted or agreed to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate number of shares repurchased by the Bank under the authority granted pursuant to Resolution No. 9 in the notice of this meeting.”

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

Hong Kong, 2 April 2009

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Bank. All forms of proxy must be deposited at the Investor Communications Centre of the Bank's share registrars, Computershare Hong Kong Investor Services Limited, at Rooms 1806–1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof.
2. The register of members of the Bank will be closed from Monday, 27 April 2009 to Thursday, 30 April 2009, both days inclusive, during which period no transfers of shares will be registered. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Bank's share registrars, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 24 April 2009.
3. The proposed final dividend of HK\$0.10 per share, if approved, will be paid on or about Friday, 22 May 2009 to shareholders whose names appear on the register of members on Thursday, 30 April 2009.
4. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Article 69 of the Bank's Articles of Association, the Chairman will demand poll on the resolutions set out in this Notice of Annual General Meeting.