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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.”

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.”
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.

As at the date of this announcement, the Board of Directors 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