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 Pacific Place Conference Centre, 5/F, One Pacific Place, 88 Queensway, Hong Kong on Thursday, 27 May 2010 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 2009;

2. To declare a final dividend of HK$0.50 per share for the year ended 31 December 2009;

3. To re-elect the following retiring Directors of the Bank:

   (a) Dr FUNG Yuk Bun Patrick;

   (b) Mr Frank John WANG; and

   (c) Mr TUNG Chee Chen

4. To authorise the Board of Directors to fix Directors' fees;

5. To re-appoint KPMG as auditors and authorise the Board of Directors to fix their remuneration;

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

6. "**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 plans 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 date of passing 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."

7. "**THAT**,

(a) subject to paragraph (b) below, the exercise by the Directors of the Bank during the Relevant Period (as defined in Resolution No. 6 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."

8. "**THAT**, conditional on the passing of Resolution No. 6 and Resolution No. 7 in the notice of this meeting, the general mandate granted to the Directors to allot shares pursuant to Resolution No. 6 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. 7 in the notice of this meeting."

SPECIAL RESOLUTIONS

9. "**THAT,** the Articles of Association of the Bank be and are hereby amended in the following manner:

(a) Article 2 shall be amended as follows:

(i) By deleting the words ", in relation to an individual," from the definition of "associate";

(ii) By inserting the following definitions immediately after the definition of "these Articles":

""Banking Ordinance" means the Banking Ordinance (Cap. 155 of the laws of Hong Kong) and every other Banking Ordinance incorporated therewith, or any Banking Ordinance or Banking Ordinances substituted therefor; and in case of any such substitution the references in these Articles to the provisions of the Banking Ordinance shall be read as references to the provisions substituted therefor in the new Banking Ordinance or Banking Ordinances;"

""business day" has the meaning attributed to such term in the Listing Rules;";

(iii) By inserting the following definitions immediately after the definition "Board":

""Corporate Communication" has the meaning attributed to such term in the Listing Rules;"

""Director" means a director of the Company from time to time;";

(iv) By inserting the words "Hong Kong dollars," immediately after the word "means" in the definition of "HK$" and deleting the words "from time to time" at the end of the definition of "HK$";

(v) By deleting the word "it" in the definition of "International Financial Reporting Standards" and substituting thereof the words "such term";

(vi) By deleting the definition of "Listing Rules" in its entirety and substituting thereof the following new definition:

""Listing Rules" means The Rules Governing the Listing of Securities on the main board of the Stock Exchange (as amended from time to time);";

(vii) By inserting the following new definition immediately after the definition of "Member":

""Monetary Authority" means the Monetary Authority appointed under section 5A of the Exchange Fund Ordinance (Cap. 66 of the laws of Hong Kong);";

(viii) By deleting the definition of "newspaper" in its entirety;

(ix) By inserting the following new definition immediately after the definition of "paid-up":

""Recognised Clearing House" has the meaning attributed to such term in the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong), or a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted with the permission of the Company on a stock exchange in such jurisdiction;";

(x) By inserting the following new definition immediately after the definition of "Register":

""Relevant Financial Documents" refers to the "relevant financial documents" as defined under section 2(1) of the Ordinance;";

(xi) By inserting the following definition immediately after the definition of "subsidiary":

""Summary Financial Report" refers to the "summary financial report" as defined under section 2(1) of the Ordinance;";

(b) Article 6 shall be amended by deleting the words ", that any holder of shares of the class present in person or by proxy may demand a poll" from the final sentence;

(c) Article 8 shall be amended as follows:

(i) By deleting the word "or" and substituting a "," immediately after the words "relevant rules or regulations issued by the Stock Exchange" in the first sentence; and

(ii) By inserting the words "or any other regulatory authorities" after the words "the Securities and Futures Commission" in the first sentence;

(d) Article 14 shall be amended as follows:

(i) By inserting the words "or options or other rights" after the words "The Directors may issue warrants" in the first sentence;

(ii) By inserting the words ", options or other rights to subscribe" after the words "Where share warrants" in the second sentence;

(iii) By inserting the words ", option or other right" after the words "no new warrant" in the second sentence; and

(iv) By inserting the words "and that the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant, option or right to subscribe." immediately after the words "doubt that the original has been destroyed" at the end of the second sentence;

(e) Article 15 shall be amended as follows:

(i) By deleting the words "two months" in the first sentence and substituting thereof the words "10 business days (or such period as specified in the Listing Rules)";

(ii) By deleting the word "HK$2" in the first sentence and substituting thereof the word "HK2.5";

(iii) By inserting the words “from time to time” immediately after the words “rules prescribed by the Stock Exchange” in the first sentence; and

(iv) By inserting the words “For the purpose of this Article, “business day” shall have the meaning attributed to it in the Listing Rules.” immediately after the final sentence;

(f) Article 16 shall be amended as follows:

(i) By deleting the word “HK$2” in the first sentence and substituting thereof the word “HK2.5”; and

(ii) By deleting the words “(or such higher amount as may from time to time be approved by the Stock Exchange)” and substituting thereof the words “(or such sum as may be permitted under the rules prescribed by the Stock Exchange from time to time)”;

(g) A new Article 35A shall be inserted immediately after Article 35 as follows:

“35A. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the Member whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Ordinance given or imposed in the case of past members.”;

(h) Article 39 shall be amended by inserting the words “The machine imprinted signature of an instrument of transfer may be accepted by the Company for the purpose of such transfer subject to any terms which the Company may impose.” immediately after the first sentence;

(i) Article 43 shall be amended by deleting the words “HK$2 (or such higher amount as shall for the time being be approved by the Stock Exchange)” and substituting thereof the words “HK$2.5 (or such sum as may be permitted under the rules prescribed by the Stock Exchange from time to time)”;

(j) Article 51 shall be amended by deleting the words “and transmission” and substituting thereof with the words “, transmission and otherwise”;

(k) Article 58 shall be amended by inserting the following words at the end of the article:

“An extraordinary general meeting shall also be convened on requisition, as provided by the Ordinance, or, in default, may be convened by the requisitionists.”;

(l) Article 59(A) shall be amended by deleting the words "An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and a meeting other than an annual general meeting or a meeting called for the passing of a special resolution shall be called by not less than 14 days' notice in writing." and substituting thereof with the following words:

"Subject to such other minimum period as may be specified in the Listing Rules from time to time: (a) an annual general meeting shall be called by not less than 21 days' or 20 clear business days' notice, whichever is the longer; (b) a meeting called for the passing of a special resolution shall be called by not less than 21 days' notice; and (c) a meeting other than an annual general meeting or a meeting called for the passing of a special resolution shall be called by not less than 14 days' notice or 10 clear business days' notice, whichever is the longer.";

(m) A new Article 60A and Article 60B shall be inserted immediately after Article 60 as follows:

"60A. A meeting of the Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting."

"60B. If the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting, it may postpone the general meeting to another date, time and/or place. The Board shall take reasonable steps to ensure that notice of the date, time and place of the postponed meeting is provided to any Member trying to attend the meeting at the original time and place. When a meeting is so postponed, notice of the date, time and place of the postponed meeting shall be given in such manner as the Board may in its absolute discretion determine. Notice of the business to be transacted at such postponed meeting shall not be required. If a meeting is postponed in accordance with this Article, the instrument of a proxy will be valid if it is delivered and received as required by these Articles not less than 48 hours before the time appointed for holding the postponed meeting. The Board may (for the avoidance of doubt) also postpone any meeting which has been rearranged under this Article.";

(n) Article 61 shall be amended by deleting the words "(by rotation or otherwise)" from paragraph (c);

(o) Article 68 shall be amended by deleting the words "on a show of hands every Member who is present in person at a general meeting of the Company shall have one vote, and on a poll every Member who is present in person or by proxy shall have one vote for every share in the capital of the Company of which he is a holder." and substituting thereof the following words:

"at any general meeting on a poll every Member present in person or by proxy, in the case of a Member being a corporation, by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.";

(p) Article 69 shall be deleted in its entirety and substituted thereof the following new article:

"69. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll.";

(q) Article 70 shall be amended as follows:

(i) By deleting the words "If a poll is duly demanded it" in the first sentence and substituting thereof the words "A poll"; and

(ii) By deleting the words "at which the poll was demanded" at the end of the second sentence;

(r) Article 71 shall be amended as follows:

(i) By deleting the word "demanded" in the first and second sentences; and

(ii) By deleting the word "demand" in the second sentence and substituting thereof the word "meeting";

(s) Article 72 shall be deleted in its entirety and substituted thereof the following words:

"Article 72 — intentionally deleted";

(t) Article 75 shall be amended by deleting the words "whether on a show of hands or on a poll,";

(u) Article 77 shall be amended by deleting the words ", whether on a show of hands or on a poll," from the first sentence;

(v) Article 82 shall be amended as follows:

(i) By deleting the words "or on a poll demanded at a meeting or an adjourned meeting" in the penultimate sentence; and

(ii) By deleting the words "or poll" in the final sentence;

(w) Article 83 shall be amended as follows:

(i) By deleting the words "demand or join in demanding a poll and to" in the second sentence; and

(ii) By inserting the words "and to speak at the meeting" after the words "as the proxy thinks fit" in the second sentence;

(x) Article 84 shall be amended as follows:

- (i) By deleting the words "or poll demanded" after the words "A vote given";

- (ii) By deleting the words "or demanding a poll" after the words "the previous determination of the authority of the person voting";

- (iii) By deleting the words "the poll demanded or" after the words "meeting at which the vote is given or"; and

- (iv) By inserting the following words at the end of the article:

  "A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or insanity of the principal or revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, or the transfer of share in respect of which the instrument of proxy is given, provided that no intimation in writing of such death, insanity or revocation or transfer shall have been received by the Company at the Office (or at such other place in Hong Kong specified for the deposit of instruments of proxies hereunder) before the commencement of the meeting or adjourned meeting (or, in the case of a poll not taken on the same day as the meeting or adjourned meeting, the time appointed for taking the poll) at which the instrument of proxy is used.";

(y) Article 85 shall be amended as follows:

- (i) By deleting the words "the person so authorised" immediately after the words "Except as otherwise provided in these Articles," in the second sentence and substituting thereof the following words:

  "a person so authorized to the satisfaction of the Directors (who may require such person to produce such documents as the Directors may reasonably require to satisfy themselves of the validity of such authorization)"; and

- (ii) By inserting the words "No Member shall have any claim against the Directors or any of them, nor may any such exercise by the Directors of their powers under this Article invalidate the proceedings of the meeting in respect of which such powers were exercised, or any resolution passed or defeated at such meeting." at the end of the final sentence;

(z) A new Article 85A shall be inserted immediately after Article 85 as follows:

"85A. If a Member (or warrantholder) is, or is a nominee of, a Recognised Clearing House, it may authorise such person or persons as it thinks fit to act as its representative or representatives at any general meeting or any meeting of any class of Members (or warrantholders' meeting) provided that, if more than one person is so authorised, the authorisation must specify the number and class of shares (or warrants) in respect of which each such person is so authorised. Each person so authorized will be entitled to exercise the same power on behalf of the Recognised Clearing House or its nominee as that clearing house or its nominee could exercise if it were an individual Member (or warrantholder) of the Company.";

(aa) Article 87 shall be amended by deleting the words "(as defined in Article 150)" immediately after the words "provided that the Monetary Authority";

(bb) Article 88 shall be amended as follows:

(i) By deleting the words "(as defined in Article 150)" immediately after the words "provided that the Monetary Authority";

(ii) By inserting the words "(in the case of an addition to the existing Board) or until the next following general meeting (in the case of filling a casual vacancy)," immediately after the words "Any Director so appointed by the Board shall hold office only until the next following annual general meeting" in the final sentence; and

(iii) By deleting the words "but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting" immediately after the words "and shall then be eligible for re-election" in the final sentence;

(cc) Article 89 shall be amended by deleting the word "special" immediately after the words "The Company may by" in the first sentence and substituting thereof the word "ordinary";

(dd) A new Article 90A shall be inserted immediately after Article 90 as follows:

"90A. A resolution for the appointment of two or more persons as Directors by a single resolution shall not be moved at any general meeting.";

(ee) Article 91 shall be amended as follows:

(i) By deleting the words "by rotation" immediately after the words "Without prejudice to the provisions for retirement" and substituting thereof the words "and re-election";

(ii) By inserting a new paragraph (a) as follows:

"(a) if by notice in writing delivered to the Office or tendered at a meeting of the Board his resignation is requested by all of the other Directors;";

(iii) By re-number paragraphs (a), (b), (c), (d), (e) and (f) as paragraphs (b), (c), (d), (e), (f) and (g) respectively; and

(iv) By inserting the words "or regulation" after the words "if he is prohibited by law" in the existing paragraph (e) (to be re-numbered as paragraph (f)) and inserting the word "and" at the end of that paragraph;

(ff) The sub-heading "ROTATION OF DIRECTORS" shall be deleted in its entirety and substituted thereof the following new sub-heading:

"RETIREMENT AND RE-ELECTION OF DIRECTORS";

(gg) Article 92 shall be deleted in its entirety and substituted thereof with the words:

"92. Subject to the other provisions of these Articles, any Director elected by the Company shall be elected for a term of not more than approximately three years expiring at the conclusion of the annual general meeting of the Company held in the third year following the year of his appointment and for the avoidance of doubt, on expiry of his term he shall be deemed a retiring Director.";

(hh) Article 93 shall be deleted in its entirety and substituted thereof with the words:

"Article 93 — intentionally deleted";

(ii) Article 95 shall be amended by inserting the words "upon the expiry of his term" immediately after the words "at the meeting at which a Director so retires";

(jj) Article 96 shall be amended by deleting the words "(as defined in Article 150)" immediately after the words "(provided that the Monetary Authority" in the first sentence;

(kk) Article 98(A) shall be amended by deleting the words "(as defined in Article 150)" immediately after the words "(provided that the Monetary Authority" in the first sentence;

(ll) Article 98(D) shall be amended by deleting the words "rotation or otherwise but" immediately after the words "if at any meeting any Director retires by" and substituting thereof the words "virtue of the expiry of his term of appointment and";

(mm) Article 101(H) shall be amended by deleting the words "as such" immediately after the words "and does not provide in respect of any Director or his associate(s)," in paragraph (e)(2);

(nn) A new Article 111A shall be inserted immediately after Article 111 as follows:

"111A. Any such minute if purporting to be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting of the Company or the Board or the committee of the Board (as the case may be) shall be sufficient evidence of the proceedings thereat and until the contrary is proved every meeting of the Company or of the Board or of a committee of the Board in respect the proceedings whereat minutes have been so made shall be deemed to have been duly convened and held and all resolutions and proceedings stated in the said minutes to have been passed and held thereat shall be deemed to have been duly passed and held.";

(oo) Article 114 shall be amended as follows:

(i) By deleting the words "to him at his last known address or any other address given by him to the Company for this purpose." after the words "personally or by word of mouth or sent in writing" in the first sentence and substituting thereof the following words:

"or by telex or telegram to him at his last known address or such address as he may from time to time notify to the Company for this purpose, or by telephone or by facsimile at such telephone or facsimile number as he may from time to time notify to the Company for this purpose, or by electronic mail at such electronic mail address as he may from time to time notify to the Company for this purpose, or in such other manner as the Board may from time to time determine."; and

(ii) By deleting the words "in writing to him at his last known address or any other address given by him to the Company for this purpose," in the penultimate sentence and substituting thereof the words "to him in the manner as described above,";

(pp) Article 115 shall be amended by inserting the following words immediately after the first sentence:

"For the purposes of this Article, an alternate Director shall be counted in the quorum separately in respect of himself (if a Director) and in respect of each Director for whom he is an alternate (but so that nothing in this provision shall enable a meeting to be constituted when only one person is physically present). Any Director may participate at a meeting of the Board or any committee of the Board by means of telephone, videoconferencing or any other communications equipment by means of which all participants are able to communicate by voice with all other participants.";

(qq) Article 119 shall be amended by deleting the first sentence in its entirety and substituting thereof the following words:

"The Board may delegate any of its powers, authorities and discretions (with power to sub-delegate) to any committee, consisting of such Directors of the Company and such other persons for such time on such terms and subject to such conditions as it thinks fit. The Board may confer such powers either concurrently with, or to the exclusion of or in substitution for, all of the powers of the Board in that respect and may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes.";

(rr) Article121 shall be amended as follows:

(i) By inserting the word "of" immediately after the words "A resolution in writing signed by all" in the first sentence; and

(ii) By inserting the words "A copy of a signed resolution transmitted by a Director to the Company or a member of a committee by telegram, telex, telecopier, facsimile equipment or other means of electronic communication shall be deemed to be a document signed by him for the purposes of this Article." immediately after the final sentence;

(ss) Article 131 shall be amended by inserting the following new paragraph immediately after paragraph (D):

"(E) The Board may on any occasion when it makes a determination pursuant to paragraph (A) of this Article, resolve that the allotment of shares or rights of election for shares to be issued pursuant to such determination shall not be made available or made to any Members with registered addresses in any particular territory or territories where the Board considers such exclusion to be necessary or expedient on account of either legal restrictions under the laws of the relevant territory or territories or the requirements of the relevant regulatory body or stock exchange in that territory or territories, and in such event the provision aforesaid shall be read and construed subject to such determination.";

(tt) Article 132(A) shall be amended as follows:

(i) By inserting the words "bank transfer or other automated system of bank transfer," immediately after the words "in cash to a holder of shares may be paid by" in the first sentence; and

(ii) By inserting the words ", and in the case of a cheque or warrant, be" immediately after the words "cheque or warrant" in the first sentence;

(uu) A new Article 133A shall be inserted immediately after Article 133 as follows:

"133A. All unclaimed dividends or other moneys payable on or in respect of a share may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. No dividend or other moneys payable in respect of a share shall bear interest against the company.";

(vv) Article 141 shall be deleted in its entirety and substituted thereof with the following new article:

"141. The Directors shall, from time to time, in accordance with the Ordinance, cause to be prepared and to be laid before the Company in general meeting the Relevant Financial Documents as required by the Ordinance. The Directors may also cause to be prepared a Summary Financial Report if they think fit, which may be provided to Members instead of the Relevant Financial Documents in circumstances permitted by the Stock Exchange.";

(ww) A new Article 141A and Article 144B shall be inserted immediately after Article 141 as follows:

"141A. Subject to Article 141B below, a copy of the Relevant Financial Documents and/or a copy of the Summary Financial Report shall, not less than 21 clear days before the relevant general meeting, be delivered or sent by post to the registered address of every Member of the Company, or in the case of joint holding to the Member whose name stands first in the relevant register in respect of the joint holding. No accidental non-compliance with the provisions of this Article shall invalidate the proceedings at the meeting."

"141B. Subject to the Company complying with the Ordinance and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of positive consent or deemed consent from any Member and/or for giving a notification of publication to any such Member, the Company may treat the publication of the Relevant Financial Documents and/or the Summary Financial Report (as the case may be) on the Company's website, to which such person may have access, throughout the period beginning not less than 21 clear days before the relevant general meeting, as discharging the Company's obligation to send to him a copy of such documents under Article 141A.";

(xx) Article 143 shall be deleted in its entirety and substituted thereof with the following new article:

"143. Any notice or other document to be given or issued under these Articles shall be in writing, except that any such notice or document to be given or issued by or on behalf of the Company under these Articles (including any Corporate Communication) shall be in writing which may or may not be in a transitory form and may be recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form (including an electronic communication and publication on a website) whether having physical substance or not may be served or delivered by the Company by any of the following means subject to and to such extent permitted by and in accordance with the Ordinance, the Listing Rules and any applicable laws, rules and regulations:

(a) personally;

(b) by sending it through the post in a properly prepaid letter, envelope or wrapper addressed to a Member at his registered address as appearing in the Register or in the case of another entitled person, to such address as he may provide;

(c) by delivering or leaving it at such address as aforesaid;

(d) by advertisement in an English language newspaper and a Chinese language newspaper in Hong Kong;

(e) by transmitting it as an electronic communication to the entitled person at such electronic address as he may have provided; or

(f) by publishing it on the Company's website.

In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.";

(yy) Article 144 shall be deleted in its entirety and substituted thereof with the following new article:

"144. Any notice or document (including any Corporate Communication) given or issued by or on behalf of the Company:

(a) if sent by post, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so properly prepaid, addressed and put into such post office shall be conclusive evidence thereof;

(b) if not sent by post but delivered or left at a registered address by the Company, shall be deemed to have been served on the day it was so delivered or left;

(c) if published by way of a newspaper advertisement, shall be deemed to have been served on the date on which it is advertised in one English language newspaper and one Chinese language newspaper in Hong Kong;

(d) if sent as an electronic communication, shall be deemed to have been served at the time when the notice or document is transmitted electronically provided that no notification that the electronic communication has not reached its recipient has been received by the sender, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served; and

(e) if published on the Company's website, shall be deemed to have been served on the day on which the notification of publication is sent or the day on which the notice or document first appears on the Company's website after the notification of publication is sent, whichever is later.";

(zz) A new Article 144A shall be inserted immediately after Article 144 as follows:

"144A. The signature to any notice or documents by the Company may be written, typed, printed or made electronically. Subject to any applicable laws, rules and regulations, any notice or document, including but not limited to the documents referred to in Article 141 and any Corporate Communication may be given in the English language only, in the Chinese language only or in both the English language and the Chinese language.";

(aaa) A new Article 145A and Article 145B shall be inserted immediately after Article 145 as follows:

"145A. Any Member present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting, and, where requisite, of the purposes of which such meeting was convened."

"145B. Every person who, by operation of law, transfer or by any other means becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the Register, has been duly given to a person from who he derives his titled.";

(bbb) Article 146 shall be amended by inserting the words "(including any microfilmed or electronically stored documents)" immediately after the words "any other document" in paragraph (d);

(ccc) A new Article 148A shall be inserted immediately after Article 148 as follows:

"148A. The Company may purchase and maintain insurance for the benefit of the Company and/or any related company and/or any Director, Executive Director, manager, secretary or officer of the Company against:

(a) (in the case of the Company and/or any related company) any loss, damage, liability and claim which it may suffer or sustain in connection with any breach by the Directors (and/or other officers and/or other persons) or any of them of their duties to the Company;

(b) (in the case of any Director, Executive Director, manager, secretary or officer of the Company) any liability to the Company, a related company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or a related company; and

(c) (in the case of any Director, Executive Director, manager, secretary or officer of the Company) any liability incurred by him defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company.

For the purpose of this Article, "related company" means any company that is the Company's subsidiary or holding company or a subsidiary of that holding company.";

(ddd) Article 149 shall be amended as follows:

(i) By deleting the words "sub paragraphs (d) and (e) of paragraph (C) of Article 150" immediately after the words "becoming a minority shareholder controller or a majority shareholders controller (as respectively defined in" in Article 149(A) and substituting thereof the words "the Banking Ordinance";

(ii) By deleting the words "(Cap. 155 of the laws of Hong Kong)" immediately after the words "in accordance with the Banking Ordinance" in paragraph (b) of Article 149(A);

(iii) By inserting the following new paragraph (B) immediately after Article 149(A):

"Notwithstanding any other provision of these Articles, the Board may take such steps as it deems necessary to comply with any restrictions or directions in relation to any shares imposed by the Monetary Authority from time to time in accordance with the provisions of the Banking Ordinance.";

(iv) By re-numbering Article 149(B) as Article 149(C);

(v) By deleting the words "Article 150 remains in force" immediately after the words "This Article shall remain in force for so long as" in Article 149(B) (to be re-numbered Article 149(C)) and substituting thereof the following words:

"the Company remains an authorised institution (as defined in the Banking Ordinance)"; and

(vi) By deleting the words "Words and expressions used in this Article shall, to the extent not otherwise defined, have the meanings attributed to them in Article 150" immediately after the final sentence of Article 149(B) (to be re-numbered Article 149(C));

(eee) The sub-heading “LIMITATIONS ON SHAREHOLDINGS” shall be deleted in its entirety; and

(fff) Article 150 shall be deleted in its entirety.”; and

10. “**THAT** the Articles of Association of the Bank consolidating all of the proposed amendments referred to in Resolution No. 9 in the notice of this meeting and all the previous amendments made pursuant to resolutions passed by the members of the Bank at general meetings in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, be and are hereby approved and adopted as the amended and restated Articles of Association of the Bank in substitution for and to the exclusion of the existing Articles of Association of the Bank with immediate effect.”

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

Hong Kong, 23 April 2010

Notes:

1. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at general meeting must be taken by poll. The Chairman will demand poll to put each resolution set out in this Notice of Annual General Meeting to be decided by poll pursuant to Article 69 of the Bank’s Articles of Association.

2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Bank. A member may appoint more than one proxy to attend the same occasion. To be valid, all forms of proxy must be deposited at the Investor Centre of the Bank’s share registrars, Computershare Hong Kong Investor Services Limited, on 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof.

3. In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand on the register of members.

4. The register of members of the Bank will be closed from Monday, 24 May 2010 to Thursday, 27 May 2010 (both days inclusive), for the purposes of ascertaining shareholders entitled to attend and vote at the Annual General Meeting and the proposed final dividend. In order to qualify for attending and voting at the Annual General Meeting and 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 20 May 2010.

5. The proposed final dividend of HK$0.50 per share, if approved, will be paid on Tuesday, 8 June 2010 to shareholders whose names appear on the register of members on Thursday, 27 May 2010.

6. The memorandum and articles of association of the Bank is written in English. The Chinese version of Resolution No. 9 in this Notice of Annual General Meeting on amendments to the Articles of Association is a translation for reference only. Should there be any discrepancies, the English version will prevail.

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
Mr TSE Hau Yin Aloysius
Mr TUNG Chee Chen