
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 Bank Reception Hall, 18th Floor, Wing Hang Bank Building, 161 Queen’s Road Central, Hong Kong on Thursday, 3 May 2012 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 2011;
2. To declare a final dividend of HK\$1.34 per share (with scrip option) for the year ended 31 December 2011;
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 Brian Gerard ROGAN;
 - (d) Mr LAU Hon Chuen Ambrose; and
 - (e) Mr Stephen Dubois LACKEY;
4. To authorise the Board of Directors to fix Director 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 nominal amount of share capital allotted, other than for (i) allotment under any share

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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, (ii) the exercise of any rights of subscription or conversion attaching to any warrants that may be issued by the Bank or any existing securities of the Bank which carry the rights to subscribe for or are convertible into shares in the capital of the Bank and (iii) any scrip dividend or similar arrangement in accordance with the Articles 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 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.”

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.”

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

Hong Kong, 29 March 2012

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Notes:

1. Voting at the Meeting shall be conducted by way of a poll.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his or her proxy to attend and vote instead of him or her. 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, 30 April 2012 to Thursday, 3 May 2012, both days inclusive, for the purpose of ascertaining shareholders entitled to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting, 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 ("Computershare"), 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 Friday, 27 April 2012.

The register of members of the Bank will also be closed from Wednesday, 9 May 2012 to Friday, 11 May 2012, both days inclusive, for the purpose of ascertaining shareholders entitled to the proposed final dividend. 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 for registration not later than 4:30 p.m. on Tuesday, 8 May 2012.

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 Stephen Dubois LACKEY

Mr Brian Gerard ROGAN

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