



OVERSEA-CHINESE BANKING CORPORATION LIMITED

(Incorporated in the Republic of Singapore with limited liability)

OCBC PEARL LIMITED

(Incorporated in the Republic of Singapore with limited liability)

**LETTER TO MINORITY WING HANG BANK, LIMITED
SHAREHOLDERS REGARDING COMPULSORY ACQUISITION**

(Part 13 of the Companies Ordinance

(Cap. 622 of the Laws of Hong Kong))

(the “Companies Ordinance”)

**FOLLOWING VOLUNTARY GENERAL CASH OFFERS BY
MERRILL LYNCH (ASIA PACIFIC) LIMITED AND
J. P. MORGAN SECURITIES (ASIA PACIFIC) LIMITED
ON BEHALF OF OCBC PEARL LIMITED TO ACQUIRE
ALL THE ISSUED WING HANG BANK, LIMITED SHARES HELD BY
QUALIFYING WING HANG BANK, LIMITED SHAREHOLDERS
AND TO CANCEL ALL THE OUTSTANDING AWARDS OF
WING HANG BANK, LIMITED**

Dear Sir or Madam,

We refer the composite offer and response document jointly issued by Oversea-Chinese Banking Corporation Limited (“OCBC”), OCBC Pearl Limited (the “Offeror”) and Wing Hang Bank, Limited (“WHB”) dated 30 June 2014 (the “Composite Document”) and the notice despatched to you on 13 August 2014 in relation to the compulsory acquisition of your shares in Wing Hang Bank, Limited under the procedures of the Companies Ordinance (the “Notice”).

Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Composite Document and/or the Notice.

Entitlement to Compulsory Acquisition

By virtue of giving the Notice to you, the Offeror is entitled and bound to acquire your WHB Shares on Monday, 13 October 2014 (upon the expiration of two months from the date of the Notice) at the Offer Price (being HK\$125 for each WHB Share) in accordance with the terms of the Share Offer. This date is subject to change if a minority shareholder has made an application to the Court for an order to the contrary. Based on the searches made on 22 September 2014, no such application has been made.

Consequently, unless an application is made by a minority shareholder to the Court, an instrument of transfer for your WHB Shares will be executed on your behalf by any person appointed by the Offeror and for its own behalf by the Offeror on or about Monday, 13 October 2014. Once the instrument of transfer has been duly executed and stamped, WHB shall register the Offeror as the holder of the WHB Shares. The Offeror will have transferred the consideration for your WHB Shares to WHB and you can claim your entitlement from this consideration (plus any interest accrued thereon).

After the completion of the compulsory acquisition of your shares (which will be announced on the website of the Stock Exchange), you are requested to provide the share registrar of WHB, Computershare Hong Kong Investor Services Limited, with evidence of title to the WHB Shares (or a satisfactory indemnity thereof) to claim your entitlement.

Closure of register of members

As stated in WHB's announcement dated 22 September 2014, the register of members of WHB will be closed from Friday, 10 October 2014 to Monday, 13 October 2014 (both days inclusive) for the purposes of ascertaining shareholders entitled to the compulsory acquisition. In order to qualify for the compulsory acquisition, all transfers of shares accompanied by the relevant share certificates must be lodged with WHB's share registrar, **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, 9 October 2014**.

Shareholders whose names appear on the register of members of WHB on Monday, 13 October 2014 will be qualified to claim the entitlement to the compulsory acquisition.

Procedures for claiming entitlement to Compulsory Acquisition

To claim your entitlement, please fill in and sign the attached claim form and send it by post or deliver it by hand, in an envelope marked "**WHB — Compulsory Acquisition**" on or after 14 October 2014, to **Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong** along with your share certificate(s) and, if applicable, any other document(s) of title. If you do not have your share certificate(s) or any other document(s) of title, you must use the attached claim form to request a form of indemnity (together with information on the applicable administration charges).

Once you have provided evidence of title to the WHB Shares (or a satisfactory indemnity thereof), you will receive a cheque by ordinary post at your own risk, for your entitlement (plus any interest accrued thereon).

In Hong Kong, seller's ad valorem stamp duty arising in connection with the transfer of your WHB Shares to the Offeror will be payable by you at a rate of 0.1 per cent. of the total consideration and will be deducted from the cash amount payable to you. The Offeror will pay the buyer's ad valorem stamp duty for itself.

No acknowledgement of receipt of any Claim Form(s), WHB Share certificate(s), transfer receipt(s) or other document(s) of title (or any indemnity or indemnities in respect thereof) will be given. If you have any general enquires you can call the Share Registrar's helpline on +852 2862 8555 between 9.00 a.m. and 6.00 p.m., Monday to Friday.

By order of the board of directors
Oversea-Chinese Banking Corporation Limited
Peter Yeoh
Company Secretary

By order of the board of directors
OCBC Pearl Limited
Liew Hong Choo
Company Secretary

Singapore, 23 September 2014

CLAIM FORM



OVERSEA-CHINESE BANKING CORPORATION LIMITED

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OCBC PEARL LIMITED

(Incorporated in the Republic of Singapore with limited liability)

**FORM OF REQUEST FROM MINORITY WING HANG BANK, LIMITED
SHAREHOLDERS REGARDING COMPULSORY ACQUISITION**

(Part 13 of the Companies Ordinance

(Cap. 622 of the Laws of Hong Kong))

(the “Companies Ordinance”)

**FOLLOWING VOLUNTARY GENERAL CASH OFFERS BY
MERRILL LYNCH (ASIA PACIFIC) LIMITED AND
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QUALIFYING WING HANG BANK, LIMITED SHAREHOLDERS
AND TO CANCEL ALL THE OUTSTANDING AWARDS OF
WING HANG BANK, LIMITED**

To: OCBC PEARL LIMITED

**c/o Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor,
Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong**

Name of shareholder(s): _____

No. of WHB Shares tendered: _____

Registered Address: _____

Telephone Number: _____

Yes (tick box below)

- ☐ I/We have enclosed our share certificates for my/our WHB Shares
- ☐ I/We have enclosed other documents of title for my/our WHB Shares
- ☐ I/We hereby confirm that the share certificate(s) and/or other documents of title relating to the WHB Shares registered in my/our name(s) has/have been lost, mislaid or accidentally destroyed. I/We request a form of indemnity (together with information on the applicable administration charges) in relation to my/our WHB Shares¹

I/We agree to the enclosed policies and practices of OCBC, the Offeror, WHB and the Share Registrar in relation to the collection, holding and use of my/our personal data under the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

Signature(s) of WHB Shareholder(s) (all joint holders must sign)

Company Chop, if applicable

Dated: _____

¹ You will need to request this if you have any missing share certificates or documents of title (if applicable).

Personal data

Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of OCBC, the Offeror, WHB and the Share Registrar and in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “**Ordinance**”)

1. Reasons for the collection of your personal data

To claim your entitlement, you must provide the personal data requested. Failure to supply the requested data may result in the processing of your claim being invalidated, rejected or delayed and may also prevent or delay the despatch of the consideration to which you are entitled.

2. Purposes

The personal data which you provide on this Claim Form may be used, held and/or stored (by whatever means) for the following purposes:

- processing your claim and verification or compliance with the terms and application procedures set out in this Claim Form;
- registering transfers of the WHB Shares out of your name;
- maintaining or updating the relevant register of members of WHB containing details of the holders of the WHB Shares;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from OCBC, the Offeror, WHB and their respective agents such as financial advisers, receiving agents and the Share Registrar;
- compiling statistical information and profiles;
- establishing benefit entitlements;
- disclosing relevant information to facilitate claims on entitlements;
- making disclosures as required by laws, rules or regulations, codes of practice or guidelines (whether statutory or otherwise) or to assist in law enforcement purposes, investigations by police or other government or regulatory authorities in Hong Kong or elsewhere;
- any other purpose in connection with the compulsory acquisition by the Offeror of the remaining WHB Shares; and
- any other purposes directly relating to the above and other purpose to which you may from time to time agree to.

3. Transfer of personal data

The personal data provided in this Claim Form will be kept confidential but OCBC, the Offeror, WHB and/or the Share Registrar may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- OCBC, the Offeror, WHB, and any of their respective agents such as financial advisers, receiving agents and the Share Registrar;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to OCBC, the Offeror, WHB and/or the Share Registrar, in connection with the operation of their businesses;
- any regulatory or governmental bodies, courts, or arbitral tribunals;
- any other persons or institutions with which you have or propose to have dealings, such as your bankers, solicitors, accountants or licensed securities dealers or registered institutions in securities; and
- any of our actual or proposed assignees or transferees of our rights with respect to you.

4. Access and correction of personal data

The Ordinance provides you with rights to ascertain whether OCBC, the Offeror, WHB and/or the Share Registrar holds your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Ordinance, OCBC, the Offeror, WHB and/or the Share Registrar has/have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to OCBC, the Offeror, WHB or the Share Registrar (as the case may be).