

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



WING LUNG BANK LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 096

SALE AND PURCHASE OF SHARES BY SUBSTANTIAL SHAREHOLDERS & RESUMPTION OF TRADING

The Company has been informed by the Purchaser, a substantial shareholder of the Company, that pursuant to a letter from the Purchaser dated 2 April 2004 and accepted by the Vendor on 5 April 2004, the Vendor has agreed to sell and the Purchaser has agreed to purchase, subject to a condition, 23,219,010 Shares at the consideration of HK\$53 per Share. The Sale Shares represent approximately 10% of the existing issued share capital of the Company.

At the request of the Company, trading in the securities of the Company on the Stock Exchange has been suspended from 9:30 a.m. on Tuesday, 6 April 2004 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for resumption of trading in the securities of the Company on the Stock Exchange with effect from 9:30 a.m. on Wednesday, 7 April 2004.

The Company has been informed by the Purchaser, a substantial shareholder of the Company, that an agreement for the Sale and Purchase was reached on 5 April 2004 on the terms summarised below.

PARTIES

The parties to the Sale and Purchase are:

- (1) the Vendor; and
- (2) the Purchaser.

Based on the register kept by the Company pursuant to Part XV of the Securities and Futures Ordinance, as at the date hereof:

- (a) the Vendor's interest in the Sale Shares represents its entire interest in the Company; and
- (b) the Purchaser has an interest in 42,305,919 Shares, representing approximately 18.22% of the existing issued share capital of the Company. Upon completion of the Sale and

Purchase, the Purchaser's interest in the Company will be increased to approximately 28.22%.

Based on the register kept by the Company pursuant to Part XV of the Securities and Futures Ordinance as at the date hereof and assuming that there are no changes in the shareholding of the Company other than as a result of the Sale and Purchase, the shareholding structure of the Company immediately before and after completion of the Sale and Purchase is summarised in the following table:

Name of shareholder	Number of Shares and approximate percentage of shareholding immediately before completion of the Sale and Purchase		Number of Shares and approximate percentage of shareholding immediately after completion of the Sale and Purchase	
	Number of Shares	Percentage	Number of Shares	Percentage
Wu Yee Sun Company Limited	32,724,835 Shares	14.09%	32,724,835 Shares	14.09%
Yee Hong Company Limited ^{Note 1}	25,571,406 Shares	11.01%	25,571,406 Shares	11.01%
Wu Jieh Yee Company Limited	42,305,919 Shares	18.22%	65,524,929 Shares	28.22%
DBS Bank Limited	23,219,010 Shares	10.00%	Nil	Nil
Wings Investment Company Limited	10,288,706 Shares	4.43%	10,288,706 Shares	4.43%
Hopes Enterprises Limited ^{Note 2}	11,638,204 Shares	5.01%	11,638,204 Shares	5.01%
Other shareholders	86,442,035 Shares	37.24%	86,442,035 Shares	37.24%
Total	232,190,115 Shares	100%	232,190,115 Shares	100%

Notes:

1. Yee Hong Company Limited is a company in which Wu Yee Sun Company Limited holds a controlling interest.
2. Hopes Enterprises Limited is a company in which Wings Investment Company Limited holds a controlling interest.

NUMBER OF SALE SHARES

23,219,010 Shares, representing approximately 10% of the existing issued share capital of the Company.

CONSIDERATION

HK\$53 per Share, representing a discount of approximately 6.19% and 0.09% to the closing price of HK\$56.50 per Share as quoted on the Stock Exchange on 2 April 2004 and the average

closing price of approximately HK\$53.05 per Share as quoted on the Stock Exchange for the 10 business days immediately preceding 2 April 2004.

CONDITIONS

The Company has been informed by the Purchaser that completion of the Sale and Purchase is conditional upon the obtaining of the necessary approval from the Hong Kong Monetary Authority.

COMPLETION

The Company has been informed by the Purchaser that completion of the Sale and Purchase is currently expected to take place on or before 30 June 2004. The directors of the Company are not aware of any proposed changes to the Company's board composition as a result of the Sale and Purchase.

NO GENERAL OFFER OBLIGATION

The Company has been informed by the Purchaser that the Executive had confirmed that no general offer obligation under Rule 26 of the Takeovers Code would arise on the part of the Purchaser as a result of the Sale and Purchase.

RESUMPTION OF TRADING

At the request of the Company, trading in the securities of the Company on the Stock Exchange has been suspended from 9:30 a.m. on Tuesday, 6 April 2004 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for resumption of trading in the securities of the Company on the Stock Exchange with effect from 9:30 a.m. on Wednesday, 7 April 2004.

LIST OF DIRECTORS

As at the date hereof, the Company's executive directors are Michael Po-ko WU, Patrick Po-kong WU, Philip Po-him WU and Che-shum CHUNG, the Company's non-executive directors are Jieh-yee WU, Albert Po-cheung WU and Ivan Po-young WU, and the Company's independent non-executive directors are Kee-choe NG, Siu-chan NG, Norman Nai-pang LEUNG and Lincoln Hung-leung SOO. Anthony Shang-fung WU is currently the alternate director to Jieh-yee WU and Kenneth Ngai-keung MA is currently the alternate director to Ivan Po-young WU.

DEFINED TERMS

“Company”	Wing Lung Bank Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director
“HK\$”	Hong Kong dollars
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Purchaser”	Wu Jieh Yee Company Limited
“Sale and Purchase”	the sale and purchase of the Sale Shares pursuant to a letter from the Purchaser dated 2 April 2004 and accepted by the Vendor on 5 April 2004
“Sale Shares”	23,219,010 Shares
“Share(s)”	ordinary share(s) of HK\$5 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Vendor”	DBS Bank Limited

By Order of the Board
Maria Wan-sin Fung
Secretary

Hong Kong, 6 April 2004

Please also refer to the published version of this announcement in South China Morning Post dated 7 April 2003.