



# WING LUNG BANK LTD

(Incorporated in Hong Kong with limited liability)

Stock Code: 096

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of the Bank will be held at the 21st floor of Wing Lung Bank Building, 45 Des Voeux Road Central, Hong Kong on Saturday, 23 April 2005 at 10:30 am for the purpose of:

### Ordinary Business

1. Receiving and considering the Statement of Accounts and the Reports of the Directors and of the Auditors for the year ended 31 December 2004 and declaring a final dividend;
2. Electing Directors of the Bank and fixing their fees;
3. Appointing Auditors of the Bank and authorising the Directors to fix their remuneration;

### Special Business

Considering and, if thought fit, passing the following resolutions as ordinary resolutions:

4. (a) That a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period all the powers of the Bank to allot, issue and deal with additional Shares not exceeding 20 per cent of the aggregate nominal amount of the share capital of the Bank in issue at the date of passing 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 by any applicable law or the Articles of Association of the Bank to be held; and
  - (iii) the revocation or variation of the authority given under the Resolution by ordinary resolution of the shareholders in general meeting.
5. (a) That subject to paragraph (b) below, the exercise by the Directors of the Bank during the Relevant Period (as defined in Resolution No 4.(b) in the notice of this meeting) of all the powers of the Bank to purchase Shares of the Bank be and is hereby generally and unconditionally approved; and  
(b) the aggregate nominal amount of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Bank in issue at the date of passing this Resolution, and the said approval shall be limited accordingly.

6. That the general mandate granted to the Directors to issue Shares pursuant to the Resolution No 4. of the notice of this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be issued or agreed to be issued by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Bank repurchased by the Bank under the authority granted pursuant to the Resolution No 5. of the notice of this meeting.

Considering and, if thought fit, passing the following resolution as a special resolution:

7. That the Bank's Articles of Association be amended as follows:

- (a) Article 7A

By the addition of the words "and provided further that purchases or acquisitions not made through the open market or by tender shall be limited to a maximum price; and if purchases or acquisitions are by tender, tenders shall be available to all members alike" at the end of Article 7A.

- (b) Article 11

By the deletion of the words "lodgment of a transfer" in the second line and the substitution therefor the words "within ten business days after lodgment of a transfer".

- (c) Article 27

By the addition of the words "Provided That shares which are fully paid shall be free from any restriction on the right of transfer except when permitted by The Stock Exchange of Hong Kong Limited and from all lien" immediately after the words "a lien" in the fourth line.

- (d) Article 28

By the addition of the words "in its Listing Rules" immediately after the words "from time to time" in the second line.

- (e) Article 29

By the addition of the words "in its Listing Rules" at the end of Article 29.

- (f) Article 69

By the addition of the words "Provided however that where any member is, under the Listing Rules from time to time made by The Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolutions, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted" at the end of Article 69.

- (g) Article 74

- (i) By the deletion of the words "Clearing Houses" in the fourth line.

- (ii) By the deletion of the word "420" in the fourth line and the substitution therefor the word "571".

- (h) Article 86(b)

- (i) By the addition of the words "or any of his associates (as defined below)" immediately before the words "is materially interested," in the fourteenth line.

- (ii) By the addition of the words "or any of his associates" immediately after the words "a Director" in the fifteenth line.

- (iii) By the addition of the words "or any of his associates" immediately after the words "the Director" in the seventeenth line.

- (iv) By the deletion of the words "by him" which first appear in the twentieth line .

- (v) By the addition of the words "or any of his associates" immediately before the words "for the benefit" in the twentieth line.

- (vi) By the addition of the following immediately after the word "Company" in the twenty-first line :

"or any of its subsidiaries, nor to any contract or resolution for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his associates has himself or themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security,".

- (vii) By the addition of the words "or any of his associates" immediately after the word "he" in the twenty-second line.

- (viii) By the deletion of the words "a director," in the twenty-second line and the substitution therefor the words "or are interested only whether directly or indirectly as a".

- (ix) By the addition of the following immediately after the words “such corporation” in the twenty-second line :  
 “, nor to any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of any employees’ share scheme or any share incentive or share option scheme under which the Director or any of his associates may benefit; or the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to the Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or any of his associates, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates, nor to any contract or arrangement in which the Director or any of his associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his or their interest in shares or debentures or other securities of the Company.”.
- (x) By the deletion of the words “(as defined below)” in the twenty-third line.
- (xi) By the addition of the words “(or of any third company through which his interest or that of his associates is derived)” immediately after the words “such corporation” in the twenty-fourth line.
- (xii) By the addition of the words “or any of his associates” immediately after the words “the Director” in the twenty-seventh line.
- (xiii) By the addition of the words “or any of his associates” immediately after the word “he” in the twenty-ninth line.
- (i) Article 86(c)
  - (i) By the deletion of the word “or” and the substitution therefor the words “but he shall not be counted in the quorum present at any meeting” in the fourth line.
  - (ii) By the addition of the words “or any of his associates” immediately after the words “which he” in the fourth line.
  - (iii) By the addition of the word “materially” immediately before the words “interested is considered” in the fourth line.
- (j) Article 86(d)(i)
  - (i) By the addition of the words “, natural or adopted,” immediately after the word “step-child” in the first line.
  - (ii) By the deletion of the word “21” and the substitution therefor the word “18” in the first line.
- (k) Article 86(d)(ii)  
 By the addition of the words “(to his knowledge)” immediately after the word “is” in the third line.
- (l) Article 86(d)(iii)
  - (i) By the addition of the words “(“the trustee-controlled company”)” immediately after the words “any company” in the first line.
  - (ii) By the deletion of the words “he and/or his family interests taken together” in the first line and the second line and the substitution therefor the words “the trustees, acting in their capacity as such trustees,”.
  - (iii) By the deletion of the word “35” and the substitution therefor the word “30” in the third line.
  - (iv) By the deletion of the words “or holding company or a fellow subsidiary of any such holding company” in the seventh line and eighth line and the substitution therefor the words “(together the “trustee interests”)”.
- (m) New Article 86(d)(iv) and (v)  
 By the addition of the following new Article 86(d)(iv) and (v) :  
 “(iv) a holding company of a trustee-controlled company or a subsidiary of any such holding company;  
 and  
 (v) any company in the equity capital of which the Director, his family interests, any of the trustees referred to in (d)(ii) and (iii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company.”

- (n) Article 143
- (i) By the addition of the words “the report of the Directors” immediately before the words “such profit” in the second line.
  - (ii) By the addition of the words “, summary financial reports” immediately after the words “(if any)” in the third line.
- (o) Article 147
- By the addition of the words “whether in Hong Kong or overseas” immediately after the words “register of members” in the second line.
- (p) Article 151
- By the addition of the words “save and except any liability in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company or the subsidiary or holding company of the Company or the subsidiary of the holding company of the Company” at the end of Article 151.

The Register of Members of the Bank will be closed from 15 April 2005 to 23 April 2005, both days inclusive, during which period no transfer of shares will be registered.

By Order of the Board  
**Maria Wan-sin FUNG**  
Secretary

Hong Kong, 23 February 2005

Notes:

1. In order to qualify for the final dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Bank’s Registrars, Computershare Hong Kong Investor Services Limited for registration not later than 4 pm on 14 April 2005.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not also be a shareholder of the Bank.
3. An instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such instrument, power or authority, must, to be valid, be deposited at the registered office of the Bank not less than 24 hours before the time of the Meeting.
4. In case of any inconsistency between the Chinese and English versions of the proposed amendments to the Bank’s Articles of Association, the English version shall prevail.

As at the date of this announcement, the executive directors of the Bank are Dr Michael Po-ko Wu, Dr Patrick Po-kong Wu, Dr Philip Po-him Wu and Mr Che-shum Chung, the non-executive directors are Mr Albert Po-cheung Wu, Mr Ivan Po-young Wu and Mr Anthony Shang-fung Wu and the independent non-executive directors are Mr Kee-choe Ng, Dr Siu-chan Ng, Dr Norman Nai-pang Leung, Mr Lincoln Hung-leung Soo and Mr Shung-kwong Tsang. Mr Kenneth Ngai-keung Ma is the alternate director to Mr Ivan Po-young Wu.

Please also refer to the published version of this announcement in South China Morning Post dated 24 February 2005.