

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Wing Lung Bank Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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WING LUNG BANK LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 096)

**NOTICE OF ANNUAL GENERAL MEETING
AND
PROPOSALS RELATING TO
GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES
AMENDMENTS OF ARTICLES OF ASSOCIATION AND
RE-ELECTION OF RETIRING DIRECTORS**

A notice convening the Annual General Meeting of Wing Lung Bank Limited to be held at the 21st floor of Wing Lung Bank Building, 45 Des Voeux Road Central, Hong Kong on 28 April 2007 at 10:30 am is set out in Appendix I to this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed proxy form to the registered office of the Bank not less than 24 hours before the time appointed for holding the Annual General Meeting. The return of the form of proxy will not preclude a shareholder from attending and voting in person.

29 March 2007

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	means the annual general meeting of the Bank to be held on Saturday, 28 April 2007 at 10:30 am;
“Bank”	means Wing Lung Bank Limited, a company incorporated in Hong Kong, the shares of which are listed on the Stock Exchange;
“Board” or “Board of Directors”	means the Board of Directors of the Bank;
“Companies Ordinance”	means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong;
“Latest Practicable Date”	means 22 March 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“Share(s)”	means Share(s) of HK\$5.00 each in the share capital of the Bank;
“Share Issue Mandate”	means the proposed general mandate granted to the Directors to exercise the powers of the Bank to allot, issue and deal with Shares not exceeding 20 per cent of the aggregate nominal amount of the issued share capital of the Bank as at the date of passing the resolution approving the Share Issue Mandate;
“Share Repurchase Mandate”	means the proposed general mandate granted to the Directors to exercise the powers of the Bank to repurchase Shares not exceeding 10 per cent of the aggregate nominal amount of the issued share capital of the Bank as at the date of passing the resolution approving the Share Repurchase Mandate;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	means the Hong Kong Code on Takeovers and Mergers.

LETTER FROM THE CHAIRMAN



WING LUNG BANK LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 096)

Registered Office:
45 Des Voeux Road Central
Hong Kong

Board of Directors:

- * Dr Michael Po-ko WU, *BSME, LLD (Hon), PEng (Ontario), FHKIB*, Chairman
- * Dr Patrick Po-kong WU, *HonMBA CSturt, HonDUniv CSturt, Hon DSocSc, FCIB, FHKIB, JP*, Vice-Chairman
Mr Albert Po-cheung WU, *BComm*
- * Dr Philip Po-him WU, *BA, MBA, PhD, DBA (Hon), FHKIB, BBS, JP*, Chief Executive
Mr Ivan Po-young WU, *BComm, CA (Canada)*
- * Mr Che-shum CHUNG, *BA*
- ** Dr Siu-chan NG, *BVSc, DBA (Hon)*
- ** Dr Norman Nai-pang LEUNG, *GBS, LLD (Hon), BA, JP*
- ** Mr Lincoln Hung-leung SOO, *BScChE, MBA, JP*
Mr Anthony Shang-fung WU, *BAppSc (Computing), MBA, MACS*
- ** Mr Shung-kwong TSANG, *BEcon, CPA*
Mr Kenneth Ngai-keung MA, *BMath, MBA (Alternate to Mr Ivan Po-young WU)*
Miss Alice Shang-sze WU, *BComm, LLB (Alternate to Mr Albert Po-cheung WU)*

- * *Executive Director*
- ** *Independent Non-executive Director*

29 March 2007

To the Shareholders

Dear Sir or Madam

NOTICE OF ANNUAL GENERAL MEETING AND PROPOSALS RELATING TO GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES AMENDMENTS OF ARTICLES OF ASSOCIATION AND RE-ELECTION OF RETIRING DIRECTORS

INTRODUCTION

The purpose of this circular is to provide you with information relating to (i) the grant of the general mandates to repurchase and to issue Shares; (ii) the proposed amendments of Articles of Association; and (iii) the re-election of Retiring Directors of the Bank. Your approval of the said resolutions relating thereto will be sought at the forthcoming Annual General Meeting of the Bank to be held on 28 April 2007.

GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES

At the annual general meeting held on 22 April 2006, general mandates were given to the Directors: (i) to exercise the powers of the Bank to repurchase Shares up to a maximum of 10 per cent of the issued share capital of the Bank as at the date of the ordinary resolution and (ii) to allot, issue and deal with Shares not exceeding 20 per cent of the issued share capital of the Bank as at the date of the ordinary resolution. Such mandates will lapse at the conclusion of the Annual General Meeting.

An ordinary resolution set out in the Notice of the Annual General Meeting will be proposed at the forthcoming Annual General Meeting to grant the Share Repurchase Mandate to the Directors.

The Share Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Bank or 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 or until the Share Repurchase Mandate is revoked or varied by an ordinary resolution of the shareholders in general meeting, whichever is the earlier.

Separate ordinary resolutions will also be proposed at the Annual General Meeting to grant the Share Issue Mandate to the Directors and to extend the Share Issue Mandate by adding to it the number of Shares repurchased by the Bank under the Share Repurchase Mandate.

The explanatory statement required by the Listing Rules to be sent to shareholders in connection with the proposed share repurchase resolution is set out in Appendix II to this circular.

AMENDMENTS OF ARTICLES OF ASSOCIATION

The Directors propose to amend the Articles of Association of the Bank such that the Bank may have the flexibility of offering shareholders the options (i) to choose to receive a summary financial report in place of the annual report and accounts; (ii) to choose not to receive a printed copy of the summary financial report or the annual report and accounts as well as notices and other documents and to receive such documents by means of electronic communication or to rely on the versions of these documents that will be published on the computer network or website of the Bank; and (iii) to choose to receive documents either in the English or Chinese language only or in both the English and Chinese languages.

The Directors wish to seek the approval of shareholders at the forthcoming Annual General Meeting of the proposed amendments to the Articles of Association of the Bank, which will enable the Bank to offer shareholders the options referred to in the paragraph above when it becomes desirable to do so. It should be noted that even if shareholders vote in favour of the special resolution approving the proposed amendments and the Bank does proceed with offering these choices to its shareholders, they will still be able to choose to receive printed copies of annual report and accounts, notices and other documents issued by the Bank. The full text of the proposed amendments to the Bank's Articles of Association are set out in the special resolution in the Notice of Annual General Meeting set out on pages 6 to 10 of this circular.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 100 of the Bank's Articles of Association, Mr Lincoln Hung-leung SOO, Dr Siu-chan NG and Mr Albert Po-cheung WU retire by rotation at the forthcoming Annual General Meeting. Dr Siu-chan NG does not offer himself for re-election; Mr Lincoln Hung-leung SOO and Mr Albert Po-cheung WU, being eligible, offer themselves for re-election.

The biographical details of Mr Lincoln Hung-leung SOO and Mr Albert Po-cheung WU which are required to be disclosed by the Listing Rules are set out in Appendix III to this circular.

RIGHT TO DEMAND A POLL

Pursuant to Article 63 of the Bank's Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll be demanded:

- (i) by the Chairman; or
- (ii) by at least two members present in person or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a member or members representing not less than 10 per cent of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than 10 per cent of the total sum paid up on all the shares conferring that right.

Pursuant to Article 80 of the Bank's Articles of Association, any corporation which is a member of the Bank may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Bank, or at any meeting of any class of members of the Bank, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Bank.

ACTION TO BE TAKEN

Notice of the Annual General Meeting dated 28 February 2007 is set out in Appendix I to this circular, and a form of proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the registered office of the Bank not less than 24 hours before the time appointed for holding the Annual General Meeting. The return of the form of proxy will not preclude a shareholder from attending and voting in person.

RECOMMENDATION

Your Directors consider that the above proposals are in the interests of the Bank and its shareholders and accordingly recommend that all shareholders vote in favour of the resolutions to be proposed at the forthcoming Annual General Meeting of the Bank.

Yours faithfully
Michael Po-ko WU
Chairman

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, 28 April 2007 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 2006 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 Articles of Association of the Bank be amended as follows:

(a) Article 2

- (i) By adding the following new definition for “Electronic communication” after the existing definition “Dividend” in Article 2:

“Electronic communicationCommunication sent by electronic transmission in any form through any medium.”

- (ii) By deleting the following paragraph in Article 2:

“Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.”

and substituting therefor the following:

“Writing shall include printing, lithography, photography, typewriting, photocopies, telecopier messages and every other mode of representing words or figures in a visible form (including electronic communication).”

- (iii) By adding the following new paragraphs at the end of Article 2:

“References to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method.

References to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

(b) Article 143

- (i) By deleting the words “summary financial reports” in Article 143.

- (ii) By adding the words “(collectively the “Relevant Financial Documents”)” immediately after the words “to be annexed thereto” in the fifth line of Article 143.

(c) Article 143A

By adding the following new Article as Article 143A:

“143A. To the extent permitted by and subject to due compliance with the Statutes and other applicable laws, rules and regulations, and to obtaining all necessary consents, if any, required thereunder, the requirements in Article 143 shall be deemed satisfied in relation to any member if the Company sends to the member, instead of a copy of the Relevant Financial Documents, a summary financial report derived from the Relevant Financial Documents which shall be in the form and containing the information required by the Statutes and other applicable laws, rules and regulations, provided that any person who is otherwise entitled to the Relevant Financial Documents may, if he so requires and in accordance with the Statutes and other applicable laws, rules and regulations, by notice in writing served on the Company, demands that the Company sends to him, in addition to a summary financial report, a complete printed copy of the Relevant Financial Documents.”

(d) Article 143B

By adding the following new Article as Article 143B:

“143B. The requirement to send to a member the Relevant Financial Documents as referred to in Article 143 or a summary financial report in accordance with Article 143A shall be deemed satisfied where, in accordance with the Statutes and other applicable laws, rules and regulations, the Company publishes copies of the Relevant Financial Documents and, if applicable, a summary financial report complying with Article 143A, on the Company's computer network or its website or in any other permitted manner (including sending by any form of electronic communication), and that member has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of the Relevant Financial Documents or summary financial report.”

(e) Article 145

By deleting Article 145 in its entirety and substituting therefor the following new Article 145:

“145. Any notice or other document to be given or issued by the Company to a member, whether or not under the Statutes, other applicable laws, rules and regulations or these Articles, may be given in writing or by cable, telex or facsimile transmission message, any form of electronic communication or transmission or in any other form of permitted means of communication and any such notice and document may be served or delivered by the Company on or to any member (i) personally or (ii) by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register of members, whether in or outside Hong Kong, or by delivering it or leaving it at such registered address as aforesaid or (iii) as the case may be, by transmitting it to any such address or any telex or facsimile transmission number or electronic number or address or website supplied by that

member to the Company for giving of notice or document to that member or (iv) (in the case of a notice) by advertisement in an English language daily newspaper and a Chinese language daily newspaper circulating in Hong Kong or (v) subject to due compliance with the Statutes and other applicable laws, rules and regulations and to the consent in writing of the member, by publishing it on the Company's computer network or website, giving access to such network or website to the member and giving to the member a notice stating the address and location of such network or website and that the notice or other document is available there or (vi) in any other permitted manner from time to time.”

(f) Article 148

By deleting Article 148 in its entirety and substituting therefor the following new Article 148:

“148. A notice or other document may be given by or on behalf of the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member in such manner as provided in Article 145 in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”

(g) Article 148A

By adding the following new Article as Article 148A:

“148A. Any notice or other document delivered or sent to any member in such manner as provided in Article 145 in pursuance of these Articles shall, notwithstanding that such member be then deceased, suffering from mental disorder or bankrupt and whether or not the Company has notice of his death, mental disorder or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person is registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed as sufficient service of such notice or document on his personal or legal representatives and all persons (if any) jointly interested with him in any such shares.”

(h) Article 150

By deleting Article 150 in its entirety and substituting therefor the following new Article 150:

“150. Any notice or other document given or issued by the Company:

- (i) if served by post, shall be deemed to have been served at the expiration of forty-eight hours after the envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly prepaid, addressed and posted (in the case of an address outside Hong Kong by air-mail postage prepaid where air-mail posting from Hong Kong to such place is available) 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 other document was so addressed and put into the post shall be conclusive evidence thereof;

- (ii) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;
- (iii) if placed on the Company's computer network or website, shall be deemed given by the Company to a member on the day on which a notice of availability is deemed served on the member;
- (iv) if served or delivered in any other manner contemplated by these Articles other than by advertisement in newspapers in accordance with Article 145, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other person appointed by the Board as to the fact and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof;
- (v) if served by advertisement in newspapers in accordance with Article 145, shall be deemed to have been served on the day on which the notice is first published; and
- (vi) may be given to a member either in the English language or the Chinese language only or in both the English language and Chinese language, subject to due compliance with the Statutes and other applicable laws, rules and regulations.”

The Register of Members of the Bank will be closed from 20 April 2007 to 28 April 2007, 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, 28 February 2007

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 4:30 pm on Thursday, 19 April 2007.
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.

This explanatory statement constitutes the memorandum required under Section 49BA(3)(b) of the Companies Ordinance and contains all the information required under the Listing Rules for you to consider the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Bank comprised 232,190,115 Shares. Subject to the passing of the necessary ordinary resolution and on the basis that no further Shares are issued prior to the Annual General Meeting, exercise in full of the Share Repurchase Mandate could accordingly result in up to 23,219,011 Shares being repurchased by the Bank during the course of the period prior to the next annual general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Bank and its shareholders to have a general authority from shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of net assets per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Bank and its shareholders.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded entirely from the Bank's available cash flow or working capital facilities, which will be funds legally available for the purchase in accordance with the Articles of Association of the Bank and the applicable laws of the Hong Kong Special Administrative Region.

There might be a material adverse effect on the working capital requirements or gearing levels of the Bank (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 December 2006) in the event that the Share Repurchase Mandate is exercised in full at any time. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Bank or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Bank.

4. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Hong Kong Special Administrative Region and the Memorandum and Articles of Association of the Bank.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge (having made all reasonable enquiries), any of their associates presently intend to sell Shares to the Bank under the Share Repurchase Mandate in the event that the Share Repurchase Mandate is approved by shareholders. No connected person (as defined in the Listing Rules) has notified the Bank that he has a present intention to sell Shares to the Bank, or has undertaken not to sell any Shares to the Bank, if the Share Repurchase Mandate is approved by shareholders.

6. TAKEOVERS CODE

As at the Latest Practicable Date, Wu Jieh Yee Company Limited, Wu Yee Sun Company Limited and its associated company, Wings Investment Company Limited, were interested in 65,524,929 Shares (representing approximately 28.22 per cent of the issued share capital of the Bank), 57,811,241 Shares (representing approximately 24.90 per cent of the issued share capital of the Bank) and 21,926,910 Shares (representing approximately 9.44 per cent of the issued share capital of the Bank) respectively. Wu Jieh Yee Company Limited and Wu Yee Sun Company Limited are companies controlled by members of the Wu family. In the event that the Directors exercise the Share Repurchase Mandate in full, the aggregate interests of Wu Jieh Yee Company Limited, Wu Yee Sun Company Limited and Wings Investment Company Limited would increase by approximately 6.95 per cent from approximately 62.56 per cent to approximately 69.51 per cent. The Directors are not aware of any obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code which could arise as a consequence of any repurchases pursuant to the Share Repurchase Mandate, and in any event the Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as to result in the number of Shares held by the public falling below 25 per cent.

7. SHARE REPURCHASE MADE BY THE BANK

The Bank has not repurchased any of its Shares in the six months preceding the date of this circular.

8. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months were as follows:

	Highest	Lowest
	HK\$	HK\$
April 2006	76.10	69.00
May 2006	76.00	69.00
June 2006	71.30	62.15
July 2006	70.50	65.50
August 2006	77.20	66.90
September 2006	77.00	73.90
October 2006	76.90	73.05
November 2006	75.00	71.55
December 2006	82.50	74.00
January 2007	92.25	77.45
February 2007	93.30	80.10
March 2007 (up to the Latest Practicable Date)	85.30	78.50

APPENDIX III BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING
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The followings are the biographical details of Mr Lincoln Hung-leung SOO and Mr Albert Po-cheung WU, both of whom shall retire by rotation at the Annual General Meeting in accordance with Article 100 of the Bank's Articles of Association and being eligible, have offered themselves for re-election.

Mr Lincoln Hung-leung SOO, *BScChE, MBA, JP*, aged 61, has been appointed an Independent Non-executive Director of the Bank and an Independent Non-executive Director of Wing Lung Insurance Company Limited since 2003. He is a stock broker and the chairman of Soo Pei Shao & Co Ltd, Member of the Insider Trading Tribunal, Member of the Committee of the Spastics Association and Chairman of the English Major Advisory Council of Hong Kong Baptist University. He is also an Independent Non-executive Director of Applied Development Holdings Limited and Wah Ha Realty Company Limited. Except as mentioned, he has not held any other directorships in listed public companies in the last three years.

Mr SOO does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Bank. As at the Latest Practicable Date, Mr SOO had no interest in the Bank within the meaning of Part XV of the Securities and Futures Ordinance.

As at the Latest Practicable Date, Mr SOO was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Bank. The director's fee payable to him shall be subject to shareholders' approval at general meetings. For the year ended 31 December 2006, he received from the Bank a director's fee of HK\$120,000.

There is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Save as disclosed herein, there are no other matters relating to his re-election that need to be brought to the attention of the shareholders.

Mr Albert Po-cheung WU, *BComm*, aged 61, was elected a Director in 1977. He is also a Director of Wings Investment Company Limited and Yee Hong Company Limited.

Mr Albert Po-cheung WU is the father of Miss Alice Shang-sze WU, Alternate Director, brother of Dr Michael Po-ko WU, Chairman and Executive Director, and Mr Ivan Po-young WU, a Non-executive Director of the Bank. As at the Latest Practicable Date, Mr WU had no interest in the Bank within the meaning of Part XV of the Securities and Futures Ordinance.

As at the Latest Practicable Date, Mr WU was not appointed for a specific term but is subject to retirement by rotation and re-election in accordance with the Articles of Association of the Bank. The director's fee payable to him shall be subject to shareholders' approval at general meetings. For the year ended 31 December 2006, he received from the Bank a director's fee of HK\$80,000.

There is no information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Save as disclosed herein, there are no other matters relating to his re-election that need to be brought to the attention of the shareholders.