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**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** about any aspect of this Notice, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or otherwise transferred** all your shares in Wing Lung Bank, Limited, you should at once hand this Notice to the purchaser(s) or transferee(s) or to the bank, a licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**招商銀行股份有限公司**  
**CHINA MERCHANTS BANK CO., LTD.**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3968)**

**NOTICE OF COMPULSORY ACQUISITION  
TO DISSENTING WLB SHAREHOLDERS**

*(Section 168 and the ninth schedule of the Companies Ordinance  
(Cap. 32 of the Laws of Hong Kong)) (the "Companies Ordinance")*

**Following an  
unconditional mandatory cash offer by  
J. P. Morgan Securities (Asia Pacific) Limited  
for and on behalf of China Merchants Bank Co., Ltd.  
for all the issued shares in Wing Lung Bank, Limited  
(other than those shares already owned by or agreed to be acquired by  
China Merchants Bank Co., Ltd. and parties acting in concert with it)**

**Introduction**

Reference is made to the composite offer and response document jointly issued by China Merchants Bank Co., Ltd. ("CMB") and Wing Lung Bank, Limited ("WLB") and despatched to the WLB Shareholders on 6 October 2008 (the "Composite Offer Document") in respect of an unconditional mandatory cash offer by J.P. Morgan Securities (Asia Pacific) Limited on behalf of CMB to acquire all the issued shares of HK\$5.00 each in the share capital of WLB (other than those WLB Shares already owned by or agreed to be acquired by CMB and parties acting in concert with it).

On 27 October 2008, CMB and WLB jointly announced that as at 4:00 p.m. (Hong Kong time) on Monday, 27 October 2008, being the latest time for receiving acceptances of the General Offer, CMB has received valid acceptances of 103,794,637 WLB Shares (representing approximately 44.70% of the total issued share capital with voting rights of WLB as at the date of this Notice).

Capitalised terms used in this Notice shall have the same meaning as ascribed to them in the Composite Offer Document, unless they are otherwise defined or the context otherwise requires.

## **Notice of Compulsory Acquisition**

**YOU ARE HEREBY NOTIFIED** that pursuant to section 168 and the ninth schedule of the Companies Ordinance, CMB, being the registered holder of not less than 95% of the entire issued share capital of WLB, intends to acquire your WLB Shares at the Offer Price (being HK\$156.50 for each WLB Share) (the “Consideration”).

You have either not assented to the General Offer or failed or refused to transfer your WLB Shares to CMB in accordance with the terms of the General Offer, and you are therefore regarded as a “dissenting WLB Shareholder” for the purposes of section 168 and the ninth schedule of the Companies Ordinance.

By virtue of giving this Notice to you, CMB is entitled and bound to acquire your WLB Shares on 14 January 2009 (upon the expiration of two months from the date of this Notice) on the terms of the General Offer, subject only to your right to apply to the High Court of Hong Kong (the “Court”) within two months from the date on which this Notice is given for an order to the contrary.

Unless the Court has, on an application by a dissenting WLB Shareholder, ordered to the contrary, CMB will, on the expiration of two months from the date of this Notice, or, if an application to the Court by the dissenting WLB Shareholder is then pending, after that application has been disposed of, transmit a copy of this Notice to WLB together with an instrument of transfer executed on your behalf by any person appointed by CMB and on its own behalf by CMB, and pay or transfer to WLB the amount representing the price payable by CMB for the WLB Shares which by virtue of section 168 and the ninth schedule of the Companies Ordinance CMB is entitled to acquire. WLB shall thereupon register CMB as the holder of those WLB Shares.

Any sums received by WLB under section 168 and the ninth schedule of the Companies Ordinance shall be paid into a separate bank account, and the amount being your entitlement under the transfer of the WLB Shares to CMB will be held by WLB on trust for you until the said amount has been collected by you in full and at such time will constitute the full discharge of all liabilities of WLB towards you under the trust or otherwise.

You should consult their legal advisers if you wish to exercise their rights under section 168 and the ninth schedule of the Companies Ordinance.

## **Procedures for voluntary transfer and settlement**

If you wish to voluntarily transfer your Offer Shares to CMB for the Consideration, you must complete and sign the enclosed Form of Request and return it together with the WLB Share certificate(s) for your Offer Shares and/or transfer receipt(s) and/or any other documents of title (and/or an indemnity or indemnities required in respect thereof) for all your Offer Shares to the Registrar at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by post or by hand in an envelope marked "WLB Compulsory Acquisition" as soon as possible but in any event, at or before 4:00 p.m. (Hong Kong time) on 14 January 2009. **If you do not complete and return the Form of Request by that date, there will be a delay in the payment of the Consideration to you as CMB will then be required to pay the Consideration to WLB rather than directly to you. Under the Companies Ordinance, WLB is required to pay the aggregate Consideration into a separate trust account.**

Unless indicated otherwise on the Form of Request, provided that a valid Form of Request and the relevant WLB Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are complete and in good order in all respects and have been received by the Registrar no later than 4:00 p.m. (Hong Kong time) on 14 January 2009, CMB will, as soon as practicable but in any event within ten days after 14 January 2009 (upon the expiration of two months from the date of this Notice), send all cheques in satisfaction of the Consideration by ordinary post addressed to WLB Shareholders at their respective addresses which appear in the register of members of WLB at 4:00 p.m. (Hong Kong time) on 14 January 2009 (upon the expiration of two months from the date of this Notice) or, in the case of joint holders, at the address appearing in the register of members of WLB of the joint holder whose name stands first in the register of members of WLB in respect of the relevant joint holding.

Sellers' ad valorem stamp duty arising in connection with the transfer of your Offer Shares to CMB will be payable by you at the rate of HK\$1.00 for every HK\$1,000.00 or part thereof of the Consideration and will be deducted from the Consideration due to you.

If you are unable to produce the WLB Share certificate(s) for your Offer Shares, please complete the relevant sections in the Form of Request, sign the Form of Request and return it to the Registrar, requesting a form of indemnity, statutory declaration and other relevant information (including fees payable) to be sent to you for completion and return.

No acknowledgement of receipt of any Form(s) of Request, WLB Share certificate(s), transfer receipt(s) or other document(s) of title (or any indemnity or indemnities in respect thereof) will be given.

By order of the board of  
**China Merchants Bank Co., Ltd.**  
**Dr Qin Xiao**  
*Chairman*

13 November 2008

*The CMB Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Notice, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Notice, have been arrived at after due and careful consideration and there are no other facts not contained in this Notice the omission of which would make any statements, in this Notice misleading.*

*Notes:*

- I. All communications, notices, forms of transfer, WLB Share certificates, transfer receipts, other documents of title and remittances to be delivered by or sent to WLB Shareholders will be delivered by or sent to WLB Shareholders or their designated agents at their own risk and neither CMB nor the Registrar accepts any liability for any loss which may arise as a result.
- II. All requests, instructions, authorities and undertakings shall be irrevocable.
- III. This Notice and all transfers of Offer Shares pursuant thereto are governed by the laws of Hong Kong.
- IV. The translation into Chinese language of this Notice is for reference only. In case of any discrepancies, the English version shall prevail.

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**If you are in any doubt** about any aspect of this Form, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or otherwise transferred** all your shares in Wing Lung Bank, Limited, you should at once hand this Form to the purchaser(s) or transferee(s) or to the bank, a licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**FORM OF REQUEST**

**To: China Merchants Bank Co., Ltd.  
7088 Shennan Boulevard Futian District, Shenzhen Guangdong Province, China**

**COMPULSORY ACQUISITION OF THE SHARES OF  
WING LUNG BANK, LIMITED**

**All words and expressions defined or referred to in the notice of compulsory acquisition accompanying this Form of Request shall, unless the context otherwise requires, have the same meanings when used in this Form of Request.**

***How to complete this Form of Request***

- (1) If you wish to voluntarily transfer your Offer Shares for the Consideration, you should complete and sign this Form of Request and then forward this form by post or by hand, in an envelope marked “WLB Compulsory Acquisition” to the Registrar at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.
- (2) **You must complete and return this Form of Request as soon as possible but in any event at or before 4:00 p.m. (Hong Kong time) on 14 January 2009. If you do not complete and return this Form of Request by this date there will be a delay in the payment of the Consideration to you as CMB will then be required to pay the Consideration to WLB rather than directly to you. Under the Companies Ordinance, WLB is required to pay the aggregate Consideration into a separate trust account.**
- (3) Please complete the instrument of transfer (excluding the date and the identity of the Transferee) and, if necessary, the section on missing WLB Share certificate(s), below.
- (4) Please insert your name and address if you do **NOT** wish the Consideration to be sent to you at the address which appears in the register of members of WLB:

Name:

Address:

## REQUEST

I/We have:

Yes  
(Tick Box)

- |       |  |                          |
|-------|--|--------------------------|
| (i)   | enclosed WLB Share certificate(s) for my/our Offer Shares              | <input type="checkbox"/> |
| (ii)  | enclosed any other documents of title (if necessary)                   | <input type="checkbox"/> |
| (iii) | completed the instrument of transfer below                             | <input type="checkbox"/> |
| (iv)  | requested a Form of Indemnity and Statutory Declaration (if necessary) | <input type="checkbox"/> |

I/We agree to the transfer of my/our Offer Shares to CMB in return for payment of the Consideration to me/us. I/We authorise any director or officer of CMB or the Registrar to date and complete the instrument of transfer and any other documents delivered with this Form of Request and otherwise do all such matters as may be required to effect the transfer of my/our Offer Shares to CMB.

I/We agree to the policies and practices of CMB and the Registrar (as set out below) 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 WLB Shareholder(s)

Name(s) of WLB Shareholder(s):

Date:

## **Personal Information Collection Statements**

This personal information collection statement informs you in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “Ordinance”).

### **(i) Reasons for the collection of your personal data**

To enable you to receive the Consideration payable to you as a result of CMB acquiring your Offer Shares pursuant to section 168 and the ninth schedule of the Companies Ordinance (or otherwise) you must provide the personal data as requested. Failure to supply the requested data may result in the process being delayed.

### **(ii) Purposes**

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

- processing and verification of compliance with the terms and procedures set out in the Form of Request;
- registering transfers of the Offer Shares out of your name;
- maintaining or updating the relevant register of members of WLB containing details of the holders of the Offer Shares;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from CMB and/or their respective subsidiaries or agents such as financial adviser, receiving agents and the Registrar;
- compiling statistical code information and WLB Shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- any other purpose in connection with the business of CMB or the Registrar; and
- any other incidental or associated purposes relating to the above and any other purpose to which the WLB Shareholders may from time to time agree.

**(iii) Transfer of personal data**

The personal data provided in this form will be kept confidential but CMB and the 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:

- CMB, their respective subsidiaries and/or agent(s), such as financial advisers, receiving agents and the Registrar;
- any agents, contractors or third parties service providers who offer administrative, telecommunications, computer, payment or other services to the Registrar in connection with the operation of its business;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as their bankers, solicitors, accountants or licensed securities dealers; and
- any other persons whom CMB or the Registrar considers to be necessary or desirable in the circumstances.

**(iv) Access and correction of personal data**

The Ordinance provides you with rights to ascertain whether CMB or the Registrar hold your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Ordinance, CMB and the Registrar 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 CMB or the Registrar (as the case may be).



INSTRUMENT OF TRANSFER

\_\_\_\_\_  
**WING LUNG BANK, LIMITED**  
\_\_\_\_\_

I/We, \_\_\_\_\_  
of \_\_\_\_\_  
in consideration of the sum of HK\$156.50 per share  
paid to me/us by (name) China Merchants Bank Co., Ltd.  
(occupation) Corporation  
of (address) 44th Floor, China Merchants Bank Tower, 7088 Shennan Boulevard Futian District, Shenzhen Guangdong Province, China (hereinafter "the said Transferee") do hereby transfer to the said Transferee the \_\_\_\_\_ share(s) numbered \_\_\_\_\_ standing in my/our name in the register of:

**WING LUNG BANK, LIMITED**

to hold unto the said Transferee his Executors, Administrators or Assigns, subject to the several conditions upon which I/we hold the same at the time of execution hereof. And I/we, the said Transferee do hereby agree to take the said share(s) subject to the same conditions.

Witness our hands the *[Note: Please do not date]*

\_\_\_\_\_

Witness to the signature(s) of the Transferor )  
 )  
 )  
 )  
 )  
 )  
 )  
 ) \_\_\_\_\_  
 ) Signature(s) of Transferor(s)

Witness to the signature(s) of the Transferee )  
 )  
 )  
 )  
 )  
 )  
 ) \_\_\_\_\_  
 ) Signature(s) of Transferee  
*[Note: Please do not complete this part]* )

## MISSING CERTIFICATE

I/We hereby confirm that the WLB Share certificate(s), relating to the Offer Shares registered in my/our name(s) has/have been lost, mislaid or accidentally destroyed.

Please send me/us your Form of Indemnity, Statutory Declaration and other relevant information (including applicable fees).

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Signature(s) of WLB Shareholder(s)

Name(s) of WLB Shareholder(s):

Date: