

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

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of Wing Hang Bank, Limited.*



**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)*



**WING HANG BANK, LIMITED**

**WING HANG BANK, LIMITED**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 302)

## **JOINT ANNOUNCEMENT**

**(1) CLOSE OF THE VOLUNTARY GENERAL CASH OFFERS  
BY MERRILL LYNCH (ASIA PACIFIC) LIMITED AND  
J.P. MORGAN SECURITIES (ASIA PACIFIC) LIMITED  
ON BEHALF OF THE OFFEROR TO ACQUIRE  
ALL OF 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**

**(2) COMPULSORY ACQUISITION AND WITHDRAWAL OF LISTING OF  
WING HANG BANK, LIMITED SHARES**

**AND**

**(3) SUSPENSION OF TRADING**

### **INTRODUCTION**

References are made to (i) the announcement issued by Oversea-Chinese Banking Corporation Limited (“**OCBC**”), OCBC Pearl Limited (the “**Offeror**”), and Wing Hang Bank, Limited (“**WHB**”) regarding the Offers dated 1 April 2014 (the “**Offer Announcement**”); (ii) the joint announcement issued by OCBC, the Offeror and WHB on 27 June 2014 announcing the

satisfaction of the Pre-Conditions; (iii) the composite offer and response document jointly issued by OCBC, the Offeror and WHB dated 30 June 2014 (the "**Composite Document**"); (iv) the joint announcement issued by OCBC, the Offeror and WHB announcing the Offers have become unconditional in all respects on 4 July 2014; and (v) the joint announcement issued by OCBC, the Offeror and WHB on 15 July 2014 containing a no price increase statement and a reminder of the Offer Closing Date. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Composite Document.

## **CLOSE OF THE OFFERS**

OCBC, the Offeror and WHB jointly announce that the Offers were closed at 4:00 p.m. on Tuesday, 29 July 2014. The Offers have not been revised or extended by the Offeror.

## **RESULTS OF THE OFFERS AND SHAREHOLDING OF WHB**

Immediately prior to the commencement of the Offer Period on 16 September 2013, the Offeror and its Concert Parties did not hold, control or direct any interest in WHB Shares or any rights over WHB Shares.

As at 4:00 p.m. on Tuesday, 29 July 2014, being the latest time and date for acceptance of the Offers, the Offeror had received valid acceptances in respect of (i) 291,564,220 WHB Shares (including acceptances by the Undertaking Shareholders and Additional Undertaking Shareholders in accordance with the Irrevocable Undertakings and Additional Irrevocable Undertakings) under the Share Offer, representing approximately 94.55 per cent. of the issued share capital of WHB as at the date of this joint announcement; and (ii) 1,316,000 Awards, representing 100 per cent. of the outstanding Awards under the Option Offer. Between the Despatch Date and the Offer Closing Date (both inclusive), the Offeror also purchased 1,462,370 WHB Shares (representing approximately 0.47 per cent. of the issued share capital of WHB as at the date of this joint announcement) on the Stock Exchange.

Taking into account (i) the 7,704,500 WHB Shares acquired by the Offeror from the Selling Shareholder prior to the commencement of the Offers (representing approximately 2.50 per cent. of the issued share capital of WHB as at the date of this joint announcement), (ii) the 1,462,370 WHB Shares purchased by the Offeror during the Offer Period on the Stock Exchange from other WHB Shareholders (representing approximately 0.47 per cent. of the issued share capital of WHB as at the date of this joint announcement), and (iii) the valid acceptances of the 291,564,220 WHB Shares received under the Share Offer up to the Offer Closing Date, the Offeror and its Concert Parties are interested in an aggregate of 300,731,090 WHB Shares (representing approximately 97.52 per cent. of the issued share capital of WHB as at the date of this joint announcement) upon the close of the Offers.

Save for the above and the purchase of 2,500 WHB Shares at \$124.00 per WHB Share by J.P. Morgan made on 5 June 2014, none of the Offeror or its Concert Parties (save for those entities controlling, controlled by or under the same control as BofAML or J.P. Morgan that are exempt principal traders or exempt fund managers) had acquired or agreed to acquire any WHB Shares or any rights over WHB Shares during the Offer Period. None of the Offeror or its Concert Parties (save for those entities controlling, controlled by or under the same control as BofAML or J.P. Morgan that are exempt principal traders or exempt fund managers) has borrowed or lent

any relevant securities (as defined under Note 4 to Rule 22 of the Code) in WHB during the Offer Period, save for any borrowed WHB Shares which have been either on-lent or sold.

All the Awards, which have been tendered for acceptance under the Option Offer, will be cancelled.

### **COMPULSORY ACQUISITION AND LISTING STATUS OF WHB**

As the Offeror has acquired not less than 90 per cent. of the Disinterested WHB Shares within the Compulsory Acquisition Entitlement Period, the Offeror will exercise its right under the Companies Ordinance and pursuant to Rule 2.11 of the Code to compulsorily acquire all those WHB Shares not yet acquired by the Offeror.

On completion of the compulsory acquisition process, WHB will become a wholly owned subsidiary of OCBC and an application will be made for the withdrawal of the listing of WHB Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules and, in addition, the deposit agreement governing the WHB ADSs will be terminated pursuant to the terms thereof.

### **SUSPENSION OF TRADING OF WHB SHARES**

An application has been made by WHB to the Stock Exchange for the suspension of trading in the WHB Shares from 9:00 a.m. on Wednesday, 30 July 2014 until the withdrawal of listing of the WHB Shares.

### **SETTLEMENT OF THE OFFERS**

Settlement of the consideration under the Offers (after, if applicable, deducting the seller's ad valorem stamp duty arising therefrom and, if applicable, the fees payable to the Share Registrar in respect of lost or unavailable WHB Share certificates) has been made, or will be made as soon as possible, in any event within seven (7) business days (as defined under the Code) of the date of receipt by the Share Registrar of a complete and valid Form of Acceptance in respect of the Offers. In the case of Qualifying WHB Shareholders who accepted the Share Offer, each cheque has been or will be despatched by ordinary post to the address specified on the relevant Qualifying WHB Shareholder's WHITE Form of Acceptance at his/her own risk. In the case of WHB Optionholders who accepted the Option Offer, each cheque has either been collected by each WHB Optionholder in person at the office of WHB in Hong Kong at 161 Queen's Road Central, Hong Kong or paid into the account of the WHB Optionholder.

By order of the board of directors

**OVERSEA-CHINESE BANKING  
CORPORATION LIMITED**

Peter Yeoh  
*Company Secretary*

By order of the board of directors

**WING HANG BANK, LIMITED**

Leung Chiu Wah  
*Company Secretary*

Hong Kong, 29 July 2014

*As at the date of this announcement, the WHB Directors are Dr Fung Yuk Bun Patrick, Mr Frank John Wang, Mr Fung Yuk Sing Michael, Mr Ho Chi Wai Louis, Mr Stephen Dubois Lackey, Mr Brian Gerard Rogan, Dr Cheng Hon Kwan, Mr Lau Hon Chuen Ambrose, Mr Li Sze Kuen Billy and Mr Tse Hau Yin Aloysius. The WHB Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to OCBC, the Offeror or any of their associates or any parties acting in concert with any of them) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by OCBC, the Offeror or any of their associates or any parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the directors of OCBC are Dr Cheong Choong Kong, Mr David Philbrick Conner, Mr Lai Teck Poh, Mr Lee Seng Wee, Dr Lee Tih Shih, Dato' Ooi Sang Kuang, Mr Quah Wee Ghee, Mr Pramukti Surjaudaja, Mr Tan Ngiap Joo, Dr Teh Kok Peng, Mr Samuel N. Tsien and Mr Wee Joo Yeow. The directors of OCBC jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to WHB, the Undertaking Shareholders, the Additional Undertaking Shareholders or any of their associates or any parties acting in concert with any of them) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by WHB, the Undertaking Shareholders, the Additional Undertaking Shareholders or any of their associates or any parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the directors of the Offeror are Mr Ching Wei Hong, Mr Darren Tan Siew Peng and Mr Samuel N. Tsien. The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to OCBC, WHB, the Undertaking Shareholders, the Additional Undertaking Shareholders or any of their associates or any parties acting in concert with any of them) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by OCBC, WHB, the Undertaking Shareholders, the Additional Undertaking Shareholders or any of their associates or any parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*