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## Oversea-Chinese Banking Corporation Limited

(incorporated with limited liability in the Republic of Singapore)

(as Issuer)

CNY500,000,000 3.50 PER CENT. NOTES DUE 2020 (the “Notes”)  
under its U.S.\$10,000,000,000 GLOBAL MEDIUM TERM NOTE PROGRAM  
(Bond Stock Code: 85912)

### **Announcement**

Please refer to the attached announcement issued on the Singapore Exchange Securities Trading Limited (“SGX-ST”) on 15 July 2014.

Peter Yeoh  
Company Secretary  
Oversea-Chinese Banking Corporation Limited

Hong Kong, 15 July 2014

As at the date of this announcement, the Board of directors of Oversea-Chinese Banking Corporation Limited comprises the following directors:

Dr. Cheong Choong Kong (Chairman), Mr. David 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 Nag Tsien and Mr. Wee Joo Yeow.

## Asset Acquisitions and Disposals::Voluntary General Offer By OCBC Bank to acquire Wing Hang Bank, Limited

## Issuer &amp; Securities

<b>Issuer/ Manager</b>	OVERSEA-CHINESE BANKING CORPORATION LIMITED
<b>Securities</b>	OVERSEA-CHINESE BANKING CORP - SG1S04926220 - O39

## Announcement Details

<b>Announcement Title</b>	Asset Acquisitions and Disposals
<b>Date &amp; Time of Broadcast</b>	15-Jul-2014 18:10:32
<b>Status</b>	New
<b>Announcement Sub Title</b>	Voluntary General Offer By OCBC Bank to acquire Wing Hang Bank, Limited
<b>Announcement Reference</b>	SG140715OTHRAOWM
<b>Submitted By (Co./ Ind. Name)</b>	Peter Yeoh
<b>Designation</b>	Company Secretary
<b>Description (Please provide a detailed description of the event in the box below)</b>	Please see attached joint announcement by OCBC Bank and Wing Hang Bank, Limited, in relation to the Offer - no price increase statement.
<b>Attachments</b>	<a href="#">@Announcement - no increase statement.pdf</a> Total size =356K

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*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**

*(Incorporated in Hong Kong with limited liability)*

*(Stock Code: 302)*

## **JOINT ANNOUNCEMENT**

**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**

**(1) NO PRICE INCREASE STATEMENT**

**AND**

**(2) REMINDER OF OFFER CLOSING DATE**

### **INTRODUCTION**

Reference is made to (i) the joint 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 dated 30 June 2014 jointly issued by OCBC, the Offeror and WHB (the "Composite Document"); (iv) the joint announcement issued by OCBC, the Offeror and WHB regarding the despatch of the Composite Document dated 30 June 2014; and (v) the joint announcement issued by OCBC, the Offeror and WHB announcing that the Offers have become unconditional in all respects

dated 4 July 2014. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Composite Document.

#### **NO PRICE INCREASE STATEMENT**

BofAML and J.P. Morgan announce, for and on behalf of the Offeror, that the Offer Price will remain at HK\$125 per WHB Share and HK\$124 per each Award with an acquisition price of HK\$1.00. **The Offeror will not increase the Offer Price.**

Qualifying WHB Shareholders, WHB Optionholders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Offer Price save in wholly exceptional circumstances, as provided in Rule 18.3 of the Code.

#### **REMINDER OF THE OFFER CLOSING DATE**

OCBC, the Offeror and WHB hereby remind the Qualifying WHB Shareholders and WHB Optionholders that, as disclosed in the Composite Document, the latest time and date for acceptance of the Offers will be **4:00 p.m. on Tuesday, 29 July 2014** which will be the Offer Closing Date (see Note 1 in the section headed "Expected Timetable" below).

In order to accept the Share Offer, Qualifying WHB Shareholders are required to submit the WHITE Form of Acceptance at or before 4:00 p.m. (Hong Kong time) on Tuesday, 29 July 2014. In order to accept the Option Offer, WHB Optionholders are required to submit the PINK Form of Acceptance at or before 4:00 p.m. (Hong Kong time) on Tuesday, 29 July 2014. Acceptances of the Offers received after 4:00 p.m. (Hong Kong time) on Tuesday, 29 July 2014 will be rejected (see Note 1 in the section headed "Expected Timetable" below).

**Qualifying WHB Shareholders and WHB Optionholders are advised to read the Composite Document and the Forms of Acceptance carefully, including the advice from the Independent Board Committee and the advice of Somerley, the Independent Financial Adviser, before deciding whether or not to accept the Offers.**

Qualifying WHB Shareholders are advised to refer to the Composite Document and the WHITE Form of Acceptance for details of the acceptance procedures if they wish to accept the Share Offer. WHB Optionholders are advised to refer to the Composite Document and the PINK Form of Acceptance for details of acceptance procedures if they wish to accept the Option Offer. A further announcement on the result of the Offers on the Offer Closing Date will be made on Tuesday, 29 July 2014 in accordance with Rule 19.1 of the Code.

#### **EXPECTED TIMETABLE**

Latest time and date for acceptance of the Offers (*Note 1*) . . . . . 4:00 p.m.  
(Hong Kong time)  
on 29 July 2014

Announcement of the results of the Offers as at  
the Offer Closing Date to be posted on the website  
of the Stock Exchange (*Note 2*) . . . . . no later than 7:00 p.m.

(Hong Kong time)  
on 29 July 2014

Latest date for posting of remittances for amounts due  
under the Offers (*Note 3*) ..... 7 August 2014

*Notes:*

1. The Offers became unconditional in all respects on Friday 4 July 2014. In order to accept the Offers, Qualifying WHB Shareholders and WHB Optionholders are required to submit the duly completed Forms of Acceptance to the Share Registrar on or before 4:00 p.m. (Hong Kong time) on Tuesday 29 July 2014, being the Offer Closing Date, unless the Offeror revises or extends the Offers in accordance with the Code.

The Offeror reserves the right to extend the Offers. If the Offeror decides to extend the Offers, an announcement will be made specifying the next closing date or stating that the Offers will remain open until further notice, in which case at least 14 days' notice in writing will be given to those Qualifying WHB Shareholders and WHB Optionholders who have not yet accepted the Offers before the Offer Closing Date.

Beneficial owners of WHB Shares who hold their WHB Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I of the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

2. The announcement of the results of the Offers will be jointly issued by OCBC, the Offeror and WHB and posted on the Stock Exchange's website by 7:00 p.m. on the Offer Closing Date. Such announcement will comply with the disclosure requirements under Rule 19.1 of the Code and will include, among other things, the results of the Offers.
3. Remittances in respect of the WHB Shares and outstanding Awards tendered for acceptance and taken up by the Offeror (or, in the case of Awards, cancelled) 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) will be posted to the relevant Qualifying WHB Shareholders and WHB Optionholders by ordinary post at their own risk as soon as possible, but in any event within seven business days (as defined in the Code) following the later of (i) the Offer Unconditional Date and (ii) the date of receipt of a duly completed Form of Acceptance by the Share Registrar in respect of the Offers.

**All references to times and dates contained in this announcement are to Hong Kong times and dates.**

By order of the board of directors  
**OVERSEA-CHINESE BANKING  
CORPORATION LIMITED**  
Peter Yeoh

By order of the board of directors  
**WING HANG BANK, LIMITED**  
Leung Chiu Wah

Company Secretary

Company Secretary

Hong Kong, 15 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 or any of its 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 or any of its 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 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 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.*