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**FUBON FINANCIAL HOLDING
CO., LTD.**



**Fubon Bank
富邦銀行
FUBON BANK (HONG KONG)
LIMITED**
(Stock Code: 636)

JOINT ANNOUNCEMENT

**PROPOSAL TO PRIVATISE
THE ORDINARY SHARE CAPITAL OF
FUBON BANK (HONG KONG) LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 166 OF THE COMPANIES ORDINANCE**

**VOLUNTARY CONDITIONAL CASH OFFER BY
UBS AG, HONG KONG BRANCH
ON BEHALF OF
FUBON FINANCIAL HOLDING CO., LTD. TO ACQUIRE
ALL THE ISSUED PREFERENCE SHARES OF
FUBON BANK (HONG KONG) LIMITED
(OTHER THAN THOSE ALREADY OWNED BY
FUBON FINANCIAL HOLDING CO., LTD
OR PARTIES ACTING IN CONCERT WITH IT)**

EFFECTIVE DATE OF THE SCHEME OF ARRANGEMENT

**WITHDRAWAL OF LISTING OF
FUBON BANK (HONG KONG) LIMITED**

AND

DESPATCH OF CHEQUES FOR PAYMENT UNDER THE SCHEME PROPOSAL

Financial adviser to Fubon Financial Holding Co., Ltd.



UBS AG, Hong Kong Branch

Independent financial adviser to the independent board committee of
Fubon Bank (Hong Kong) Limited



CLSA Equity Capital Markets Limited

The Scheme of Arrangement was sanctioned without modification and the reduction of share capital of the Company involved in the Scheme of Arrangement was confirmed by the High Court on Tuesday, 7 June 2011.

A sealed copy of the order of the High Court made on Tuesday, 7 June 2011 sanctioning the Scheme of Arrangement and confirming, under Section 60 of the Companies Ordinance, the reduction of capital provided for by the Scheme of Arrangement, together with a minute approved by the High Court relating to the reduction of capital of the Company containing particulars required by Section 61 of the Companies Ordinance were delivered to the Registrar of Companies of Hong Kong for registration on Thursday, 9 June 2011. As at Monday, 13 June 2011, all of the conditions of the Scheme of Arrangement as set out in the Scheme Document were satisfied and the Scheme of Arrangement became effective on Monday, 13 June 2011.

The withdrawal of the listing of the Shares on the Hong Kong Stock Exchange became effective from 9:00 a.m. on Wednesday, 8 June 2011.

Cheques for the cash payment under the Scheme Proposal are still expected to be despatched to the Scheme Shareholders on or before Saturday, 18 June 2011, despite the fact that the Scheme of Arrangement became effective on Monday, 13 June 2011 rather than on Wednesday, 8 June 2011 as originally set out in the Scheme Document.

The Preference Share Offer is only subject to and conditional upon the Scheme of Arrangement becoming effective. Accordingly, the Preference Share Offer became unconditional on Monday, 13 June 2011 and will remain open for acceptance until 4:00 p.m. on Monday, 27 June 2011, unless the Offeror extends the Preference Share Offer in accordance with the Takeovers Code.

Preference Shareholders and potential investors are advised to exercise caution when dealing in the Preference Shares.

1. INTRODUCTION

References are made to (i) the scheme document jointly issued by Fubon Financial Holding Co., Ltd. (the "Offeror" or "Fubon Financial") and Fubon Bank (Hong Kong) Limited (the "Company") on 4 April 2011 in relation to the Scheme Proposal and the Preference Share Offer (the "Scheme Document"); and (ii) the announcements jointly issued by the Offeror and the Company dated 29 April 2011, 7 June 2011 and 9 June 2011, respectively. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Scheme Document.

2. EFFECTIVE DATE OF THE SCHEME OF ARRANGEMENT

The Scheme of Arrangement was sanctioned without modification and the reduction of share capital of the Company involved in the Scheme of Arrangement was confirmed by the High Court on Tuesday, 7 June 2011.

A sealed copy of the order of the High Court made on Tuesday, 7 June 2011 sanctioning the Scheme of Arrangement and confirming, under Section 60 of the Companies Ordinance, the reduction of capital provided for by the Scheme of Arrangement, together with a minute approved by the High Court relating to the reduction of capital of the Company containing particulars required by Section 61 of the Companies Ordinance were delivered to the Registrar of Companies of Hong Kong for registration on Thursday, 9 June 2011. As at Monday, 13 June 2011, all of the conditions of the Scheme of Arrangement as set out in the Scheme Document were satisfied and the Scheme of Arrangement became effective on Monday, 13 June 2011.

3 WITHDRAWAL OF THE LISTING OF THE SHARES

The withdrawal of the listing of the Shares on the Hong Kong Stock Exchange became effective from 9:00 a.m. on Wednesday, 8 June 2011.

4 DESPATCH OF CHEQUES FOR CASH PAYMENT UNDER THE SCHEME PROPOSAL

Cheques for the cash payment under the Scheme Proposal are still expected to be despatched to the Scheme Shareholders on or before Saturday, 18 June 2011, despite the fact that the Scheme of Arrangement became effective on Monday, 13 June 2011 rather than on Wednesday, 8 June 2011 as originally set out in the Scheme Document.

5 THE PREFERENCE SHARE OFFER BECAME UNCONDITIONAL

The Preference Share Offer is only subject to and conditional upon the Scheme of Arrangement becoming effective. Accordingly, the Preference Share Offer became unconditional on Monday, 13 June 2011 and will remain open for acceptance until 4:00 p.m. on Monday, 27 June 2011, unless the Offeror extends the Preference Share Offer in accordance with the Takeovers Code.

6 REVISED EXPECTED TIMETABLE

Since the Scheme of Arrangement became effective, and the Preference Share Offer became unconditional, on Monday, 13 June 2011 rather than on Wednesday, 8 June 2011 as originally set out in the Scheme Document, the expected timetable has been revised and is as follows:

Hong Kong time

Cheques for the cash payment under the Scheme Proposal to be despatched as soon as possible but in any event on or before.....	Saturday, 18 June 2011
Latest time and date for acceptance of the Preference Share Offer (<i>Note 1, 3</i>).....	4:00 p.m. on Monday, 27 June 2011
Closing Date of the Preference Share Offer (<i>Note 1</i>)	Monday, 27 June 2011
Announcement of the results of the Preference Share Offer, or as to whether the Preference Share Offer	

has been revised or extended, on the website of the
Hong Kong Stock Exchange by 7:00 p.m. on Monday, 27 June 2011

Latest date for posting of remittances for the amounts due
under the Preference Share Offer in respect of valid
acceptances received under the Preference Share
Offer (*Note 2*)Thursday, 7 July 2011

(1) The Preference Share Offer, which is not conditional upon any pre-determined level of acceptances received, will close on Monday, 27 June 2011 unless the Offeror revises or extends the Preference Share Offer in accordance with the Takeovers Code. The Offeror reserves the right to extend the Preference Share Offer until such date as it may determine pursuant to the Takeovers Code. An announcement will be posted on the website of the Hong Kong Stock Exchange by 7:00 p.m. on Monday, 27 June 2011 stating whether the Preference Share Offer has been revised or extended or has expired. In the event that the Offeror decides to extend the Preference Share Offer, notice in writing of at least 14 days will be given, before the Preference Share Offer is closed, to those Preference Shareholders who have not accepted the Preference Share Offer. If in the course of the Preference Share Offer, the Offeror revises its terms, all the Preference Shareholders, whether or not they have already accepted the Preference Share Offer, will be entitled to the revised terms. A revised Preference Share Offer must be kept open for at least 14 days following the date on which the revised Preference Share Offer document is posted and shall not be closed earlier than 27 June 2011.

(2) Pursuant to the Takeovers Code, remittances in respect of the consideration payable for the Preference Shares tendered under the Preference Share Offer will be paid by ordinary post to the Preference Shareholders accepting the Preference Share Offer at their respective addresses as they appear on the register of members of the Company or, in the case of joint Preference Shareholders, to the Preference Shareholder whose name stands first in the register of members of the Company at his/her/its own risks as soon as possible, but in any event within 10 days from the date of the receipt by Computershare Hong Kong Investor Services Limited of the duly completed form of acceptance and transfer of the Preference Shares and all valid requisite documents from the Preference Shareholders accepting the Preference Share Offer. Please refer to the paragraph headed "Acceptance and Settlement - Settlement of the Preference Share Offer" in the "Letter from UBS" of the Scheme Document for further information in relation to the settlement of the Preference Share Offer.

In respect of the valid acceptances of the Preference Share Offer received as at 8 June 2011, remittances in respect of the consideration payable for the Preference Shares tendered under the Preference Share Offer are still expected to be posted to the relevant Preference Shareholders on or before Saturday, 18 June 2011, being within 10 days from 8 June 2011, despite the fact that the Preference Share Offer became unconditional on Monday, 13 June 2011 rather than on Wednesday, 8 June 2011 as originally set out in the Scheme Document.

(3) Acceptance of the Preference Share Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to sub-paragraph (B) under the paragraph headed "General" in the "Letter from UBS" of the Scheme Document for further information on the circumstances when acceptances may be withdrawn.

7 STATUS OF ACCEPTANCE OF THE PREFERENCE SHARE OFFER

- (i) As at 4:00 p.m. on Wednesday, 8 June 2011, the Offeror received valid acceptances in respect of 6,991,335 Preference Shares under the Preference Share Offer, representing approximately 0.60% of the total number of Preference Shares in issue as at Wednesday, 8 June 2011.
- (ii) As at 4:00 p.m. on the date of this announcement, the Offeror received valid acceptances in respect of 8,471,526 Preference Shares under the Preference Share Offer, representing approximately 0.72% of the total number of Preference Shares in issue as at the date of this announcement.

8 GENERAL

- (i) Immediately before 10 January 2011 (on which date the Offeror made an announcement in relation to the Scheme Proposal and the Preference Share Offer) and as at the date of this announcement, the total number of Preference Shares held, controlled or directed by the Offeror and parties acting in concert with it was 1,133,662,994 Preference Shares, representing approximately 96.72% of the total number of Preference Shares in issue. None of the Offeror or parties acting in concert with it had acquired or agreed to acquire any Preference Shares or any convertible securities, warrants, options or derivatives in respect of the Preference Shares since 10 January 2011 up to the date of this announcement. As at the date of this announcement, none of the Offeror or parties acting in concert with it had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.
- (ii) Fubon Financial will publish an announcement in Taiwan as soon as practicable after the date of this announcement in relation to the subject matter of this announcement. Such announcement can be viewed at the website of Fubon Financial www.fubon.com/eng/index_IR.htm and by selecting "Event and News", "IR Calendar" and "2011".

WARNING

Preference Shareholders and potential investors are advised to exercise caution when dealing in the Preference Shares.

By Order of the Board
FUBON FINANCIAL HOLDING CO., LTD.
Victor Kung
President

By Order of the Board
FUBON BANK (HONG KONG) LIMITED
Pei-Hwa Thomas Liang
Managing Director

Hong Kong, 13 June 2011

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 the Company, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Company) have been arrived at after due and careful consideration and there are no facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the Company, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Offeror), have been arrived at after due and careful consideration and there are no 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 board of directors of the Offeror comprises Mr. Ming-Chung (Daniel) Tsai (Chairman), Mr. Ming-Hsing (Richard) Tsai (Vice Chairman), Mr. Dah-Jan Chiou, Mr. Yeh-Shin Chen, Mr. Tsan-Ming Shih, Mr. Victor Kung, Mr. Peng-Yuan Cheng and Mr. Jerry Harn as executive directors and Mr. Hong-Chang Chang, Mr. Nelson Chang, Mr. Timothy Ting-yu Ting and Mr. Kok-Choo Chen as independent directors.

As at the date of this announcement, the Board of Directors of the Company comprises of Pei-Hwa Thomas LIANG (Managing Director), James YIP, Dennis CHAN Wen Yueh as Executive Directors; Ming-Hsing (Richard) TSAI (Chairman), Ming-Chung (Daniel) TSAI (Vice Chairman), Victor KUNG, Michael CHANG Ming-Yuen as Non-Executive Directors; and Robert James KENRICK, Moses TSANG, Hung SHIH as Independent Non-Executive Directors.