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



**FUBON BANK (HONG KONG)  
LIMITED**  
(Stock Code: 636)

**JOINT ANNOUNCEMENT**

**CLOSING OF 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)**

**AND**

**RESULTS OF THE OFFER**

**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 Offeror and the Company jointly announce that the Preference Share Offer closed at 4:00 p.m. on Monday, 27 June 2011.

As at 4:00 p.m. on Monday, 27 June 2011, being latest time and date for acceptance of the Preference Share Offer as set out in the Unconditional Announcement, the Offeror received valid acceptances in respect of 22,923,523 Preference Shares under the Preference Share Offer, representing approximately 1.96% of the total number of Preference Shares in issue as at Monday, 27 June 2011. The Preference Share Offer has not been revised or extended.

Immediately before 10 January 2011 (on which date the Offeror made an announcement in relation to, amongst other things, the Preference Share Offer), 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 then in issue. Taking into account the valid acceptances in respect of 22,923,523 Preference Shares under the Preference Share Offer (and subject to completion of the transfer of those Preference Shares to the Offeror), the Offeror and parties acting in concert with it hold, control or direct an aggregate of 1,156,586,517 Preference Shares immediately after the closing of the Preference Share Offer, representing approximately 98.67% of the total number of Preference Shares in issue as at 4:00 p.m. on Monday, 27 June 2011.

In respect of the valid acceptances of the Preference Share Offer, remittances in respect of the consideration payable for the Preference Shares tendered under the Preference Share Offer have been or will be posted to the relevant Preference Shareholders 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.

As stated in the Unconditional Announcement, the listing of the Shares was withdrawn from the Hong Kong Stock Exchange at 9:00 a.m. on Wednesday, 8 June 2011. As at the date of this announcement, the Offeror owned 1,172,160,000 Shares, representing 100% of the total number of Shares in issue. The Preference Shares are not listed on any stock exchange.

## 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, amongst other things, the Preference Share Offer (the “**Scheme Document**”); and (ii) the announcement jointly issued by the Offeror and the Company dated 13 June 2011 (the “**Unconditional Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Scheme Document.

## 2. CLOSING OF THE PREFERENCE SHARE OFFER AND LEVEL OF ACCEPTANCE

The Offeror and the Company jointly announce that the Preference Share Offer closed at 4:00 p.m. on Monday, 27 June 2011.

As at 4:00 p.m. on Monday, 27 June 2011, being latest time and date for acceptance of the Preference Share Offer as set out in the Unconditional Announcement, the Offeror received valid acceptances in respect of 22,923,523 Preference Shares under the Preference Share Offer,

representing approximately 1.96% of the total number of Preference Shares in issue as at Monday, 27 June 2011. The Preference Share Offer has not been revised or extended.

Immediately before 10 January 2011 (on which date the Offeror made an announcement in relation to, amongst other things, the Preference Share Offer), 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 then in issue. Taking into account the valid acceptances in respect of 22,923,523 Preference Shares under the Preference Share Offer (and subject to completion of the transfer of those Preference Shares to the Offeror), the Offeror and parties acting in concert with it hold, control or direct an aggregate of 1,156,586,517 Preference Shares immediately after the closing of the Preference Share Offer, representing approximately 98.67% of the total number of Preference Shares in issue as at 4:00 p.m. on Monday, 27 June 2011.

Other than pursuant to the Preference Share Offer, 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.

### **3 SETTLEMENT**

In respect of the valid acceptances of the Preference Share Offer, remittances in respect of the consideration payable for the Preference Shares tendered under the Preference Share Offer have been or will be posted to the relevant Preference Shareholders 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.

### **4 GENERAL**

- (i) As stated in the Unconditional Announcement, the listing of the Shares was withdrawn from the Hong Kong Stock Exchange at 9:00 a.m. on Wednesday, 8 June 2011. As at the date of this announcement, the Offeror owned 1,172,160,000 Shares, representing 100% of the total number of Shares in issue. The Preference Shares are not listed on any stock exchange.
- (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](http://www.fubon.com/eng/index_IR.htm) and by selecting "Event and News", "IR Calendar" and "2011".

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, 27 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.*