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**越秀企業(集團)有限公司**  
YUE XIU ENTERPRISES (HOLDINGS) LIMITED

*(a limited company incorporated in Hong Kong)*



**創興銀行有限公司**  
Chong Hing Bank Limited

*(a Hong Kong-incorporated limited liability company)*

**(Stock Code: 1111)**



**越秀金融控股有限公司**  
YUE XIU FINANCIAL HOLDINGS LIMITED

*(a limited company incorporated in Hong Kong)*

## **JOINT ANNOUNCEMENT**

**THE VOLUNTARY CASH PARTIAL OFFER BY NOMURA ON  
BEHALF OF YUE XIU FINANCIAL HOLDINGS LIMITED TO  
ACQUIRE A MAXIMUM OF 326,250,000 CHB SHARES IN THE  
CAPITAL OF CHONG HING BANK LIMITED (REPRESENTING  
75% OF ITS ISSUED SHARE CAPITAL)  
FROM QUALIFYING CHB SHAREHOLDERS HAS BECOME  
UNCONDITIONAL IN ALL RESPECTS**

### **INTRODUCTION**

Reference is made to (i) the joint announcement issued by Yue Xiu Enterprises (Holdings) Limited (“**Yuexiu**”), Yuexiu Financial Holdings Limited (the “**Offeror**”), Liu Chong Hing Investment Limited and Chong Hing Bank Limited (“**CHB**”) regarding the Partial Offer dated 25 October 2013; (ii) the joint announcement issued by Yuexiu, the Offeror and CHB on 9 January 2014 announcing the satisfaction of the Pre-Condition; (iii) the composite offer and response document dated 15 January 2014 jointly issued by Yuexiu, the Offeror and CHB (the “**Composite Document**”) and (iv) the joint announcement issued by Yuexiu, the Offeror and CHB regarding the despatch of the Composite Document dated 15 January 2014. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Composite Document.

## **LEVEL OF ACCEPTANCES**

Pursuant to the LCHI Irrevocable Undertaking, acceptances were received from LCH Estate and its nominees in respect of 218,359,628 CHB Shares (representing approximately 50.20% of the issued share capital of CHB as at the date of this announcement) and from Alba and its nominees in respect of 2,263,211 CHB Shares (representing approximately 0.52% of the issued share capital of CHB as at the date of this announcement) on 17 January 2014. As at 4:00 p.m. on the date of this announcement, taking into account the acceptances under the LCHI Irrevocable Undertaking, the Offeror has received valid acceptances from CHB Shareholders in respect of 308,016,087 CHB Shares, representing approximately 70.81% of the issued share capital of CHB.

## **THE PARTIAL OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS**

The Offeror hereby announces that the acceptance condition set out in paragraph 1(a) of the Letter from Nomura contained in the Composite Document has now been satisfied. As disclosed in the Composite Document, all of the other Conditions have also been satisfied. Accordingly, the Partial Offer has become and is hereby declared unconditional in all respects.

## **FINAL CLOSING DATE**

Pursuant to Rule 15.1 and Rule 15.3 of the Code, the Partial Offer will remain open for acceptance for not less than 14 days after the Partial Offer becomes unconditional in all respects, provided that such date is no earlier than 21 days after the date of posting of the Composite Document. Accordingly, the latest time and date for acceptance of the Partial Offer will be 4:00 p.m. on Wednesday, 5 February 2014 which will be the Final Closing Date of the Partial Offer. Acceptances of the Partial Offer received after 4:00 p.m. on the Final Closing Date will be rejected.

## **ACCEPTANCES**

**Qualifying CHB Shareholders are advised to read the Composite Document and the Form of Acceptance carefully, including the advice from the CHB Code Independent Board Committee and the advice of Somerley, the CHB Independent Financial Adviser, before deciding whether or not to accept the Partial Offer.**

Qualifying CHB Shareholders are advised to refer to the Composite Document and the Form of Acceptance for a description of the acceptance procedures if they wish to accept the Partial Offer. A further announcement on the result of the Partial Offer will be made on Wednesday, 5 February 2014 in accordance with Rule 19.1 of the Code.

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

By order of the  
board of directors  
**YUE XIU ENTERPRISES  
(HOLDINGS) LIMITED**

**Yu Tat Fung**  
Company Secretary

By order of the  
board of directors  
**YUEXIU FINANCIAL  
HOLDINGS LIMITED**

**Yu Tat Fung**  
Company Secretary

By order of the  
board of directors  
**CHONG HING  
BANK LIMITED**

**Michael K W Yeung**  
Company Secretary

Hong Kong, 17 January 2014

*As at the date of this announcement, the board of directors of the Offeror comprises Mr. Zhang Zhaoxing, Mr. Zhu Chunxiu, Mr. Wang Shuhui, Mr. Ou Junming and Mr. Lee Ka Lun.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than those relating to Yuexiu, CHB or any of their associates and any parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by Yuexiu, CHB or any of their associates and 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 Yuexiu are Mr. Zhang Zhaoxing, Mr. Zhu Chunxiu, Mr. Liang Ningguang, Mr. Wu Shanghui, Mr. Zhou Qianding, Mr. Li Xinchun and Mr. He Zhifeng.*

*The directors of Yuexiu jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Offeror, CHB 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 the Offeror, CHB or any of their associates or 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 board of directors of CHB comprises Dr. Liu Lit Mo, Mr. Liu Lit Chi, Mr. Lau Wai Man, Mr. Don Tit Shing Liu, Mr. Wilfred Chun Ning Liu, Mr. He Jiale, Mr. Hidekazu Horikoshi, Mr. Christopher Kwun Shing Liu, Mr. Alfred Cheuk Yu Chow, Mr. Meng Qinghui, Dr. Robin Yau Hing Chan, Mr. Timothy George Freshwater, Mr. Wanchai Chiranakhorn, Mr. Cheng Yuk Wo and Mr. Andrew Chiu Cheung Ma.*

*The directors of CHB jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than those relating to Yuexiu, the Offeror, any of their respective associates and any parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by Yuexiu, the Offeror, any of their respective associates and 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.*