

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.



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 27 June 2014.

Peter Yeoh
Company Secretary
Oversea-Chinese Banking Corporation Limited

Hong Kong, 27 June 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::CONDITIONAL VOLUNTARY GENERAL OFFER BY OCBC BANK TO ACQUIRE WING HANG BANK, LIMITED

Issuer & Securities

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

Announcement Details

Announcement Title	Asset Acquisitions and Disposals
Date & Time of Broadcast	27-Jun-2014 19:00:12
Status	New
Announcement Sub Title	CONDITIONAL VOLUNTARY GENERAL OFFER BY OCBC BANK TO ACQUIRE WING HANG BANK, LIMITED
Announcement Reference	SG140627OTHRYK8Q
Submitted By (Co./ Ind. Name)	Peter Yeoh
Designation	Company Secretary
Description (Please provide a detailed description of the event in the box below)	Please see attached joint announcement by OCBC Bank and Wing Hang Bank, Limited in relation to the satisfaction of the pre-conditions to the Offer.
Attachments	<p>@Preconditions_announcement.pdf</p> <p>Total size =346K</p>

Tweet { 0 }

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

**THE CONDITIONAL 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**

SATISFACTION OF PRE-CONDITIONS

SATISFACTION OF PRE-CONDITIONS

Reference is made to 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**”). Unless otherwise stated, capitalised terms used in this joint announcement have the same meanings as defined in the Offer Announcement.

WHB, the Offeror and OCBC are pleased to announce that,

- (a) the HKMA has granted the approval for each of the Offeror and OCBC to become a majority shareholder controller (as such term is defined in the Banking Ordinance) of WHB, Wing Hang Finance Company Limited and Inchroy Credit Corporation Limited under section 70 of the Banking Ordinance;
- (b) the MAS has granted the approval for each of the Offeror and OCBC to acquire a major stake (as such term is defined in the Banking Act of Singapore) in WHB as required under section 32(1) of the Banking Act of Singapore;

- (c) the SFC has granted the approval for each of the Offeror and OCBC to become a substantial shareholder (as such term is defined in the SFO) of each of Wing Hang Shares Brokerage Co. Limited, Honfirst Investment Limited and Chekiang First Securities Co. Limited under section 132 of the SFO. As WHB is a registered institution under the SFO, approval from the SFC for the Offeror and OCBC to become a substantial shareholder of WHB is not required;
- (d) the Insurance Authority of Hong Kong has confirmed that its approval is not required for each of the Offeror and OCBC to become a controller (as such expression is defined under the Insurance Companies Ordinance (Chapter 41 of the Laws of Hong Kong)) of Hong Kong Life Insurance Limited;
- (e) the Mandatory Provident Fund Schemes Authority has granted the approval for each of the Offeror and OCBC to become a controller (as such expression is defined under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong)) of Bank Consortium Trust Company Limited; and
- (f) the AMCM has granted the approval to the Offeror and OCBC to acquire a qualifying holding (as such expression is defined under the Macau Financial System Act) of Banco Weng Hang, S.A..

Accordingly, as at the date of this announcement, all the Pre-Conditions have been fulfilled.

DESPATCH OF THE COMPOSITE DOCUMENT

It is expected that the Composite Document will be despatched to the Qualifying WHB Shareholders and WHB Optionholders on or before the seventh day after 27 June 2014 (being the date of the satisfaction of the Pre-Conditions) in accordance with the Code. A further announcement will be made on the date of despatch of the Composite Document.

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, 27 June 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 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.