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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 4 July 2014.

Peter Yeoh
Company Secretary
Oversea-Chinese Banking Corporation Limited

Hong Kong, 4 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 Surjandaja, 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	04-Jul-2014 19:27:46
Status	New
Announcement Sub Title	CONDITIONAL VOLUNTARY GENERAL OFFER BY OCBC BANK TO ACQUIRE WING HANG BANK, LIMITED
Announcement Reference	SG140704OTHRH6G2
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 H Bank, Limited in relation to the Offer becoming unconditional in all respects.
Attachments	<p> Announcement offer becoming unconditional.pdf</p> <p>Total size =139K</p>

Tweet

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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 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 HAVE BECOME
UNCONDITIONAL IN ALL RESPECTS**

INTRODUCTION

Reference is made to (i) the joint announcement issued by Oversea-Chinese Banking Corporation ("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"), and (iv) the joint announcement issued by OCBC, the Offeror and WHB regarding the despatch of the Composite Document dated 30 June 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

Immediately prior to the commencement of the Offer Period on 16 September 2013, the Offeror and its Concert Parties did not hold, control or direct any interest in WHB Shares.

Pursuant to the Irrevocable Undertakings, the Undertaking Shareholders have agreed to accept, or procure the acceptance of, the Share Offer in respect of 138,113,036 WHB Shares (representing approximately 44.79% of the issued share capital of WHB as at the date of this announcement).

Pursuant to the Additional Irrevocable Undertakings, the Additional Undertaking Shareholders have agreed to accept, or procure the acceptance of, the Share Offer in respect of 10,609,907 WHB Shares (representing approximately 3.44% of the issued share capital of WHB as at the date of this announcement).

As at 4:30 p.m. on 4 July 2014, valid acceptances of the Share Offer have been received in respect of 147,732,988 WHB Shares (representing approximately 47.91% of the issued share capital of WHB as at the date of this announcement).

Taking into account the 7,704,500 WHB Shares (representing approximately 2.50% of the issued share capital of WHB as at the date of this announcement) acquired by the Offeror from the Selling Shareholder on 2 April 2014, the Offeror and its Concert Parties are interested in an aggregate of 155,437,488 WHB Shares (representing approximately 50.40% of the issued share capital of WHB) as at the date of this announcement.

As such, the Offeror announces that Condition (a) as set out at paragraph 4(a) of the Letter from BofAML and J.P. Morgan contained in the Composite Document has been satisfied.

Save for the above, none of the Offeror or its Concert Parties owned or controlled any WHB Shares or any rights over WHB Shares during the Offer Period and up to the date of this announcement. None of the Offeror or its Concert Parties has borrowed or lent any relevant securities (as defined under Note 4 to Rule 22 of the Code) in WHB during the Offer Period and up to the date of this announcement, save for any borrowed shares which have been either on-lent or sold.

As at 4:30 p.m. on 4 July 2014, valid acceptances of the Option Offer have been received in respect of 1,316,000 Awards (representing 100% of the outstanding Awards). As set out in the Composite Document, the Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects.

OTHER CONDITIONS

Conditions (b) to (e) as set out at paragraphs 4(b) to 4(e) of the Letter from BofAML and J.P. Morgan, the text of which is set out in the Composite Document, have also been satisfied.

SHARE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

As all the Conditions set out in the Composite Document have now been satisfied, the Offeror announces that the Share Offer has become unconditional in all respects on 4 July 2014.

OPTION OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

As the Share Offer has become unconditional in all respects, the Offeror also announces that the Option Offer has become unconditional in all respects on 4 July 2014.

OFFER CLOSING DATE

The Offers were made on 30 June 2014, being the Despatch Date, and are capable of acceptance on and from that date and will remain open for acceptance until 4:00 p.m. on Tuesday, 29 July 2014, unless extended or revised in accordance with the Code.

ACCEPTANCES

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.

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

Company Secretary

By order of the board of directors

WING HANG BANK, LIMITED

Leung Chiu Wah

Company Secretary

Hong Kong, 4 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 Surjandaja, 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, the Undertaking Shareholders, the Additional Undertaking Shareholders 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 WHB, the Undertaking Shareholders, the Additional Undertaking Shareholders 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 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, the Undertaking Shareholders, the Additional Undertaking Shareholders 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, the Undertaking Shareholders, the Additional Undertaking Shareholders 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.