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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)**

**RESULTS OF THE COURT MEETING AND
THE EXTRAORDINARY GENERAL MEETING**

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

**CLOSURE OF REGISTER OF MEMBERS OF
FUBON BANK (HONG KONG) LIMITED**

AND

**RESUMPTION OF TRADING IN SHARES OF
FUBON BANK (HONG KONG) LIMITED**

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

RESULTS OF THE COURT MEETING AND THE EXTRAORDINARY GENERAL MEETING

The Scheme of Arrangement was approved by the Minority Shareholders at the Court Meeting and the special resolution proposed at the Extraordinary General Meeting was also duly passed by the Shareholders.

CURRENT STATUS OF THE CONDITIONS OF THE SCHEME PROPOSAL

As at the date of this announcement, the Scheme of Arrangement remains conditional upon the fulfilment or waiver, as applicable, of conditions (c) to (j) (save for the approval from the Investment Commission of the Ministry of Economic Affairs of Taiwan in respect of condition (e) which has been obtained) as set out in the section headed "Conditions of the Scheme Proposal and the Preference Share Offer" in the explanatory statement on pages 70 to 72 of the Scheme Document. Assuming that all of these conditions are fulfilled or waived, as applicable, it is expected that the Scheme of Arrangement will become effective on Wednesday, 8 June 2011.

WITHDRAWAL OF THE LISTING OF THE SHARES

Subject to the Scheme of Arrangement becoming effective, the listing of the Shares on the Hong Kong Stock Exchange is expected to be withdrawn on or before 9:00 a.m. on Wednesday, 8 June 2011. The Company will apply to the Hong Kong Stock Exchange for the withdrawal of the listing of the Shares from the Hong Kong Stock Exchange in accordance with Rule 6.15 of the Hong Kong Listing Rules, subject to the Scheme of Arrangement being duly approved by the High Court and all other conditions having been fulfilled or waived, as applicable.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlements of the Scheme Shareholders who are qualified for entitlements under the Scheme of Arrangement, the register of members of the Company will be closed from Thursday, 2 June 2011 to Tuesday, 7 June 2011 (both days inclusive). During such period, no transfers of the Shares will be effected. In order to qualify for entitlements under the Scheme of Arrangement, the relevant share certificates and transfer documentation must be lodged with the share registrar of the Company for registration before 4:30 p.m. on Wednesday, 1 June 2011. The share registrar of the Company is Computershare Hong Kong Investor Services Limited which is located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road

East, Wanchai, Hong Kong.

RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Hong Kong Stock Exchange was suspended from 9:00 a.m. on Friday, 29 April 2011 pending the release of this announcement. Application has been made to the Hong Kong Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on Tuesday, 3 May 2011.

Shareholders, Preference Shareholders and potential investors should be aware that the implementation of the Scheme Proposal and the Preference Share Offer continues to be subject to the conditions set out in the Scheme Document being fulfilled or waived, as applicable, and thus the Scheme Proposal may or may not become effective and the Preference Share Offer may or may not proceed. Accordingly, they are advised to exercise caution when dealing in the Shares and the Preference Shares.

1. INTRODUCTION

Reference is made to the scheme document jointly issued by the Offeror and the Company on 4 April 2011 in relation to the Scheme Proposal and the Preference Share Offer (the “**Scheme Document**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Scheme Document.

2. RESULTS OF THE COURT MEETING AND THE EXTRAORDINARY GENERAL MEETING

The Court Meeting and the Extraordinary General Meeting were held on Friday, 29 April 2011 at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong.

(i) Results of the Court Meeting

The results of the Court Meeting which was held at 10:00 a.m. on Friday, 29 April 2011 are as follows:

| | Votes cast by the Minority Shareholders either in person or by proxy | Votes cast by the Minority Shareholders either in person or by proxy in favour of the Scheme of Arrangement | Votes cast by the Minority Shareholders either in person or by proxy against the Scheme of Arrangement |
|-------------------------------------|--|---|--|
| Number of Scheme Shares represented | 153,195,559 | 148,359,417 (Note 2) | 4,836,142 (Note 3) |
| Number of Minority Shareholders | 32 (Note 1) | 29 | 4 |

Notes:

1. HKSCC Nominees, being the nominee for and on behalf of different ultimate beneficial Minority Shareholders, has voted both in favour of and against the Scheme of Arrangement at the Court Meeting. Therefore, the aggregate number of Minority Shareholders voting in favour of and against the Scheme of Arrangement is one more than the number of Minority Shareholders present and voting either in person or by proxy at the Court Meeting.
2. Such number represents approximately 96.843158% of the number of Scheme Shares held by the Minority Shareholders for which votes were cast by the Minority Shareholders present and voting either in person or by proxy at the Court Meeting.

3. Such number represents (i) approximately 3.156842% of the number of Scheme Shares held by the Minority Shareholders for which votes were cast by the Minority Shareholders present and voting either in person or by proxy at the Court Meeting, and (ii) approximately 1.65% of the number of Scheme Shares held by all the Minority Shareholders (whether or not present and voting either in person or by proxy at the Court Meeting).

As at the date of the Court Meeting, (1) the total number of Shares in issue was 1,172,160,000 Shares, (2) the total number of Shares entitled to be voted at the Court Meeting in respect of the Scheme of Arrangement was 293,040,000 Shares, representing 25% of the total number of Shares in issue, and (3) the total number of Scheme Shares was 293,040,000 Shares, representing 25% of the total number of Shares in issue.

The Scheme of Arrangement was approved (by way of poll) in compliance with Section 166 of the Companies Ordinance by a majority in number of the Scheme Shareholders, representing not less than three-fourths in nominal value of the Scheme Shares, present and voting either in person or by proxy at the Court Meeting. Further, the Scheme of Arrangement was approved (by way of poll) in compliance with Rule 2.10 of the Takeovers Code by at least 75% of the votes attaching to the Scheme Shares held by the Minority Shareholders that were cast either in person or by proxy at the Court Meeting; and the number of votes cast (by way of poll) against the resolution to approve the Scheme of Arrangement at the Court Meeting was not more than 10% of the votes attaching to all the Scheme Shares held by the Minority Shareholders. Accordingly, the resolution proposed at the Court Meeting to approve the Scheme of Arrangement was duly passed by the Minority Shareholders.

It is stated in the Scheme Document that the Shares held by the Offeror and parties acting in concert with the Offeror (an aggregate of 879,120,000 Shares, representing 75% of the total number of Shares in issue) will not be voted at the Court Meeting. None of such Shares were voted at the Court Meeting. Save as aforesaid, no party stated any intention in the Scheme Document to vote against or to abstain from voting at the Court Meeting.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, was appointed to act as the scrutineer for the purpose of the vote-taking procedures at the Court Meeting.

(ii) Results of the Extraordinary General Meeting

The results of the Extraordinary General Meeting which was held immediately after conclusion of the Court Meeting are as follows:

| | Votes cast by the Shareholders either in person or by proxy | Votes cast by the Shareholders either in person or by proxy for the special resolution | Votes cast by the Shareholders either in person or by proxy against the special resolution |
|------------------------------|--|---|---|
| Number of Shares represented | 981,979,664 | 975,099,522 <i>(Note 1)</i> | 6,880,142 <i>(Note 2)</i> |

Notes:

1. Such number represents approximately 99.29936% of the number of Shares for which votes were cast by the Shareholders present and voting either in person or by proxy at the Extraordinary General Meeting.
2. Such number represents approximately 0.70064% of the number of Shares for which votes were cast by the Shareholders present and voting either in person or by proxy at the Extraordinary General Meeting.

The special resolution to approve and give effect to the Scheme of Arrangement (including the approval of the reduction of the issued share capital of the Company by cancelling and

extinguishing the Scheme Shares and of the issue to the Offeror of such number of New Shares as is equal to the number of the Scheme Shares cancelled) was duly passed (by way of poll) by a majority of not less than three-fourths of votes cast by the Shareholders present and voting, in person or by proxy at the Extraordinary General Meeting.

At the date of the Extraordinary General Meeting, the total number of Shares in issue was 1,172,160,000 and all Shareholders were entitled to vote at the Extraordinary General Meeting.

No party stated any intention in the Scheme Document to vote against or to abstain from voting on the special resolution at the Extraordinary General Meeting.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, was appointed to act as the scrutineer for the purpose of the vote-taking procedures at the Extraordinary General Meeting.

3. CURRENT STATUS OF THE CONDITIONS OF THE SCHEME PROPOSAL

As at the date of this announcement, the Scheme of Arrangement remains conditional upon the fulfilment or waiver, as applicable, of conditions (c) to (j) (save for the approval from the Investment Commission of the Ministry of Economic Affairs of Taiwan in respect of condition (e) which has been obtained) as set out in the section headed "Conditions of the Scheme Proposal and the Preference Share Offer" in the explanatory statement on pages 70 to 72 of the Scheme Document. All of the conditions will have to be fulfilled or waived, as applicable, on or before 30 September 2011 (or such later date as the Offeror and the Company may agree or (to the extent applicable) as the High Court may direct and as may be permitted under the Takeovers Code), otherwise the Scheme of Arrangement will lapse. Assuming that all of these conditions are fulfilled or waived, as applicable, it is expected that the Scheme of Arrangement will become effective on Wednesday, 8 June 2011.

4 WITHDRAWAL OF THE LISTING OF THE SHARES

Subject to the Scheme of Arrangement becoming effective, the listing of the Shares on the Hong Kong Stock Exchange is expected to be withdrawn on or before 9:00 a.m. on Wednesday, 8 June 2011. The Company will apply to the Hong Kong Stock Exchange for the withdrawal of the listing of the Shares from the Hong Kong Stock Exchange in accordance with Rule 6.15 of the Hong Kong Listing Rules, subject to the Scheme of Arrangement being duly approved by the High Court and all other conditions having been fulfilled or waived, as applicable.

5 CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlements of the Scheme Shareholders who are qualified for entitlements under the Scheme of Arrangement, the register of members of the Company will be closed from Thursday, 2 June 2011 to Tuesday, 7 June 2011 (both days inclusive). During such period, no transfers of the Shares will be effected. In order to qualify for entitlements under the Scheme of Arrangement, the relevant share certificates and transfer documentation must be lodged with the share registrar of the Company for registration before 4:30 p.m. on Wednesday, 1 June 2011. The share registrar of the Company is Computershare Hong Kong Investor Services Limited which is located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

6 CONDITION OF THE PREFERENCE SHARE OFFER

The Preference Share Offer is only subject to and conditional upon the Scheme of Arrangement becoming effective. The Preference Share Offer is not conditional upon Fubon Financial having received any pre-determined level of acceptances in respect of the Preference Share Offer.

7 EXPECTED TIMETABLE

Hong Kong time

| | |
|--|---|
| Expected latest time for trading of Shares on the Hong Kong Stock Exchange | 4:00 p.m. on Friday, 27 May 2011 |
| Suspension of trading of the Shares pending withdrawal of listing | 9:00 a.m. on Monday, 30 May 2011 |
| Latest time for lodging transfers of the Shares in order to qualify for entitlements under the Scheme of Arrangement | 4:30 p.m. on Wednesday, 1 June 2011 |
| Register of members of the Company closed for determining entitlements to qualify under the Scheme of Arrangement (<i>Note 1</i>) | Thursday, 2 June 2011 to Tuesday, 7 June 2011 (both days inclusive) |
| High Court hearing of the petition for the sanction of the Scheme of Arrangement (<i>Note 2</i>) | Tuesday, 7 June 2011 |
| Record Time | 4:00 p.m. on Tuesday, 7 June 2011 |
| Announcement of the result of the High Court hearing, the expected Effective Date and the expected date of withdrawal of the listing of the Shares on the Hong Kong Stock Exchange posted on the website of the Hong Kong Stock Exchange | by 7:00 p.m. on Tuesday, 7 June 2011 |
| Effective Date (<i>Note 2</i>) | Wednesday, 8 June 2011 |
| Withdrawal of the listing of the Shares on the Hong Kong Stock Exchange becomes effective | 9:00 a.m. on Wednesday, 8 June 2011 |
| Announcement of, among other things, the Effective Date and the withdrawal of the listing of the Shares on the Hong Kong Stock Exchange posted on the website of the Hong Kong Stock Exchange | Wednesday, 8 June 2011 |
| 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 3, 5</i>) | 4:00 p.m. on Wednesday, 22 June 2011 |
| Closing Date of the Preference Share Offer (<i>Note 3</i>) | Wednesday, 22 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 Wednesday, 22 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 4*) Saturday, 2 July 2011

It should be noted that the expected timetable is subject to change. Further announcements will be made in the event that there is any change to the expected timetable.

Notes:

- (1) The register of members of the Company will be closed during such period for the purpose of determining the identities of Scheme Shareholders who are qualified for entitlements under the Scheme of Arrangement.
- (2) The Scheme of Arrangement shall become effective when it is sanctioned (with or without modification) by the High Court and an office copy of the order of the High Court, together with the minute containing the particulars required by Section 61 of the Companies Ordinance, are delivered to and registered by the Registrar of Companies.
- (3) The Preference Share Offer, which is not conditional upon any pre-determined level of acceptances received, will close on Wednesday, 22 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 Wednesday, 22 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 22 June 2011.
- (4) 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.
- (5) 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.

8 RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Hong Kong Stock Exchange was suspended from 9:00 a.m. on Friday, 29 April 2011 pending the release of this announcement. Application has been made to the Hong Kong Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on Tuesday, 3 May 2011.

9 GENERAL

- (i) As at 10 January 2011 (on which 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 Shares held, controlled or directed by the Offeror and parties acting in concert with it was 879,120,000 Shares, representing 75% of the total number of Shares in issue. None of the Offeror or parties acting in concert with it had acquired or agreed to acquire any Shares or any convertible securities, warrants, options or derivatives in respect of the 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 joint announcement in relation to the subject matter of this joint 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

Shareholders, Preference Shareholders and potential investors should be aware that the implementation of the Scheme Proposal and the Preference Share Offer continues to be subject to the conditions set out in the Scheme Document being fulfilled or waived, as applicable, and thus the Scheme Proposal may or may not become effective and the Preference Share Offer may or may not proceed. Accordingly, they are advised to exercise caution when dealing in the Shares and 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, 29 April 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.