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中國工商銀行股份有限公司

**INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED**

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1398)

## **Possible Voluntary Tender Offer for all shares of ACL BANK Public Company Limited**

The Board announces that, subject to the satisfaction of certain conditions, the Bank intends to make the Voluntary Tender Offer.

The Board also announces that on 29 September 2009, the Bank entered into the Sale and Purchase Agreement with BBL, pursuant to which the Bank agreed to, subject to the satisfaction of certain conditions, purchase from BBL 306,264,561 Ordinary Shares of ACL, representing approximately 19.26% of all the issued ACL Shares, for a cash consideration of 3,522,042,451.5 Baht (equivalent to approximately HK\$813 million). The consideration represents, on a per ACL Share basis, the same price as the offer price under the Voluntary Tender Offer. BBL has undertaken in the Sale and Purchase Agreement that it will accept the Voluntary Tender Offer with respect to the 306,264,561 Ordinary Shares it holds and the acquisition of such Ordinary Shares from BBL will be consummated as part of the Voluntary Tender Offer.

If and when the Voluntary Tender Offer is made, the Board will at the time decide whether to also pursue delisting of the ACL Shares from the SET, taking into account market conditions and other relevant factors. Under relevant rules and regulations, a delisting of the ACL Shares from the SET will require shareholders approval from ACL and also a subsequent voluntary tender offer for delisting to be made to holders of all outstanding ACL Shares.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, BBL and other shareholders of ACL are third parties independent of the Bank and the connected persons of the Bank.

All the applicable percentage ratios set out in Rule 14.07 of the Hong Kong Listing Rules in respect of the Acquisition, the Voluntary Tender Offer and, if applicable, the Delisting Offer, in aggregate, are below 5%. Therefore, under the Hong Kong Listing Rules, the consummation of the transactions under the Acquisition, the Voluntary Tender Offer and, if applicable, the Delisting Offer does not require the approval of the Shareholders. However, the articles of association of the Bank require matters such as material acquisitions to be approved by the Shareholders in a general meeting by way of a special resolution. Accordingly, a special resolution will be proposed at the EGM to consider and approve the Voluntary Tender Offer and, if applicable, the Delisting Offer. No Shareholder is required to abstain from voting in connection with the matters to be resolved at the EGM. A circular containing, among other things, details of the terms of the Voluntary Tender Offer and the Delisting Offer and the notice to the Shareholders convening the EGM to approve the Voluntary Tender Offer and the Delisting Offer will be despatched to the Shareholders as soon as practicable.

## **VOLUNTARY TENDER OFFER AND DELISTING OFFER**

The Board announces that, subject to the satisfaction of certain conditions set out below, the Bank intends to make the Voluntary Tender Offer. The offer price per ACL Share shall be 11.5 Baht. The Voluntary Tender Offer, if made, shall be made in compliance with the Securities and Exchange Act of Thailand and the Takeover Rules of the Thai Securities and Exchange Commission.

The conditions to making the Voluntary Tender Offer are the obtaining of (i) all necessary governmental and regulatory approvals, waivers, permits, licences and consents required from competent PRC and Thailand authorities in order for the Bank to be able to complete the Voluntary Tender Offer and for ACL, its subsidiaries and affiliates to be able to continue their businesses without in breach of any laws and regulations after the Voluntary Tender Offer, and (ii) approval from the Shareholders.

If and when the Voluntary Tender Offer is made, the offer is expected to be conditional on the Bank having acquired 51% or more of all the issued ACL Shares.

Based on the offer price of 11.5 Baht and an issued share capital of 1,088,847,421 Ordinary Shares and 501,605,524 Preference Shares as at 28 September 2009, it is estimated that the Voluntary Tender Offer may involve an aggregate consideration of up to approximately 18,290 million Baht (equivalent to approximately HK\$4,220 million). The aggregate consideration for the Voluntary Tender Offer will be financed using the internal resources of the Bank and will be paid in cash upon completion of the Voluntary Tender Offer.

If and when the Voluntary Tender Offer is made, the Board will decide at the time whether to also pursue delisting of the ACL Shares from the SET, taking into account market conditions and other relevant factors. Under relevant rules and regulations, a delisting of the ACL Shares from the SET will require shareholders approval from ACL and also a subsequent voluntary tender offer for delisting to be made to holders of all outstanding ACL Shares. There is no assurance that the Delisting Offer will proceed at this stage. Further details of the Delisting Offer will be provided in the shareholders circular to be despatched for convening the EGM.

## **THE ACQUISITION**

The Board announces that the Bank entered into the Sale and Purchase Agreement with BBL on 29 September 2009, pursuant to which the Bank agreed to purchase from BBL 306,264,561 Ordinary Shares of ACL, representing approximately 19.26% of all the issued ACL Shares. The sale and purchase shall be effected by way of BBL accepting the Voluntary Tender Offer with respect to the 306,264,561 Ordinary Shares it holds. The terms of the Sale and Purchase Agreement have been determined through arm's length negotiation between the parties.

The consideration for the Acquisition is 3,522,042,451.5 Baht (equivalent to approximately HK\$813 million). The consideration represents, on a per ACL Share basis, the same price as the offer price under the Voluntary Tender Offer. BBL has undertaken in the Sale and Purchase Agreement that it will accept the Voluntary Tender Offer with respect to the 306,246,561 Ordinary Shares it holds and the acquisition of such Ordinary Shares from BBL will be consummated as part of the Voluntary Tender Offer.

Completion of the Acquisition is conditional upon, inter alia, the obtaining of all necessary regulatory approvals/or waivers (as the case may be) from the China Banking Regulatory Commission, the Bank of Thailand, the Ministry of Finance of Thailand and other competent authorities in the PRC and Thailand and the Bank having received acceptances from holders of the ACL Shares under the Voluntary Tender Offer which amount to 51% or more of all the issued ACL Shares. Completion of the sale and purchase shall take place in accordance with the terms of the Voluntary Tender Offer.

BBL and the Bank have made customary representation and warranties to each other in the Sale and Purchase Agreement.

## **REASONS FOR THE VOLUNTARY TENDER OFFER**

The acquisition of control of ACL is an important step in the Bank's globalisation strategy. It will allow the Bank to enter into the Thailand market and enjoy the large amount of potential opportunities arising from the fast-growing Thai economy and bilateral trading between the PRC and Thailand. Through this acquisition, Thailand, which has a significant economy and geographical advantage, will serve as a platform for the Bank to enter into the Mekong River region and as such, will be of important strategic value in terms of the Bank expanding its overseas institutions and operating network in the South East Asia region.

## **INFORMATION ABOUT THE PARTIES**

ACL is a public company incorporated under the laws of Thailand, with ordinary and preference shares listed on the SET. It has been granted by the Thai Ministry of Finance (upon the recommendation of the Bank of Thailand) a full banking licence and offers a diversified range of banking products and services through its 16 branches in Thailand. As of 30 June 2009, the audited total assets of ACL amounted to approximately 63,710 million Baht (equivalent to approximately HK\$14,698 million), with total loans of approximately 46,193 million Baht (equivalent to approximately HK\$10,657 million) and total deposits of approximately 35,313 million Baht

(equivalent to approximately HK\$8,147 million). The audited net income of ACL for the six months ended 30 June 2009 was approximately 202 million Baht (equivalent to approximately HK\$47 million). As at 31 December 2008, the Thai Ministry of Finance, being the single largest shareholder of ACL, and BBL, being the second single largest shareholder of ACL, respectively held approximately 30.61% and 19.26% of all the issued ACL Shares.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, BBL and other shareholders of ACL are third parties independent of the Bank and the connected persons of the Bank.

The Bank is the largest commercial bank in the PRC and provides a variety of financial products and services to more than 3.44 million corporate banking customers and 205 million personal banking customers through its 16,230 domestic institutions, 143 overseas institutions and 1,378 correspondent banks worldwide.

BBL is the largest commercial bank in Thailand and one of the largest regional banks in Southeast Asia, and has total assets of over US\$50 billion (equivalent to approximately HK\$387.5 billion).

## **EGM**

All the applicable percentage ratios set out in Rule 14.07 of the Hong Kong Listing Rules in respect of the Acquisition, the Voluntary Tender Offer and, if applicable, the Delisting Offer, in aggregate, are below 5%. Therefore, under the Hong Kong Listing Rules, the consummation of the transactions under the Acquisition, the Voluntary Tender offer and, if applicable, the Delisting Offer does not require the approval of the Shareholders. However, pursuant to the articles of association of the Bank, matters such as material acquisitions shall be approved by the Shareholders in general meeting by way of a special resolution unless clear and specific authorisation had been obtained from the Shareholders in general meeting. According to the *Proposal for Granting Authorisation to the Board by the Shareholders of Industrial and Commercial Bank of China Limited in General Meeting* (關於中國工商銀行股份有限公司股東大會對董事會授權方案的議案) that was approved by the Shareholders in general meeting on 28 April 2006, the Directors are authorised to approve acquisitions with consideration not exceeding RMB2,000 million. As the consideration of the Voluntary Tender Offer and, if applicable, the Delisting Offer exceeds RMB2,000 million, the Voluntary Tender Offer and the Delisting Offer shall be subject to approval by the Shareholders by way of a special resolution. A special resolution will be proposed at the EGM to consider and approve the Voluntary Tender Offer and the Delisting Offer. No Shareholder is required to abstain from voting in connection with the matters to be resolved at the EGM.

The Directors are of the view that the Sale and Purchase Agreement was entered into after arm's length negotiation between the Bank and BBL. The Directors are of the view that the terms of the Sale and Purchase Agreement are on normal commercial terms, are fair and reasonable and are in the interests of the Bank and Shareholders as a whole.

## DESPATCH OF SHAREHOLDERS CIRCULAR

A circular containing, among other things, details of the terms of the Voluntary Tender Offer and the Delisting Offer and the notice to the Shareholders convening the EGM to approve the Voluntary Tender Offer and the Delisting Offer will be despatched to the Shareholders as soon as practicable.

### DEFINITIONS

“A Shares”	domestic shares of RMB1.00 each in the share capital of the Bank which are listed on the Shanghai Stock Exchange and traded in RMB
“Acquisition”	the acquisition by the Bank of 306,264,561 Ordinary Shares of ACL from BBL which will be effected by way of BBL accepting the Voluntary Tender Offer with respect to the same
“ACL”	ACL BANK Public Company Limited
“ACL Shares”	Ordinary Shares and Preference Shares of ACL
“Baht”	Thai Baht, the lawful currency of Thailand
“Bank”	中國工商銀行股份有限公司 (Industrial and Commercial Bank of China Limited), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on The Stock Exchange of Hong Kong Limited (stock code: 1398) and the Shanghai Stock Exchange (stock code: 601398), respectively
“BBL”	Bangkok Bank Public Company Limited
“Board”	the board of directors of the Bank
“connected persons”	has the meaning ascribed in the Hong Kong Listing Rules
“Delisting Offer”	a voluntary tender offer to be made by the Bank for the purpose of delisting the ACL Shares from the SET with such an offer to be made for all ACL Shares not held by the Bank after completion of the Voluntary Tender Offer
“Directors”	the directors of the Bank
“EGM”	the extraordinary general meeting of the Bank to be convened for the purpose of considering and approving the Voluntary Tender Offer and the Delisting Offer
“H Shares”	overseas listed foreign shares of RMB1.00 each in the share capital of the Bank which are listed on The Stock Exchange of Hong Kong Limited and traded in Hong Kong dollars

“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Ordinary Shares”	ordinary shares of ACL with a par value of 10 Baht and listed on the SET
“Preference Shares”	preference shares of ACL with a par value of 10 Baht and listed on the SET
“PRC”	the People’s Republic of China, excluding, for the purchase of this announcement only, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement”	the sale and purchase agreement dated 29 September 2009 and entered into between the Bank and BBL
“SET”	Stock Exchange of Thailand
“Shareholders”	holders of A Shares and/or H Shares
“Voluntary Tender Offer”	a voluntary tender offer to be made by the Bank for all ACL Shares, including those ACL Shares held by BBL, at an offer price per ACL Share of 11.5 Baht upon the satisfaction of certain conditions
“US\$”	United States dollar, the lawful currency of the United States of America

**The Board of Directors of  
Industrial and Commercial Bank of China Limited**

Beijing, PRC, 29 September 2009

*This announcement contains translations between Thai Baht and Hong Kong dollar amounts and US dollar and Hong Kong dollar amounts at Baht1.0000 = HK\$0.2307 and US\$1.0000 = HK\$7.7504, respectively, being the exchange rates prevailing on 28 September 2009. The translations should not be taken as a representation that Hong Kong dollars could actually be converted into Thai Baht or US dollars at such rates or at all.*

*As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng, Mr. ZHANG Furong and Mr. NIU Ximing as executive directors, Mr. HUAN Huiwu, Mr. GAO Jianhong, Ms. LI Chunxiang, Mr. LI Jun, Mr. LI Xiwen and Mr. WEI Fusheng as non-executive directors, Mr. LEUNG Kam Chung, Antony, Mr. QIAN Yingyi, Mr. XU Shanda and Mr. WONG Kwong Shing, Frank as independent non-executive directors.*