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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)

## **ANNOUNCEMENT IN RELATION TO THE SUBSCRIPTION OF SHARES IN TAIWAN SINOPAC HOLDINGS OR BANK SINOPAC**

### **Share Subscription**

Industrial and Commercial Bank of China Limited (the “**Bank**”) entered into a share subscription agreement (the “**Share Subscription Agreement**”) with SinoPac Financial Holdings Company Limited (“**SPH**”) and Bank SinoPac Co., Ltd. (“**BSP**”) on 2 April 2013 (Beijing time). SPH is a financial holding company established in Taiwan and listed on the Taiwan Stock Exchange (stock code: 2890), while BSP is a bank established in Taiwan and is wholly-owned by SPH.

In accordance with the Share Subscription Agreement, the Bank agreed to subscribe for new shares to be issued by SPH or BSP (the “**Target**”) by means of private placement in accordance with the relevant regulations in Taiwan. After such subscription, the Bank will own 20% of the shares in the Target (the “**Transaction**”).

The Transaction does not constitute a notifiable transaction for the Bank under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. This announcement is made for the information of shareholders and investors only.

The Transaction can only be implemented after the relevant Taiwan regulations are amended to increase the limit on the shareholding percentage held by a commercial bank from Mainland China in a single Taiwan financial holding company or bank to 20% or above. Depending on the actual circumstances following the amendment of the relevant regulations in Taiwan, the Bank will subscribe for the shares of either SPH or BSP with respect to which the aforementioned shareholding limit has been increased to 20%. If the relevant regulations in Taiwan are not amended to raise the aforementioned shareholding limit within one year after the execution of the Share Subscription Agreement, any party to the Share Subscription Agreement shall be entitled to terminate the Share Subscription Agreement.

## **Consideration of the Transaction**

According to the results of the commercial negotiation, the base subscription price for the Transaction (the “**Base Price**”) shall be determined by reference to the net asset value set out in the Target’s 2012 Semi-Annual Report. The Base Price for subscribing 20% of the shares of SPH is approximately NT\$23.5 billion (equivalent to approximately RMB4.9 billion); the Base Price for subscribing 20% of the shares of BSP is approximately NT\$18.7 billion (equivalent to approximately RMB3.9 billion).

After all the necessary regulatory approvals of the Transaction have been obtained, the Base Price will be adjusted to reflect the actual circumstances of the net asset value of the Target prior to completion.

## **Other Terms of the Transaction**

The Share Subscription Agreement of the Transaction contains such representations, warranties, pre-completion undertakings, indemnities and other clauses that are customary for a merger and acquisition transaction; at the same time, upon the completion of the Transaction, the Bank and SPH or BSP shall enter into a number of ancillary agreements, including investment agreement, shareholders’ agreement, strategic cooperation agreement and brand marketing cooperation agreement.

## **Regulatory Approval**

Completion of the Transaction is conditional upon the obtaining of necessary regulatory approvals from the relevant regulatory authorities.

## **Reasons for and Impact of the Transaction**

As at the end of 2012, Mainland China was the largest trading partner of Taiwan, while Taiwan was the seventh-largest trading partner of Mainland China; the cross-strait economic, trade and investment activities have become more closely connected. The Transaction will be beneficial to the Bank in improving the capability and quality of its services to customers across the strait and will deepen the financial cooperation and promote the economic and trade exchanges across the strait.

## **Internal Approval**

The Transaction has been approved by the board of directors of the Bank who has authorised the Bank's management to determine the party for subscription and to enter into all transaction documents, agreements and conduct all such other actions and matters that are required or necessary for the implementation of the Transaction according to the actual requirements of the subscription policies in Taiwan and the then actual circumstances at that time.

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

Beijing, PRC  
2 April 2013

*As at the date of this announcement, the board of directors comprises Mr. JIANG Jianqing, Mr. YANG Kaisheng, Ms. WANG Lili and Mr. LI Xiaopeng as executive directors, Mr. HUAN Huiwu, Ms. WANG Xiaoya, Ms. GE Rongrong, Mr. LI Jun, Mr. WANG Xiaolan and Mr. YAO Zhongli as non-executive directors, Mr. XU Shanda, Mr. WONG Kwong Shing, Frank, Sir Malcolm Christopher McCARTHY, Mr. Kenneth Patrick CHUNG, Mr. OR Ching Fai and Mr. HONG Yongmiao as independent non-executive directors.*