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## **The Bank of East Asia, Limited**

*(Incorporated in Hong Kong with limited liability in 1918)*

(Stock Code: 23)

### **Voluntary Announcement**

#### **Acquisition of shares in ICEA Finance Holdings Limited and Disposal of shares in The Bank of East Asia (Canada)**

This is a voluntary announcement made by the Bank.

The Bank is pleased to announce that, on 4 June, 2009, the Bank entered into agreements with ICBC regarding the sale and purchase of 75% interest in ICEA Finance and 70% interest in BEA Canada.

This is a voluntary announcement made by The Bank of East Asia, Limited (the "**Bank**").

#### **Agreements with ICBC**

The Bank is pleased to announce that, on 4 June, 2009, the Bank entered into:

- (i) a share purchase agreement with the Industrial and Commercial Bank of China Limited ("**ICBC**") in respect of the purchase of 75% of the issued share capital of ICEA Finance Holdings Limited ("**ICEA Finance**") from ICBC for a total consideration of HK\$372,154,045 (the "**Acquisition**");
- (ii) a share sale agreement with ICBC in respect of the sale of the 70% of the issued share capital of The Bank of East Asia (Canada) ("**BEA Canada**") to ICBC for a total consideration of CAD\$80,249,120 (equivalent to approximately HK\$567 million) (the "**Disposal**").

The Bank considers that these two transactions will further strengthen its financial services and enhance the diversity of its offering in Hong Kong.

The Acquisition and the Disposal are inter-conditional. In addition, completion of the Acquisition is conditional on the Bank having been approved by the Securities and Futures Commission to become, or continue to become, a substantial shareholder of certain subsidiaries of ICEA Finance and the receipt by ICBC of the approval in writing from the Ministry of Finance of the People's Republic of China and the China Banking Regulatory Commission ("**CBRC**") in respect of the transactions contemplated under the agreement for the Acquisition. Completion of the Disposal is also conditional on the

approval of the Hong Kong Monetary Authority and the receipt by ICBC of the approval in writing from CBRC, the Minister of Finance of Canada and the Commissioner of Competition Bureau of Canada in respect of the transactions contemplated under the agreement for the Disposal.

The Bank is currently a shareholder of ICEA Finance holding 25% of its issued share capital. Upon completion of the Acquisition, ICEA Finance will become a wholly-owned subsidiary of the Bank.

Upon completion of the Disposal, BEA Canada will cease to become a subsidiary of the Bank and will be held as to 30% by the Bank and 70% by ICBC. At any time after the first anniversary of the completion of the Disposal, ICBC will have an option to acquire an additional 10% of the shares of BEA Canada from the Bank and the Bank will also have an option to require ICBC to purchase all the remaining shares of BEA Canada held by the Bank. The Bank and ICBC will continue to cooperate in the operations and management of BEA Canada and a shareholder's agreement will be entered into between the parties to regulate their respective rights and obligations.

### **Information on the parties**

Incorporated in Hong Kong in 1918, the Bank provides comprehensive retail and commercial banking services to its customers in Hong Kong, Greater China, and overseas. The Bank is the largest independent local bank in Hong Kong, with total consolidated assets of HK\$415.3 billion (US\$53.58 billion) as of 31<sup>st</sup> December, 2008. The Bank is listed on the Stock Exchange of Hong Kong and is one of the constituent stocks of the Hang Seng Index.

With more than 240 outlets worldwide, the Bank operates an extensive international network covering Hong Kong and Greater China, the United States, Canada, the United Kingdom, the British Virgin Islands, and Southeast Asia.

ICBC is the largest commercial bank in PRC and provides a variety of financial products and services to more than 3.10 million corporate banking customers and 190 million personal banking customers through its 16,252 domestic institutions, 134 overseas institutions and 1,440 correspondent banks worldwide.

For and on behalf of  
**The Bank of East Asia, Limited**  
**David LI Kwok-po**  
*Chairman & Chief Executive*

Hong Kong, 4 June, 2009

*As at the date of this announcement, the Executive Director of the Bank is: Dr. The Hon. Sir David LI Kwok-po (Chairman & Chief Executive); Non-executive Directors are: Professor Arthur LI Kwok-cheung (Deputy Chairman), Mr. Aubrey LI Kwok-sing, Dr. William MONG Man-wai, Tan Sri Dr. KHOO Kay-peng, Mr. Richard LI Tzar-kai, Mr. Eric LI Fook-chuen, Mr. Stephen Charles LI Kwok-sze and Dr. Isidro FAINÉ CASAS; and Independent Non-executive Directors are: Dr. Allan WONG Chi-yun (Deputy Chairman), Mr. WONG Chung-hin, Dr. LEE Shau-kee, Mr. Winston LO Yau-lai, Mr. Thomas KWOK Ping-kwong, Mr. Kenneth LO Chin-ming, Mr. William DOO Wai-hoi, Mr. KUOK Khoon-ean and Mr. Valiant CHEUNG Kin-piu.*