



General Announcement

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Company Information	
Main Market Company	
New Announcement	
Submitting Investment Bank/Advisor (if applicable)	CIMB INVESTMENT BANK BERHAD
Submitting Secretarial Firm (if applicable)	
* Company name	HONG LEONG BANK BERHAD
* Stock name	HLBANK
* Stock code	5819
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Type * Announcement

Subject *: HONG LEONG BANK BERHAD

OFFER TO ACQUIRE THE ENTIRE ASSETS AND LIABILITIES OF EON CAPITAL BERHAD

Note: If the announcement is a long announcement, please summarize the announcement in the contents and enter the details of the announcement in the Announcement Details or attached the full details of the announcement as attachment.

Contents *:-
(This field is to be used for the summary of the announcement)

Announcement Details :-
(This field is for the details of the announcement, if applicable)

On behalf of the Board of Directors of Hong Leong Bank Berhad ("HLBB"), CIMB Investment Bank Berhad wishes to announce that HLBB had today made an offer to acquire the entire assets and liabilities of EON Capital Berhad at an aggregate purchase consideration of RM4,921,781,997.20 to be satisfied fully in cash.

Further details of the announcement is enclosed.

This announcement is dated 21 January 2010.

Attachment(s):- (please attach the attachments here)
[Announcement.pdf](#)

Tables Section - This section is to be used to create and insert tables. Please make the appropriate reference to the table(s) in the Contents of the Announcement:

HONG LEONG BANK BERHAD

OFFER TO ACQUIRE THE ENTIRE ASSETS AND LIABILITIES OF EON CAPITAL BERHAD

On behalf of the Board of Directors ("**Board**") of Hong Leong Bank Berhad ("**HLBB**"), CIMB Investment Bank Berhad wishes to announce that HLBB had today made an offer to acquire the entire assets and liabilities of EON Capital Berhad ("**EON Cap**") at an aggregate purchase consideration of RM4,921,781,997.20 ("**Offer Price**") to be satisfied fully in cash ("**Offer**").

The salient terms of the Offer are as follows:

- (i) the Offer is subject to and conditional upon the following:
 - (a) HLBB being satisfied with the results of the due diligence on EON Cap and its subsidiaries ("**EON Group**");
 - (b) EON Cap not declaring, making or paying any dividends or other distributions or returning capital ("**Distributions**") to EON Cap's shareholders from the date of the Offer ("**Offer Date**") until the completion date of the transfer of the entire assets and liabilities of EON Cap to HLBB ("**Completion Date**") (the period from the Offer Date until the Completion Date is known as the "**Said Period**") in excess of the Distributions declared, made or paid for the financial year ended 31 December 2008 ("**Preceding Distributions**"). If EON Cap declares, makes or pays any Distributions during the Said Period in excess of the Preceding Distributions, then the amount in excess thereof shall be deducted from the Offer Price;
 - (c) since the latest announced results for the financial period ended 30 September 2009 to the Completion Date, no contingent liability has arisen and no adverse change has occurred in respect of the financial position or profits of the EON Group, which, in aggregate, would be considered as material. For this purpose, "material" means RM100 million or more;
 - (d) from the Offer Date until the Completion Date, no member within the EON Group ("**Group Member**") has entered into any commitment or contract or undertaken any obligation or acquired or disposed of any of its assets or created a security interest over any of its assets (i) outside the ordinary course of business; or (ii) of a material nature. For this purpose, "material" means RM5 million or more;
 - (e) from the Offer Date until the Completion Date, no Group Member has issued any shares, warrants, options or securities which are convertible or exchangeable into shares in any of the Group Members; and
 - (f) EON Cap is the legal and beneficial owner of the assets of the EON Group and all the shares in EON Bank Berhad are free and clear of any encumbrances.
- (ii) the acquisition of the assets and liabilities and its completion is subject to the approval of the shareholders of HLBB and EON Cap and the approvals of the following authorities on terms and conditions acceptable to HLBB:
 - (a) Bank Negara Malaysia ("**BNM**") / Minister of Finance ("**MoF**");
 - (b) the Securities Commission; and
 - (c) any other authorities or parties, where required.

HLBB acknowledges that EON Cap may only accept the Offer upon the approval of MoF, such approval to be applied for through BNM.

The Board of EON Cap is to confirm to HLBB within 7 days from the Offer Date that EON Cap is agreeable to the following:

- (i) to table the Offer for consideration and approval by the shareholders of EON Cap at a general meeting and take steps to issue and despatch within 5 weeks from the Offer Date the notice of the general meeting and the shareholders' circular;
- (ii) to finalise and make submissions to the authorities for the relevant approvals within 4 weeks from the Offer Date; and
- (iii) to deal with HLBB exclusively on the sale of the assets and liabilities of EON Cap.

Upon receipt of EON Cap's confirmation on the above, the Offer will remain open for 8 weeks from the Offer Date.

If HLBB does not receive EON Cap's confirmation on the above within 7 days from the Offer Date, the Offer will lapse.

Further announcement will be made upon receiving EON Cap's Board's decision in respect of the Offer.

This announcement is dated 21 January 2010.