



## 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  
 \* Contact person THERESA LIM / MICHELE LIAU  
 \* Designation ASSOCIATE DIRECTOR / ASSISTANT MANAGER  
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Type \* Announcement

Subject \*: HONG LEONG BANK BERHAD ("HLBB")

OFFER TO ACQUIRE THE ENTIRE ASSETS AND LIABILITIES OF EON CAPITAL BERHAD ("EON CAP")

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 HLBB, CIMB Investment Bank Berhad wishes to announce that HLBB had today extended a new offer to acquire the entire assets and liabilities of EON Cap 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 30 March 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:

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**HONG LEONG BANK BERHAD ("HLBB")**

**OFFER TO ACQUIRE THE ENTIRE ASSETS AND LIABILITIES OF EON CAPITAL BERHAD ("EON CAP")**

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

2. The salient terms of the Offer are as follows:

2.1 The Offer is subject to and conditional upon the following:

- (i) HLBB being satisfied with the results of the due diligence on EON Cap and its subsidiaries ("**EON Group**"). The due diligence will be undertaken immediately after EON Cap's shareholders' approval in respect of the Offer based on the Offer Price has been obtained.

In the event that the results of the due diligence disclose:

- (a) any adverse effect on the financial position or profits of the EON Group; and/or
- (b) any contingent liability of the EON Group (excluding normal banking facilities given in the ordinary course of banking business to EON Bank Berhad ("**EON Bank**")'s customers in accordance with EON Bank's existing credit policies, and in respect of which there is full legal recourse against such customers, but including financial guarantees/standby letters of credit in respect of third party loans);

which, when compared with the announced results for the financial year ended ("**FYE**") 31 December 2009, in aggregate amounts to RM100 million or more, then HLBB has the option to:

- (a) adjust the Offer Price by the entire amount of the adverse effect and/or contingent liability; or
  - (b) withdraw the Offer;
- (ii) 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 date of completion 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**") save and except for the final tax-exempt dividend of RM0.10 per share for the FYE 31 December 2009 announced on 19 February 2010 ("**Previous Declaration**"). If EON Cap declares, makes or pays any Distributions during the Said Period other than in relation to the Previous Declaration, then any such Distributions shall be deducted from the Offer Price;

- (iii) since the latest announced results for the FYE 31 December 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;
- (iv) from the Offer Date until the Completion Date, EON Group may continue to carry on its respective businesses and operations that are in the ordinary course of business, provided that no member within the EON Group ("Group Member") commits to any capital expenditure, or acquires any assets or disposes of any of its assets, or creates any security interest over any of its assets, which in aggregate amounts to RM10 million or more (or such other aggregate amount as may be mutually agreed between HLBB and EON Cap);
- (v) from the Offer Date until the Completion Date, no Group Member has entered into any commitment or contract or undertaken any obligation outside the ordinary course of its business;
- (vi) from the Offer Date until the Completion Date, no Group Member has entered into any agreement to invest or made any new investment or entered into any joint venture or partnership unless any of such agreement, new investment, joint venture or partnership has been approved by the Minister of Finance ("MoF"), Bank Negara Malaysia ("BNM") and/or any other relevant regulatory authority and unless they do not exceed in aggregate RM30 million or more;
- (vii) from the Offer Date until the Completion Date, no Group Member has issued any shares, warrants, options, rights to purchase or subscribe for shares in any of the Group Member or securities which are convertible into or exchangeable for shares in any of the Group Members; and
- (viii) EON Cap is the legal and beneficial owner of the assets of the EON Group and all the shares in EON Bank are free and clear of any encumbrances.

HLBB is entitled at its sole option to waive any of the above conditions.

2.2 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:

- (i) BNM / MoF;
- (ii) the Securities Commission; and
- (iii) 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.

3. The Board of EON Cap is to confirm to HLBB on or before 5 April 2010 that EON Cap is agreeable to the following:

- (i) EON Cap and HLBB will each submit their respective application to the MoF and other relevant authorities for approval of the Offer based on the Offer Price, on or before 9 April 2010;
- (ii) EON Cap and HLBB will issue and despatch their respective notice of general meeting and shareholders' circular in respect of the Offer based on the Offer Price and terms and conditions of the Offer on or before 28 April 2010 and the general meeting to be held not later than 14 clear days from the date of despatch of the notice of general meeting; and
- (iii) EON Cap and HLBB shall act in good faith and use their best endeavours to implement the processes and to obtain the approvals set out in paragraphs (i) and (ii) above.

If HLBB does not receive EON Cap's confirmation on the above on or before 5 April 2010, the Offer will lapse.

4. HLBB is entitled to withdraw the Offer or not complete the acquisition of the assets and liabilities of EON Cap Group in the event:

- (i) after EON Cap has provided HLBB with its written confirmation, any of the conditions outlined in Section 3 above is not implemented or complied with; or
- (ii) there is any variation or introduction of any statute, regulation, order, guideline, law or requirement of any regulatory authority in Malaysia or there is any court order or action which affects the Offer or its implementation or which requires the Offer to be amended or which imposes an additional obligation on HLBB with respect to the Offer or its implementation other than as provided in the letter of Offer dated 30 March 2010 ("Offer Letter"); or
- (iii) EON Cap actively entertains, pursues, discusses, or engages, negotiates or otherwise deals with another party for, any other offer, proposal, arrangement or agreement for the assets and liabilities or shares of EON Cap or of EON Bank; or
- (iv) EON Cap's shareholders' approval is not obtained in respect of the Offer based on the Offer Price and the terms and conditions stated in the Offer Letter within the period stipulated in Section 3 paragraph (ii) above; or
- (v) the Completion Date is later than 31 May 2010 or such other extended date as HLBB may agree.

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

CIMB has been appointed as the Principal Adviser and Joint Financial Adviser to HLBB and RBS Asia Advisers (Malaysia) Sdn Bhd has been appointed as the Joint Financial Adviser to HLBB for the proposal.

**This announcement is dated 30 March 2010.**