



**中國工商銀行(亞洲)**

**ICBC (Asia)**

**INDUSTRIAL AND COMMERCIAL BANK OF CHINA (ASIA) LIMITED**

**中國工商銀行(亞洲)有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 349)**

**ACQUISITION OF WORLDSEC ASSET MANAGEMENT LIMITED**

**Sale and Purchase Agreement**

The Bank is pleased to announce that on 11 March 2008, the Bank entered into the Sale and Purchase Agreement with the Vendor, under which the Vendor has agreed to sell to the Bank all the shares of WAML in issue at the date of Completion. The cash consideration for the Acquisition will be determined prior to Completion by reference to the net asset value of WAML as shown in the Completion Management Accounts plus a premium, which aggregate consideration is expected to be not more than HK\$28,000,000.

**SALE AND PURCHASE AGREEMENT**

**Date**

11 March 2008

**Parties**

Vendor: Worldsec Investment Services Limited

Purchaser: the Bank

**Consideration**

The cash consideration for the Acquisition will be determined prior to Completion by reference to the net asset value of WAML as shown in the Completion Management Accounts plus a premium, which aggregate consideration is expected to be not more than HK\$28,000,000. The consideration was determined after arms' length negotiations between the parties.

## **Conditions**

The Sale and Purchase Agreement is conditional upon, inter alia, the following conditions being satisfied:

- (i) approval by the SFC for the Purchaser to become a substantial shareholder of WAML pursuant to the SFO as a result of the Acquisition;
- (ii) the SFC having no objection for certain existing responsible officers of WAML to continue to act as responsible officers of WAML following completion of the Acquisition;
- (iii) the execution of two Co-Investment Advisory Agreements proposed to be entered into between GSI (Bermuda) Limited, GSI Capital Management, Inc. and the WAML in relation to each of the Asian Small Companies Fund and the Pacific Situations Fund by all parties thereto; and
- (iv) completion of satisfactory due diligence by the Purchaser.

If the above conditions are not fulfilled by the Vendor or the Bank (as applicable) within six months from the date of the Sale and Purchase Agreement (or such other date as may be agreed by the parties), the Sale and Purchase Agreement shall from such date have no effect.

## **Completion**

Completion of the Acquisition is expected to occur on the fifth business day following the fulfilment or waiver of the above conditions (or such other date as may be agreed by the parties).

## **BACKGROUND TO AND REASONS FOR ENTERING INTO THE TRANSACTIONS**

The principal activity of WAML is asset management. WAML is licensed to conduct type 4 (advising on securities), type 5 (advising on futures contracts) and type 9 (asset management) activities under the SFO. WAML is also licensed to carry out investment advisory services in Japan pursuant to an Investment Advisory Licence granted by Kanto Local Finance Bureau, Japan.

WAML was established in 1991 to provide portfolio management services to both individuals and institutions worldwide. As at 29 February 2008, it has approximately US\$30 million in assets under management. WAML manages the Worldsec Dynasty Trust (an unit investment trust focused on Southeast Asia) which was authorized by the SFC in June 1992. WAML also provides investment advisory services to two specialist funds registered in Bermuda: the Pacific Situations Fund and the Asian Small Companies Fund.

The Directors consider that the Acquisition presents a good opportunity for the Bank to expand into asset management businesses.

To the best of the knowledge, information and belief of the Bank, and having made all reasonable enquiries, the Vendor is an independent third party not connected with the Directors, chief executive or substantial shareholders of the Bank or any of its subsidiaries, or their respective associates.

## **DEFINITIONS**

The following defined terms are used in this announcement:

“Acquisition”	the proposed acquisition of all the shares of WAML in issue at the date of Completion pursuant to the Sale and Purchase Agreement;
“associate(s)”	has the meaning ascribed thereto in the Listing Rules;
“Bank”	Industrial and Commercial Bank of China (Asia) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange;
“Completion”	completion of the Sale and Purchase Agreement;
“Completion Management Accounts”	the unaudited balance sheet of WAML as at the Completion Management Accounts Date and the unaudited profit and loss account of WAML in respect of the period from 1 January 2008 and ending on the Completion Management Accounts Date;
“Completion Management Accounts Date”	the last day of the calendar month immediately prior to the date of Completion;

“Director(s)”	the director(s) of the Bank;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange;
“Sale and Purchase Agreement”	the sale and purchase agreement dated 11 March 2008 entered into between the Bank and the Vendor in relation to the Acquisition;
“SFC”	Securities and Futures Commission;
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholders”	holders of shares of the Bank from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Vendor”	Worldsec Investment Services Limited, a company incorporated in the British Virgin Islands with limited liability; and
“WAML”	Worldsec Asset Management Limited, a company incorporated in Hong Kong with limited liability.

By Order of the Board  
**Tsang Mei Kuen**  
*Company Secretary*

Hong Kong, 11 March 2008

*As at the date of this announcement, the Board comprises Mr. Zhu Qi, Mr. Wong Yuen Fai and Mr. Zhang Yi as executive directors, Dr. Jiang Jianqing, Ms. Wang Lili and Mr. Chen Aiping as non-executive directors and Professor Wong Yue Chim, Richard, SBS, JP, Mr. Tsui Yiu Wa, Alec and Mr. Yuen Kam Ho, George as independent non-executive directors.*