

公告

民國 105 年 12 月 28 日

Public Announcement

28 December 2016

主旨： 澳盛(台灣)商業銀行股份有限公司（下稱「澳盛台灣」）擬將其個人金融及財富管理業務，包括資產與負債，依企業併購法及相關法令所規定之分割程序讓與移轉予星展(台灣)商業銀行股份有限公司（下稱「星展台灣」），由星展台灣承受該等營業、資產及負債（下稱「本分割案」），謹依企業併購法第 35 條第 6 項之規定，公告如后。

RE: ANZ Bank (Taiwan) Limited ("ANZ Taiwan") plans to transfer its retail and wealth management business, including assets and liabilities to DBS Bank (Taiwan) Ltd ("DBS Taiwan") and DBS Taiwan will assume such business, assets and liabilities, by way of demerger in accordance with Business Mergers & Acquisitions Act and applicable laws and regulations. This announcement is made pursuant to the Article 35(6) of Business Mergers & Acquisitions Act. The details are set forth in the following announcement section.

公告事項：

Announcement:

一、 澳盛台灣董事會於民國（以下同）105 年 10 月 30 日通過本分割案，決議將移轉澳盛台灣之個人金融及財富管理業務予星展台灣，另星展台灣董事會及股東會分別於 105 年 10 月 30 日及 105 年 11 月 16 日決議通過本分割案，決議將承受澳盛台灣之個人金融及財富管理業務。澳盛台灣及星展台灣於 105 年 12 月 27 日簽署分割計畫書（下稱「分割計畫書」），約定本分割案之相關條款與條件。

1. On 30 October 2016, the Board of Directors of ANZ Taiwan approved the Demerger and resolved that ANZ Taiwan will transfer its retail and wealth management business to DBS Taiwan. In addition, on 30 October 2016 and 16 November 2016, the Board of Directors and the shareholders meeting of DBS Taiwan approved the Demerger and resolved that DBS Taiwan will assume the

retail and wealth management business of ANZ Taiwan, respectively. On 27 December 2016, ANZ Taiwan and DBS Taiwan signed a demerger plan (the "Demerger Plan") to set out the terms and conditions of the Demerger.

二、於取得相關主管機關核准及其他交割前提條件滿足之前提下，澳盛台灣擬於 106 年 10 月 22 日（下稱「暫訂分割基準日」）將分割計畫書所定義之營業、資產及負債分割予星展台灣，星展台灣將依分割計畫書之規定於暫訂分割基準日承受該等營業、資產及負債。前述暫訂分割基準日如有變動，澳盛台灣及星展台灣將另行公告。

2. After the required approvals from the relevant authorities are obtained and the other conditions precedent are satisfied, ANZ Taiwan plans to transfer the business, assets and liabilities, as defined in the Demerger Plan, to DBS Taiwan on 22 October 2017 (the "Indicative Effective Date") and DBS Taiwan will assume such business, assets and liabilities on the Indicative Effective Date pursuant to the provisions of Demerger Plan. Should there is any change to the Indicative Effective Date, ANZ Taiwan and DBS Taiwan will announce accordingly.

三、分割計畫書記載事項：

3. Matters Specified in the Demerger Plan

(一) 參與分割之公司：

(i). Companies Participating in the Demerger

	被分割公司 Transferor	承受營業之公司 Transferee
名稱 Name	澳盛(台灣)商業銀行股份有限公司 ANZ Bank (Taiwan) Limited	星展(台灣)商業銀行股份有限公司 DBS Bank (Taiwan) Ltd
總機構地址 Head Office Address	臺北市信義區松仁路 7 號 16、17、18 樓 16-18 F., 7 Sung Jen Road, Xinyi District, Taipei 110, Taiwan	臺北市信義區松仁路 32、36 號 15、16、17 樓 15-17th FL, Nos. 32, 36, Songren Road, Xinyi District, Taipei, Taiwan
業務區域 Business Territory	中華民國及法律許可之其他地區 Republic of China (Taiwan) and other territories permitted by laws.	中華民國及法律許可之其他地區 Republic of China (Taiwan) and other territories permitted by laws.

發行股份總數、 種類及數量 Total amount, Type and Number of Issued Shares	澳盛台灣之實收資本額為新臺幣 23,617,580,190 元，分為 2,361,758,019 股，每股面額 10 元。 The paid-in capital of ANZ Taiwan is NT\$ 23,617,580,190, divided into 2,361,758,019 shares at the par value of NT\$10 per share.	星展台灣之實收資本額為新臺幣 30,000,000,000 元，分為 2,200,000,000 普通股及 800,000,000 特別股，每股面額 10 元。 The paid-in capital of DBS Taiwan is NT\$ 30,000,000,000, divided into 2,200,000,000 common shares and 800,000,000 preferred shares at the par value of NT\$10 per share.
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(二) 分割讓與之營業範圍、營業價值及預估分割讓與資產及負債

(ii). Scope, Value, Assets and Liabilities of the Business and the Valuation Basis

1. 分割讓與營業之範圍：指澳盛台灣之個人金融及財富管理業務。

Scope of the Business: the retail and wealth management business of ANZ Taiwan.

2. 分割讓與營業之營業價值為新臺幣 8,189 佰萬元

The value of the Business is NT\$8,189 million.

3. 分割讓與營業之資產：預計約為新臺幣 59,941 佰萬元（下稱「分割讓與資產」）

Assets to be transferred by way of demerger (the "Transferred Assets"): Estimated at NT\$59,941 million.

4. 分割讓與營業之負債：預計約為新臺幣 51,752 佰萬元（下稱「分割讓與負債」）

Liabilities to be transferred by way of demerger (the "Transferred Liabilities"): Estimated at NT\$51,752 million.

5. 前揭分割讓與營業之營業價值、預計之分割讓與資產及分割讓與負債，係以 105 年 9 月 30 日適用國際財務報導準則（T-IFRS）之財務資料為基礎，所為分割基準日當日之估計值，並將依雙方另外約定之條款調整之。

The aforementioned value of the Business, Transferred Assets and Transferred Liabilities are estimates as of the Indicative Effective Date on the basis of pro-forma figures applying T-IFRS as of 30 September 2016, subject to the adjustments in accordance with the provisions separately agreed by the parties.

(三) 承受營業之公司給付被分割公司之對價

(iii). Consideration to be provided by Transferee to Transferor

星展台灣將支付以下列方式計算的現金對價予澳盛台灣，作為其承受分割讓與營業之對價，並將依雙方另外約定之條款調整之。

DBS Taiwan will pay cash in the following formula to ANZ Taiwan as consideration for the Business to be assumed by DBS Taiwan, subject to the adjustments in accordance with the provisions separately agreed by the parties.

(a) 有形淨資產價值 the Tangible Net Asset Value;

加上 plus

(b) 授信呆帳基本金額 the Written-Off Loan Base Amount;

加上 plus

(c) 期後給付手續費及佣金 the Trail Consideration。

(四) 章程變更事項：星展台灣之公司章程將因本分割案而增列財產保險代理人業務，並於星展台灣之董事會及股東會通過及主管機關核准後生效。

(iv). Amendment to the Articles of Incorporation: The Articles of Incorporation of DBS Taiwan will be amended to include the property and liability insurance agency business, effective upon the approval of the Board of Directors and shareholders meeting of DBS Taiwan as well as the approval of the competent authority.

(五) 對債權人之保障方式

(v). Methods to Protect the Rights and Interests of the Creditors

倘澳盛台灣之債權人或客戶對於本分割案擬提出異議，請於 105 年 12 月 28 日起至 106 年 1 月 26 日止以掛號郵件寄交澳盛台灣，地址為台北市信義區松仁路 7 號 18 樓（聯絡人：服務品質部顧嘉祥），俾憑辦理。若為澳盛台灣所持有最高限額抵押權或質權之抵押人或出質人，得於本公告日或收受澳盛台灣通知之日起（以早者為準）15 日內向澳盛台灣請求確定該最高限額抵押權或質權所擔保之原債權。

If any creditor or customer of ANZ Taiwan would like to raise objection to the Demerger, please send a written notice via registered mail to ANZ Taiwan from 28 December 2016 to 26 January 2017 at 18F, No. 7, Sungren Road, Taipei City(Attention: Michelle Ku, Service Quality). If you are a mortgagor or pledgor of ANZ Taiwan's line of credit mortgage or pledge, you may demand ANZ

Taiwan to determine the principal claim secured by such mortgage or pledge within 15 days after the earlier of the date of this public announcement or the date you receive ANZ Taiwan's notice.

倘星展台灣之債權人或客戶對於本分割案擬提出異議，請於 105 年 12 月 28 日起至 106 年 1 月 26 日止以掛號郵件寄交星展台灣，地址為內湖郵局第 9-60 號信箱（聯絡人：分割計畫專案小組），俾憑辦理。

If any creditor or customer of DBS Taiwan would like to raise objection to the Demerger, please send a written notice via registered mail to DBS Taiwan from 28 December 2016 to 26 January 2017 at P.O.BOX 9-60 Neihu Taipei City 11499 Taiwan (R.O.C.) (Attention: Demerger Project Team).

澳盛(台灣)商業銀行股份有限公司

ANZ BANK (TAIWAN) LIMITED

總經理：經 天 瑞

CEO: Terry King

星展(台灣)商業銀行股份有限公司

DBS BANK (TAIWAN) LTD

總經理：陳 亮 丞

CEO: Jerry Chen