



SAN MIGUEL BREWERY HONG KONG LIMITED

(Incorporated in Hong Kong with limited liability)
(Stock Code: 236)

DISCLOSEABLE AND CONNECTED TRANSACTION

GSMB is an equity joint venture formed between San Miguel Guangdong and GB and is held as to 70% by San Miguel Guangdong and as to 30% by GB. GSMB entered into the Lease Agreement with GB upon the establishment of GSMB whereby GSMB agreed to lease the factory buildings, brewery equipment and related facilities from GB for production purposes. The Lease Agreement expires on 29 November 2020. However, after reviewing GSMB's operations, the Company believes that it is in its best interests to cease the manufacturing operations of GSMB and to terminate the Lease Agreement. On 29 September 2006, GSMB and GB entered into a Termination Agreement in respect of the Lease Termination and the Asset Sale. Upon completion of the Termination Agreement, GSMB will cease to have its own manufacturing operations but will continue to be engaged in the sale and distribution of beer.

The Lease Termination and the Asset Sale constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules. Since GB is a substantial shareholder of GSMB and GSMB is a subsidiary of the Company, GB is a connected person of the Company for the purposes of the Listing Rules. Accordingly, the Lease Termination and the Asset Sale also constitute a connected transaction for the Company under the Listing Rules and, based on the relevant percentage ratios, are subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company has obtained a written approval from Neptunia, which controls approximately 65.78% of the issued share capital of the Company, in respect of the Termination Agreement and the transactions contemplated thereunder. The Company has applied to the Stock Exchange for a waiver from strict compliance with the requirement to hold a Shareholders' meeting.

The Independent Board Committee has been established to advise the Independent Shareholders on the terms of the Termination Agreement. The Company has appointed the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard. The Company will despatch to the Shareholders a circular containing, amongst other things, further details of the Termination Agreement and letters from the Independent Board Committee and the independent financial adviser as soon as practicable.

BACKGROUND

The principal business activities of the Group are the manufacture and distribution of bottled, canned and draught beers. GSMB is an equity joint venture formed between San Miguel Guangdong and GB and is held as to 70% by San Miguel Guangdong and as to 30% by GB. Upon the establishment of GSMB in November 1990, GSMB entered into the Lease Agreement with GB whereby GSMB agreed to lease the factory buildings, brewery equipment and related facilities from GB for production purposes. The Lease Agreement expires on 29 November 2020.

After reviewing GSMB's operations, the Company believes that it is in its best interests to cease the production activities of GSMB and to terminate the Lease Agreement. On 28 December 2005, the non-legally binding MOU was signed between GSMB and GB in this respect. According to the MOU, GSMB will also sell its Production Assets to GB. Upon the Lease Termination becoming effective, GSMB will cease to have its own manufacturing operations but will continue to be engaged in the sale and distribution of beer. GSMB will have to source beer products from manufacturers. The Company proposes that GSMB will utilise the toll-processing services (i.e., manufacturing process involving the brewing and packaging of beer products) from SMGB and/or similar services from other suppliers after the Lease Termination.

THE TERMINATION AGREEMENT

On 29 September 2006, GSMB and GB entered into the Termination Agreement in respect of the Lease Termination and the Asset Sale. Pursuant to the Termination Agreement, the handover by GSMB to GB of the factory and Production Assets following completion of the Termination Agreement will take place as from 31 October 2006 and is required to be completed within 3 days. 31 October 2006 has been adopted as the reference point in certain provisions of the Termination Agreement.

The Lease Termination

Pursuant to the terms of the Termination Agreement, GSMB agreed to pay to GB the following amounts, totalling approximately RMB32.20 million (equivalent to approximately HK\$31.57 million), as a result of the Lease Termination:

- (i) a security deposit already in GB's possession in the amount of RMB5 million (equivalent to approximately HK\$4.90 million), together with the relevant interest of approximately RMB1.12 million (equivalent to approximately HK\$1.10 million) up to 31 October 2006, in accordance with the provisions in the Lease Agreement;
- (ii) a penalty for early termination of the Lease Agreement of approximately RMB6.34 million (equivalent to approximately HK\$6.22 million) in accordance with the provisions in the Lease Agreement;
- (iii) repair and maintenance costs of the leased assets of approximately RMB9.39 million (equivalent to approximately HK\$9.21 million), which were determined based on arm's length negotiations between the parties with reference to, amongst other things, the obligations of GSMB under the Lease Agreement to repair and maintain the leased assets at its own expense to keep them in normal working condition, the assessments of the working condition of the leased assets and estimates of the costs (including market prices of the repair parts and standard labour costs in the PRC) required to restore certain assets back to normal working condition, as well as the book value of certain assets which are not capable of being restored to normal working condition; and
- (iv) gratuity payment of approximately RMB10.35 million (equivalent to approximately HK\$10.15 million), representing 6 months' rental under the Lease Agreement, which was determined based on arm's length negotiations between the parties with reference to the estimated time that GB may require to return the factory to full scale operation after the handover of the factory and assets following completion of the Termination Agreement.

The Asset Sale

Pursuant to the Termination Agreement, GSMB will also sell the Production Assets to GB for a consideration of approximately RMB37.29 million (equivalent to approximately HK\$36.56 million). The consideration for the Asset Sale comprises buildings and structures of approximately RMB12.24 million (equivalent to approximately HK\$12.00 million) and plant and machinery of approximately RMB25.05 million (equivalent to approximately HK\$24.56 million). The consideration was determined based on arm's length negotiations between the parties with reference to the net book value of the Production Assets as shown in GSMB's accounts as at 31 August 2006 prepared under the PRC GAAP, which was approximately RMB34.85 million (equivalent to approximately HK\$34.17 million).

According to the Company's audited consolidated accounts as at 31 December 2005, the net book value of the Production Assets prepared under Hong Kong GAAP was approximately RMB114.55 million (equivalent to approximately HK\$112.30 million). According to the unaudited management accounts of GSMB as at 30 June 2006 and 31 August 2006 prepared under Hong Kong GAAP, the respective net book values of the Production Assets were approximately RMB112.19 million (equivalent to approximately HK\$109.99 million) and approximately RMB110.90 million (equivalent to approximately HK\$108.73 million). The above net book values were stated before deducting impairment loss on the Production Assets of approximately RMB58.20 million (equivalent to approximately HK\$55.92 million based on the exchange rate used for compilation of the Group's annual report for the year ended 31 December 2005 (the "2005 Annual Report")) which was calculated based on the MOU and recorded in the 2005 Annual Report. Please refer to the section headed "Reasons for and benefits of the Termination Agreement" for details of the impairment losses. As described above, the consideration for the Asset Sale was determined with reference to the net book value of the Production Assets prepared under PRC GAAP which is much lower than the net book value prepared under Hong Kong GAAP primarily because of the higher depreciation rates used under the PRC GAAP. The significant loss on the Asset Sale/impairment loss on the Production Assets as described in the section headed "Reasons for and benefits of the Termination Agreement" is calculated by, among other things, comparing the consideration amount and the net book value of the Production Assets prepared under Hong Kong GAAP.

For the purpose of providing further information to the Company's shareholders, the Company has engaged an independent valuer in Hong Kong to perform another independent valuation of the Production Assets as at 31 August 2006. The independent valuer has adopted the depreciated replacement cost approach in arriving at the value in use for the buildings and structures at RMB12.20 million (equivalent to approximately HK\$11.96 million). The independent valuer has also adopted the cost approach in arriving at the fair market values in continued use for the plant and machinery items. The value was approximately RMB25.29 million (equivalent to approximately HK\$24.79 million).

The Lease Agreement provides that during the lease term, GSMB shall set aside the Reserve Fund annually. The fee is payable upon expiration or early termination of the Lease Agreement and may be settled by the New Capital Expenditure. In the event that the value of the New Capital Expenditure exceeds the closing balance of the Reserve Fund upon the termination of the Lease Agreement, GB will have to pay GSMB the difference. In the event that the value of the New Capital Expenditure is less than the closing balance of the Reserve Fund upon the termination of the Lease Agreement, then GSMB will have to pay GB the difference. GSMB has purchased equipment and constructed building structures necessary for its manufacturing operations during the term of the Lease Agreement. Those equipment and buildings that are separate and identifiable qualified as New Capital Expenditure under the Lease Agreement. Almost all of the New Capital Expenditure having a residual net book value under the PRC GAAP are included as Production Assets which form the subject of the Asset Sale.

Settlement of amounts under the Termination Agreement

Under the Termination Agreement, the handover by GSMB to GB of the factory and Production Assets following completion of the Termination Agreement will take place as from 31 October 2006 and is required to be completed within 3 days. GSMB will have to continue to pay to GB factory rental (payable quarterly in advance) and set aside the Reserve Fund in accordance with the Lease Agreement up to 31 October 2006. GSMB shall surrender possession of and vacate certain administrative offices in the factory site no later than 31 January 2007. GB agreed to waive the rental payment for the lease of such offices during the transitional period after 31 October 2006 up to 31 January 2007.

GB will have to settle the outstanding balance of its current account with GSMB and in this respect will have to pay GSMB a sum of approximately RMB2.24 million (equivalent to approximately HK\$2.20 million) until and up to 31 August 2006.

On 31 October 2006, the amounts owed by GSMB to GB under items (ii) to (iv) as described in the subsection headed "The Lease Termination", the factory rental for the month of October 2006 (amounting to approximately RMB1.73 million (equivalent to approximately HK\$1.70 million)) and the Reserve Fund balance up to 31 October 2006 (amounting to approximately RMB58.98 million (equivalent to approximately HK\$57.82 million)) as described in this subsection will be set off against the amounts owed by GB to GSMB as described in the subsection headed "The Asset Sale" and the current account of approximately RMB2.24 million (equivalent to approximately HK\$2.20 million) as described in this subsection. After such set off, GSMB will pay GB approximately RMB47.26 million (equivalent to approximately HK\$46.33 million) in two instalments by using internal resources of GSMB. The first instalment amounting to RMB10 million (equivalent to approximately HK\$9.80 million) will be paid on 30 November 2006. The second instalment amounting to approximately RMB37.26 million (equivalent to approximately HK\$36.53 million) will be paid on 15 January 2007.

However, if there is any delay in obtaining all the approvals under the subsection headed "Conditions precedent" below and the handover by GSMB to GB of the factory and Production Assets does not take place as from 31 October 2006, a new handover date will be determined and agreed by both parties. In this case, GSMB shall continue to pay GB a rental fee in an amount of RMB57,500 per day of delay (equivalent to the current rental payable by GSMB to GB under the Lease Agreement on a daily basis) and set aside Reserve Fund in an amount of RMB11,856 per day of delay (equivalent to the current Reserve Fund set aside by GSMB under the Lease Agreement on a daily basis). A further announcement will be made if GSMB continues to pay rental and set aside Reserve Fund after October 2006 due to delay in obtaining all the approvals under the subsection headed "Conditions precedent" below. If the reason for the delay is due to unintentional fault of either party, the party unintentionally at fault will advise the other party of the new handover date 3 working days in advance without any cost or penalty incurred.

Conditions precedent

Completion of the Lease Termination and the Asset Sale is subject to the Independent Shareholders' approval. The Asset Sale is also subject to the approval from the State Asset Supervision and Administration Commission and Guangzhou Foreign Economic and Trade Bureau.

CERTAIN CHANGES UPON THE LEASE TERMINATION AND THE ASSET SALE

Upon the Lease Termination and the Asset Sale, the JV Contract, the articles of association of GSMB and the trademark licensing agreements entered into in 1990 between GSMB and each of SMIL and GB will need to be amended to reflect the Lease Termination, and the cessation and consequential outsourcing of the manufacturing operation of GSMB. There will not be any material change to the other terms of such agreements. The supplemental agreements to effect the above-mentioned consequential changes were entered into on 29 September 2006 and are conditional upon, among other things, completion of the Termination Agreement and/or the approval of the amendment to the JV Contract and/or the articles of association of GSMB by the original approving authority of the JV Contract and/or the articles of association in the PRC.

GSMB will lay off all its production employees and is required to pay severance payments in accordance with the relevant PRC regulations. It is estimated that the severance payments will amount in aggregate to approximately RMB50.19 million (equivalent to approximately HK\$49.21 million) and has been/will be paid by using internal resources of GSMB.

INFORMATION ON GB AND GSMB

GB is a PRC state-owned enterprise which is principally engaged in the manufacture and distribution of beer products. GSMB is a joint venture entity which was established by GB and San Miguel Guangdong in 1990 and is principally engaged in the manufacture and sale of beer products in the Guangdong and Hainan Provinces, the PRC. According to the Company's audited consolidated accounts for the year ended 31 December 2004, the profits of GSMB before and after taxation for the year ended 31 December 2004 prepared under Hong Kong GAAP were approximately RMB3.09 million (equivalent to approximately HK\$2.91 million based on the exchange rate used for compilation of the Group's annual report for the 2004 Annual Report) and approximately RMB2.56 million (equivalent to approximately HK\$2.41 million based on the exchange rate used for compilation of the 2004 Annual Report) respectively. According to the Company's audited consolidated accounts for the year ended 31 December 2005, the losses of GSMB before and after taxation for the year ended 31 December 2005 prepared under Hong Kong GAAP were approximately RMB28.65 million (equivalent to approximately HK\$27.53 million based on the exchange rate used for compilation of the Group's annual report for the 2005 Annual Report) and approximately RMB30.70 million (equivalent to approximately HK\$29.50 million based on the exchange rate used for compilation of the 2005 Annual Report) respectively. The above losses of GSMB were stated before deducting impairment loss of approximately RMB65.87 million (equivalent to approximately HK\$63.29 million based on the exchange rate used for compilation of the 2005 Annual Report) which was calculated based on the MOU and recorded in the 2005 Annual Report. Please refer to the section headed "Reasons for and benefits of the Termination Agreement" for details of the impairment losses.

REASONS FOR AND BENEFITS OF THE TERMINATION AGREEMENT

GSMB has been facing intense competition in the PRC and, as set out in the preceding section, experienced a loss in 2005. During the year ended 31 December 2005, the Company performed a review of GSMB's operations. Based on the review, the Company proposed to cease the production activities of GSMB and early terminate the Lease Agreement. GSMB will outsource the production activities and focus its resources on distribution and selling of beer products in the future.

It is expected that, subject to audit of the Group's relevant financial statements, the Group will record an estimated total one-off loss of approximately RMB160.04 million (equivalent to approximately HK\$156.90 million) as a result of the Lease Termination and the Asset Sale and the consequential cessation of the production activities of GSMB. Such estimated one-off total loss comprises (i) the charges to be payable by GSMB to GB of approximately RMB32.20 million (equivalent to approximately HK\$31.57 million) as a result of the early termination of the Lease Agreement as described in the section headed "The Lease Termination"; (ii) a loss on the Asset Sale of approximately RMB73.37 million (equivalent to approximately HK\$71.93 million), which is estimated based on the net book value of the Production Assets as shown in GSMB's accounts as at 31 August 2006 prepared under Hong Kong GAAP and the expected further depreciation to be charged to such assets up to 31 October 2006 under Hong Kong GAAP; and (iii) other consequential charges of approximately RMB54.47 million (equivalent to approximately HK\$53.40 million) primarily comprising severance payment of approximately RMB50.19 million (equivalent to approximately HK\$49.21 million) paid and payable by GSMB in order to lay off all its production employees as described in the section headed "Certain changes upon the Lease Termination and the Asset Sale".

Out of the above estimated total one-off loss, the Group has recorded in the 2005 Annual Report an impairment loss of approximately RMB65.87 million (equivalent to approximately HK\$63.29 million based on the exchange rate used for compilation of the 2005 Annual Report) which was calculated based on the MOU and primarily comprised an impairment loss on the Production Assets of approximately RMB58.20 million (equivalent to approximately HK\$55.92 million based on the exchange rate used for compilation of the 2005 Annual Report). It is expected that the Group will record the estimated balance of approximately RMB94.17 million (equivalent to approximately HK\$92.32 million) as a one-off charge in its financial statements for the year ending 31 December 2006, subject to audit.

Pursuant to the Lease Agreement, the current annual rental payable by GSMB to GB amounts to approximately RMB20.70 million (equivalent to approximately HK\$20.29 million) and the current Reserve Fund which GSMB is required to set aside annually amounts to approximately RMB4.33 million (equivalent to approximately HK\$4.25 million). If the Lease Termination does not proceed eventually, the continuing commitment of GSMB to pay rental and set aside Reserve Fund from 1 November 2006 up to 29 November 2020 under the Lease Agreement would in aggregate amount to approximately RMB352.4 million (equivalent to approximately HK\$345.5 million).

The Company has performed a cost-benefit analysis by considering, among other things, the substantial fixed manufacturing costs incurred by GSMB (primarily the factory rental and Reserve Fund payable under the Lease Agreement), the continuing lease commitment of GSMB up to 29 November 2020 under the Lease Agreement, the manufacturing costs to be incurred by GSMB using the toll-processing model instead of running its own manufacturing operation under the Lease Agreement as well as the above one-

off loss which will arise as a result of the Termination Agreement and the consequential cessation of the production activities of GSMB. Details of the cost-benefit analysis will be included in the circular. Based on such cost-benefit review performed by the Company, the Directors consider that the Termination Agreement will provide considerable cost savings in the future operation of GSMB and will strengthen the Group's idea of re-development of the sales and distribution network in the PRC market. The Directors (excluding the independent non-executive Directors who will express their view after receiving advice from the independent financial adviser) consider that the terms of the Termination Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Upon the Lease Termination becoming effective, GSMB will cease to have its own manufacturing operations but will continue to be engaged in the sale and distribution of beer. GSMB will have to source beer products from other manufacturers. Subject to completion of the Termination Agreement, GSMB will principally utilise the toll-processing services of SMGB, a subsidiary of the Company, which is located in the Guangdong Province and principally engaged in the manufacture and sale of beer products. The Company has been expanding the brewery facilities of SMGB in 2006. The Directors consider that SMGB has the necessary expertise to fulfil the manufacturing requirements of GSMB in respect of the beer products. The Directors consider that it is in the interests of the Company for GSMB to utilise the toll-processing services provided by SMGB and other independent manufacturers after the Lease Termination.

GENERAL

Based on the considerations relating to the Lease Termination and the Asset Sale, the respective applicable percentage ratios under the Listing Rules will not be less than 5% but will not be 25% or more. The Lease Termination and the Asset Sale constitute a discloseable transaction under Chapter 14 of the Listing Rules.

GB is a substantial shareholder of GSMB and GSMB is a subsidiary of the Company. Accordingly, GB is a connected person of the Company for the purposes of the Listing Rules. Based on the considerations relating to the Lease Termination and the Asset Sale, the respective applicable percentage ratios under the Listing Rules will not be less than 2.5%. The Lease Termination and the Asset Sale constitute a connected transaction under Chapter 14A of the Listing Rules and are subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, GB and its ultimate beneficial owner and their respective associates do not hold any shareholding interests in and do not have any relationship with SMC or any of its associates (including the Company and Neptunia), and are third parties independent of and not connected with the Company and the directors, chief executive and substantial shareholders of the Company or its subsidiaries or any of their respective associates, save for GB's interest in GSMB and the relevant agreements between GB and SMC's subsidiaries (including GSMB) mentioned in this announcement. No Shareholder is required to abstain from voting if the Company were to convene an extraordinary general meeting for the approval of the Termination Agreement. Moreover, the Company has obtained a written approval from Neptunia, which controls 245,720,800 Shares representing approximately 65.78% of the issued share capital of the Company, in respect of the Termination Agreement and the transactions contemplated thereunder. The Company has applied to the Stock Exchange for a waiver from strict compliance with the requirement to hold a Shareholders' meeting.

An independent board committee comprising Dr. The Hon. Sir David K.P. Li, Mr. Wai Sun Ng and Mr. Ian F. Wade has been appointed to advise the Independent Shareholders and express their opinions on the terms of the Termination Agreement. CIMB-GK Securities (HK) Ltd. has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders and express their views on whether the terms of the Termination Agreement are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Ernst & Young Corporate Finance Limited has been retained as the financial adviser to the Company in relation to the Lease Termination and the Asset Sale. A circular containing, amongst other things, further details of the Termination Agreement, a letter from the Independent Board Committee and a letter from the independent financial adviser will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

Unless the context requires otherwise, the use of capitalised terms in this announcement shall have the following meanings:

"Asset Sale"	the sale of the Production Assets to GB by GSMB in connection with the Lease Termination
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Company"	San Miguel Brewery Hong Kong Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"GAAP"	Generally Accepted Accounting Principles
"GB"	Guangzhou Brewery, a state-owned enterprise established in the PRC
"Group"	the Company and its subsidiaries
"GSMB"	Guangzhou San Miguel Brewery Company Limited, a sino-foreign joint venture entity established in the PRC with limited liability, which is an indirectly owned subsidiary of the Company held as to 70% by San Miguel Guangdong and as to 30% by GB
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Board Committee"	an independent committee of the Board established to advise the Independent Shareholders in respect of the terms of the Termination Agreement
"Independent Shareholders"	Shareholders other than GB and its associates (if they hold any Shares)
"JV Contract"	the joint venture contract dated 3 November 1990 (as amended from time to time) entered into between GB and San Miguel Guangdong in respect of the establishment of GSMB
"Lease Agreement"	the factory lease agreement dated 22 December 1990 (as amended from time to time) entered into between GB and GSMB in respect of the lease of the factory buildings, brewery equipment and related facilities from GB to GSMB
"Lease Termination"	the early termination of the Lease Agreement pursuant to the Termination Agreement
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"MOU"	a non-legally binding memorandum of understanding dated 28 December 2005 entered into between GB and GSMB in respect of the preliminary terms of the Lease Termination and the Asset Sale
"Neptunia"	Neptunia Corporation Limited, an indirect wholly-owned subsidiary of SMC
"New Capital Expenditure"	any qualifying capital expenditure incurred by GSMB on the purchase or construction of any separate and identifiable equipment or building during the term of the Lease Agreement
"PRC"	the People's Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this announcement
"Production Assets"	production assets owned by GSMB to be sold to GB pursuant to the Termination Agreement, including certain separate and identifiable buildings and structures and plant and machinery which qualify as New Capital Expenditure under the Lease Agreement
"RMB"	Renminbi, the lawful currency of the PRC
"Reserve Fund"	a reserve fund set aside annually by GSMB pursuant to the Lease Agreement, for the maintenance of factory buildings, brewery equipment and related facilities leased by GB to GSMB, which in fact is a fee payable to GB annually
"San Miguel Guangdong"	San Miguel (Guangdong) Limited, a company incorporated in Hong Kong with limited liability and a 92.989% subsidiary of the Company
"Shareholders"	the shareholders of the Company
"Shares"	shares of HK\$0.50 each in the Company
"SMC"	San Miguel Corporation, the ultimate controlling shareholder of the Company
"SMGB"	San Miguel (Guangdong) Brewery Company Limited, a company incorporated in the PRC with limited liability and a 92% indirectly owned subsidiary of the Company
"SMIL"	San Miguel International Limited, a wholly-owned subsidiary of SMC
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Termination Agreement"	the agreement dated 29 September 2006 entered into between GB and GSMB in respect of the Lease Termination and the Asset Sale

By Order of the Board
Chong Yoon Fatt
Managing Director

Hong Kong, 29 September 2006

For the purpose of this announcement, unless otherwise indicated, the exchange rate of HK\$1 = RMB1.02 has been used, where applicable, for purpose of illustration only and does not constitute a representation that any amount has been, could have been or may be exchanged at such a rate or at any other rates.

As at the date of this announcement, the Board comprises the executive Director, Mr. Chong Yoon Fatt; the non-executive Directors, Mr. Ramon S. Ang (Chairman), Mr. Faustino F. Galang (Deputy Chairman), Ms. Minerva Lourdes Bibonia, Ms. Ma. Belen C. Buensuceso, Mr. Ferdinand K. Constantino and Mr. Roberto N. Huang; and the independent non-executive Directors, Dr. The Hon. Sir David K.P. Li, Mr. Ng Wai Sun and Mr. Ian F. Wade.