



Chinatrust
中國信託

7 October 2011

The Philippine Stock Exchange, Inc.

3F Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Philippines 1226

Attention : **Janet A. Encarnacion**
Head, Disclosure Department

Madam:

Please be advised that the Board of Directors ("Board") in its special meeting today has issued the following resolutions:

"Resolved, that the Bank is hereby authorized to file a petition for voluntary delisting with the Philippine Stock Exchange (PSE), and to notify the Bangko Sentral ng Pilipinas (BSP) of such;

Resolved further, that the Bank is hereby authorized to purchase the outstanding shares through a tender offer in accordance with the rules of the PSE, subject to prior regulatory approval;

Resolved further, that the tender offer price shall be set at a reasonable price in accordance with the valuation to be made by an independent third party duly accredited by the PSE;

Resolved lastly, that the President and CEO or any of his designates are hereby authorized to do such acts, and execute such documents necessary and incidental to implement the foregoing resolutions."

The above resolutions were issued for the reason that:

The recent requirement to increase public float to 10% has given the Bank the opportunity to evaluate its long-term strategic goals and objectives and further align them with the Parent Bank's other foreign branches and subsidiaries. As such, the Bank believes that, with its strong capital position, it will be able to pursue seamlessly its strategic objectives and deliver enhanced value to its stakeholders and valued clients without being a publicly listed entity.

In the same meeting, the Board also approved the following:

Setting the special stockholders' meeting on **15 December 2011** mainly for the purpose of obtaining the approval for the Bank to purchase the outstanding shares through a tender offer in accordance with the rules of the PSE, subject to prior regulatory approval. The



Chinatrust
中國信託

setting of the special shareholders' meeting is in accordance with Section 10 (g) Article II of the By-laws requiring the affirmative vote of at least two-third (2/3) of the issued shares of the repurchase by the Bank of the outstanding shares.

- a. Setting the record date to November 15, 2011, Tuesday.
- b. Creation of Committee of Inspectors, designation of dates for submission of proxies, and for validation of proxies, as follows:
 1. Members of the Committee of Inspectors:
 - i. Atty. Regina P. Geraldez or her authorized representative
 - ii. Zimar B. Mendiola
 - iii. Representative from Stock Transfer Services, Inc.
 - iv. Representative from the Bank's Internal Audit Division
 2. Last day for submission of proxies: December 1, 2011
 3. Validation date of proxies: December 8, 2011
- c. Venue: South A & B rooms, 25th Floor of Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue corner Paseo de Roxas, Makati City.

The Corporation shall file the petition for voluntary delisting in due course.

Very truly yours,

For the Board of Directors:

Mark Chen, President and CEO

Atty. Maritess Parilla-Elbinias, VP
Legal Department Head and CIO