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中銀香港(控股)有限公司

BOC HONG KONG (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

(the “Company”, Stock Code: 2388)

ANNOUNCEMENT

This announcement is made by the Company pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”).

Reference is made to the joint announcements made by Bank of China Limited and the Company on 21 May 2015 and 14 July 2015 and the announcement made by the Company on 26 August 2015 in respect of the disposal of 100% interest in Nanyang Commercial Bank, Limited held by Bank of China (Hong Kong) Limited (“**BOCHK**”), a direct wholly-owned subsidiary of the Company (the “**Potential Disposal**”), by way of public bidding via Beijing Financial Assets Exchange (“**CFAE**”) (the “**Bidding Process**”).

The board of directors of the Company (the “**Board**”) announces that Cinda Financial Holdings Co., Limited (“**Cinda Financial**”), a company that is indirectly 100% owned by China Cinda Asset Management Co., Ltd. (Stock Code: 1359) will be, subject to the receipt of a cash deposit and a performance bond from Cinda Financial, confirmed by CFAE as the only qualified bidder in accordance with the procedures, rules and requirements regarding the Potential Disposal published on the website of CFAE on 15 July 2015 (the “**Procedures**”). BOCHK has been notified that Cinda Financial has, on the date of this announcement (i) paid the cash deposit to CFAE and (ii) delivered the payment-on-demand performance bond to BOCHK and CFAE for the benefit of BOCHK, in order to secure its status as a qualified bidder in the Bidding Process and to guarantee its performance of certain undertakings given in favour of BOCHK and CFAE in relation to its participation in the Bidding Process pursuant to an undertaking letter executed by Cinda Financial on 25 August 2015 (the “**Undertaking Letter**”). The circumstances under which (i) the cash deposit will be forfeited or refunded and (ii) the amount payable under the performance bond will be called or lapsed are and/or will be set out in the Procedures, the Undertaking Letter and the sale and purchase agreement in relation to the Potential Disposal (if entered into by the parties).

The next step of the Bidding Process after the receipt of the cash deposit and the performance bond is that Cinda Financial will be invited to enter into negotiations with BOCHK on the terms of the Potential Disposal with the intention to execute the sale and purchase agreement after Cinda Financial has obtained the requisite in-principle regulatory approvals for its acquisition. The Company will make further announcement(s) in compliance with the Listing Rules and/or Part XIVA of the SFO as and when appropriate or required.

The Board wishes to emphasise that, as the terms of the Potential Disposal are subject to the agreement between the parties, and requisite regulatory and other approvals will need to be obtained, there is currently no certainty that the Potential Disposal will materialise or ultimately be consummated. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the securities of the Company.

By Order of the Board
CHAN Chun Ying
Company Secretary

Hong Kong, 15 September 2015

As at the date of this announcement, the Board comprises Mr. TIAN Guoli (Chairman), Mr. CHEN Siqing* (Vice Chairman), Mr. YUE Yi (Vice Chairman and Chief Executive), Mr. GAO Yingxin*, Mr. LI Jiuzhong, Madam CHENG Eva**, Mr. KOH Beng Seng**, Mr. SHAN Weijian** and Mr. TUNG Savio Wai-Hok**.*

* *Non-executive Directors*

** *Independent Non-executive Directors*