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Voting Results of Annual General Meeting and Extraordinary General Meeting held on 28 June 2017

The Board of Directors (the “**Board**”) of the Company is pleased to announce the voting results of the Annual General Meeting (the “**AGM**”) and the Extraordinary General Meeting (the “**EGM**”) of the Company held on Wednesday, 28 June 2017 at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong. The AGM and EGM were chaired by Mr. YUE Yi, the Vice Chairman and Chief Executive of the Company. As stated in the notices of the AGM and EGM both dated 20 April 2017, all the proposed resolutions at the AGM and EGM were voted on by poll. Computershare Hong Kong Investor Services Limited, the Company’s share registrar, was appointed by the Company as the scrutineer for the vote-taking at the AGM and EGM.

Voting Results of the AGM

The number of issued shares of the Company as at the date of the AGM was 10,572,780,266 shares, which was the total number of shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM. Shareholders and authorised proxies holding an aggregate of 8,539,812,151 shares, representing 80.7717% of the total number of shares of the Company in issue were present at the AGM.

All resolutions at the AGM were approved by the shareholders. The poll voting results in respect of each resolution proposed at the AGM were as follows:

Ordinary Resolutions		No. of Votes (Percentage of Total Number of Votes)	
		For	Against
1.	To receive and consider the audited Financial Statements and the Reports of Directors and of the Auditor of the Company for the year ended 31 December 2016.	8,533,043,159 (99.9979%)	182,002 (0.0021%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
2.	To declare a final dividend of HK\$0.625 per share for the year ended 31 December 2016.	8,533,237,309 (99.9974%)	219,002 (0.0026%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.(a)	To re-elect Mr. TIAN Guoli as a Director of the Company.	7,281,948,995 (85.3533%)	1,249,584,316 (14.6467%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(b)	To re-elect Mr. CHEN Siqing as a Director of the Company.	7,556,437,922 (88.5721%)	974,963,389 (11.4279%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(c)	To re-elect Mr. LI Jiuzhong as a Director of the Company.	8,491,981,074 (99.7003%)	25,528,054 (0.2997%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(d)	To re-elect Mdm. CHENG Eva as a Director of the Company.	8,518,348,908 (99.8260%)	14,851,403 (0.1740%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
(e)	To re-elect Dr. CHOI Koon Shum as a Director of the Company.	8,442,492,103 (98.9371%)	90,702,208 (1.0629%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

Ordinary Resolutions		No. of Votes (Percentage of Total Number of Votes)	
		For	Against
4.	To fix Directors' fees at HK\$400,000 per annum to each Director.	8,530,315,359 (99.9653%)	2,959,702 (0.0347%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5.	To re-appoint Ernst & Young as Auditor of the Company and authorise the Board of Directors or a duly authorised Committee of the Board to determine the remuneration of the Auditor.	8,436,891,354 (98.8704%)	96,395,957 (1.1296%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
6.	To grant a general mandate to the Board of Directors to allot, issue and deal with additional shares in the Company, not exceeding 20% or, in the case of issue of shares solely for cash and unrelated to any asset acquisition, not exceeding 5% of the total number of shares of the Company in issue as at the date of passing this Resolution.	7,152,171,820 (83.8161%)	1,381,001,491 (16.1839%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
7.	To grant a general mandate to the Board of Directors to buy back shares in the Company, not exceeding 10% of the total number of shares of the Company in issue as at the date of passing this Resolution.	8,531,043,040 (99.9817%)	1,560,802 (0.0183%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		No. of Votes (Percentage of Total Number of Votes)	
		For	Against
8.	Conditional on the passing of Resolutions 6 and 7, to extend the general mandate granted by Resolution 6 by adding thereto of the total number of shares of the Company bought back under the general mandate granted pursuant to Resolution 7.	7,257,037,160 (85.0459%)	1,276,044,650 (14.9541%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Shareholders may refer to the circular of the Company dated 20 April 2017 (the “**Circular**”) for details of the above resolutions. The Circular may be viewed and downloaded from the website of the Company at www.bochk.com or the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

Voting Result of the EGM

Terms used in the circular dated 9 January 2017 (the “**EGM Circular**”) to the shareholders of the Company in relation to the Continuing Connected Transactions and the New Caps shall have the same meanings when used herein unless the context requires otherwise. The EGM Circular may be viewed and downloaded from the Company’s website at www.bochk.com or the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

The number of issued shares of the Company as at the date of the EGM was 10,572,780,266 shares, which was the total number of shares entitling the holders to attend the EGM. Bank of China Limited and its associates, which have a material interest in the Continuing Connected Transactions, abstained from voting on the proposed resolution at the EGM. The total number of shares held by the Independent Shareholders entitled to attend and vote for or against the resolution proposed at the EGM was 3,572,770,993. Independent Shareholders and authorised proxies of Independent Shareholders holding an aggregate of 1,596,506,036 shares, representing 15.1002% of the total number of shares of the Company in issue were present at the EGM.

The resolution at the EGM was approved by the Independent Shareholders. The poll voting result in respect of the resolution proposed at the EGM was as follows:

Ordinary Resolution	No. of Votes (Percentage of Total Number of Votes)	
	For	Against
THAT the Continuing Connected Transactions and the New Caps, as defined and described in the circular dated 9 January 2017 to the shareholders of the Company, be and are hereby confirmed, approved and ratified.	1,586,874,473 (99.7743%)	3,589,302 (0.2257%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

By Order of the Board
 LUO Nan
 Company Secretary

Hong Kong, 28 June 2017

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. REN Deqi*, Mr. GAO Yingxin*, Mr. LI Jiuzhong, Madam CHENG Eva**, Dr. CHOI Koon Shum**, Mr. KOH Beng Seng** and Mr. TUNG Savio Wai-Hok**.*

* *Non-executive Directors*

** *Independent Non-executive Directors*