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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

### Voting Results of Annual General Meeting held on 20 May 2010 and Retirement of Independent Non-Executive Director

The Board of Directors of the Company (together with its subsidiaries, the “Group”) is pleased to announce the voting results of the Annual General Meeting (the “AGM”) of the Company held on Thursday, 20 May 2010 at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong. The AGM was chaired by Mr. Xiao Gang, the Chairman of the Company. As stated in the notice of the AGM dated 13 April 2010, all the proposed resolutions at the AGM 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.

#### 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 10,356,537,733 shares, representing 97.9547% of the total issued share capital of the Company 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:

Resolutions		No. of Votes (%)	
		For	Against
1.	To receive and consider the audited Statement of Accounts and the Reports of the Directors and of the Auditors of the Company for the year ended 31 December 2009.	8,348,957,722 (99.9769%)	1,929,000 (0.0231%)
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\$0.57 per share for the year ended 31 December 2009.	8,500,568,313 (99.9917%)	708,002 (0.0083%)
	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 elect Mr. LI Lihui as a Director of the Company.	8,409,686,538 (98.9630%)	88,121,777 (1.0370%)
	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 Mdm. ZHANG Yanling as a Director of the Company.	8,277,321,462 (99.5674%)	35,960,453 (0.4326%)
	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. GAO Yingxin as a Director of the Company.	8,277,321,964 (99.5674%)	35,959,951 (0.4326%)
	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 Mr. TUNG Chee Chen as a Director of the Company.	8,423,363,320 (99.1241%)	74,432,495 (0.8759%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
4.	To re-appoint PricewaterhouseCoopers as Auditors of the Company and authorise the Board of Directors or a duly authorised Committee of the Board to determine their remuneration.	8,498,418,815 (99.9667%)	2,832,000 (0.0333%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
5.	Special business: 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 issued share capital of the Company as at the date of this Resolution.	7,690,479,417 (90.4417%)	812,762,398 (9.5583%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
6.	Special business: To grant a general mandate to the Board of Directors to repurchase shares in the Company, not exceeding 10% of the issued share capital of the Company as at the date of this Resolution.	8,501,560,813 (99.9803%)	1,675,002 (0.0197%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

7.	Special business: Conditional on the passing of Resolutions 5 and 6, to extend the general mandate granted by Resolution 5 by adding thereto the shares repurchased pursuant to the general mandate granted by Resolution 6.	7,773,932,741 (91.4271%)	728,945,606 (8.5729%)
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 (the “**Circular**”) dated 13 April 2010 for details of the above resolutions. The Circular may be viewed and downloaded from the Company’s website at [www.bochk.com](http://www.bochk.com) or the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

### **Retirement of Independent Non-Executive Director**

The Board of Directors of the Company announces that Madam Yang Linda Tsao has retired as an Independent Non-Executive Director of the Company and its principal operating subsidiary, Bank of China (Hong Kong) Limited with effect from the conclusion of the Company’s AGM held on 20 May 2010. Madam Yang has confirmed that she has no disagreement with the Board of Directors that needs to be brought to the attention of the Company’s shareholders and that there are no matters with respect to her retirement that need to be brought to the attention of the Company’s shareholders.

The Board wishes to thank Madam Yang for her valuable contributions to the Group during her tenure of office and wishes her a happy retirement.

By Order of the Board  
**Jason C.W. Yeung**  
*Company Secretary*

Hong Kong, 20 May 2010

*As at the date hereof, the Board of Directors of the Company comprises Mr. XIAO Gang\* (Chairman), Mr. LI Lihui\* (Vice-chairman), Mr. HE Guangbei (Vice-chairman and Chief Executive), Mr. LI Zaohang\*, Mr. ZHOU Zaiqun\*, Mdm. ZHANG Yanling\*, Mr. GAO Yingxin, Dr. FUNG Victor Kwok King\*\*, Mr. KOH Beng Seng\*\*, Mr. SHAN Weijian\*\*, Mr. TUNG Chee Chen\*\* and Mr. TUNG Savio Wai-Hok \*\*.*

\* *Non-executive Directors*

\*\* *Independent Non-executive Directors*