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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 and Extraordinary General Meeting held on 25 May 2011

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”) and the Extraordinary General Meeting (the “EGM”) of the Company held on Wednesday, 25 May 2011 at Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong. The AGM and EGM were chaired by Mr. Xiao Gang, the Chairman of the Company. As stated in the notices of the AGM and EGM both dated 12 April 2011, 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 10,359,163,269 shares, representing 97.98% 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 Auditor of the Company for the year ended 31 December 2010.	8,400,531,671 (99.9773%)	1,903,714 (0.0227%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Resolutions		No. of Votes (%)	
		For	Against
2.	To declare a final dividend of HK\$0.572 per share for the year ended 31 December 2010.	8,401,118,518 (99.9838%)	1,364,008 (0.0162%)
	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. HE Guangbei as a Director of the Company.	8,373,524,839 (99.6552%)	28,973,687 (0.3448%)
	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. LI Zaohang as a Director of the Company.	8,360,061,126 (99.4953%)	42,409,900 (0.5047%)
	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 Dr. FUNG Victor Kwok King as a Director of the Company.	8,390,731,768 (99.8602%)	11,744,758 (0.1398%)
	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. SHAN Weijian as a Director of the Company.	8,388,283,521 (99.8314%)	14,168,005 (0.1686%)
	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 Auditor of the Company and authorise the Board of Directors or a duly authorised Committee of the Board to determine their remuneration.	8,399,996,618 (99.9704%)	2,483,408 (0.0296%)
	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 passing this Resolution.	7,606,476,433 (90.6026%)	788,956,593 (9.3975%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

Resolutions		No. of Votes (%)	
		For	Against
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 passing this Resolution.	8,399,748,518 (99.9677%)	2,714,508 (0.0323%)
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.	7,608,574,675 (90.6281%)	786,810,210 (9.3719%)
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 12 April 2011 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).

### **Voting Result of the EGM**

Terms used in the circular (the “**EGM Circular**”) dated 20 January 2011 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](http://www.bochk.com) or the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://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 3,568,070,880. Independent Shareholders and authorised proxies of Independent Shareholders holding an aggregate of 3,418,678,255 shares, representing 32.33% of the total issued share capital of the Company 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:

Resolution	No. of Votes (%)	
	For	Against
THAT the Continuing Connected Transactions and the New Caps, as defined and described in the circular dated 20 January 2011 to the shareholders of the Company, be and are hereby confirmed, approved and ratified.	1,462,904,642 (99.9108%)	1,305,508 (0.0892%)
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  
**Chan Chun Ying**  
*Company Secretary*

Hong Kong, 25 May 2011

*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*