

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in BOC Hong Kong (Holdings) Limited (中銀香港(控股)有限公司), you should at once hand this circular and the accompanying proxy form and, if applicable, the Annual Report 2011 or the Summary Financial Report 2011 to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**Notice of Annual General Meeting**

and

**Proposed General Mandates to Issue and Repurchase Shares**

A notice convening the Annual General Meeting of BOC Hong Kong (Holdings) Limited to be held at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Tuesday, 29 May 2012 at 2:00 p.m. (registration will begin at 1:15 p.m.) is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, you are advised to read the notice and to complete and return the enclosed proxy form, in accordance with the instructions printed thereon, to the registered office of BOC Hong Kong (Holdings) Limited at 52nd Floor, Bank of China Tower, 1 Garden Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion of the proxy form and its return will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

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## DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	means the annual general meeting of the Company convened to be held on Tuesday, 29 May 2012 at 2:00 p.m. (registration will begin at 1:15 p.m.) at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong;
“Board” or “Board of Directors”	means the Board of Directors of the Company;
“BOC”	means Bank of China Limited, a joint stock commercial bank with limited liability established under the laws of the PRC, the H shares and A shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange respectively;
“BOC (BVI)”	means BOC Hong Kong (BVI) Limited, a company incorporated under the laws of the British Virgin Islands, the immediate holding company of the Company and a wholly-owned subsidiary of BOCHKG;
“BOCHK”	means Bank of China (Hong Kong) Limited, a company incorporated under the laws of Hong Kong and a wholly-owned subsidiary of the Company;
“BOCHKG”	means BOC Hong Kong (Group) Limited, a company incorporated under the laws of Hong Kong and a wholly-owned subsidiary of BOC;
“BOCI”	means BOC International Holdings Limited, a company incorporated under the laws of Hong Kong and an indirect wholly-owned subsidiary of BOC;
“BOC Life”	means BOC Group Life Assurance Company Limited, a company incorporated under the laws of Hong Kong, in which the Company and BOC hold equity interests of 51% and 49% respectively;
“Central Huijin”	means Central Huijin Investment Ltd.;
“Chiyu”	means Chiyu Banking Corporation Limited, a company incorporated under the laws of Hong Kong, in which BOCHK holds an equity interest of 70.49%;
“Committee(s)”	means the committee(s) established by the Board of Directors from time to time;
“Companies Ordinance”	means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong;
“Company”	means BOC Hong Kong (Holdings) Limited, a company incorporated under the laws of Hong Kong, the shares of which are listed on the Hong Kong Stock Exchange;
“Director(s)”	means the director(s) of the Company;
“Group”	means the Company and its subsidiaries;
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC;

## DEFINITIONS

“Latest Practicable Date”	means 30 March 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“Nanyang”	means Nanyang Commercial Bank, Limited, a company incorporated under the laws of Hong Kong and a wholly-owned subsidiary of BOCHK;
“NCB (China)”	means Nanyang Commercial Bank (China), Limited, a company incorporated under the laws of the PRC and an indirect wholly-owned subsidiary of the Company;
“PRC”	means the People’s Republic of China;
“SFO”	means the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	means the share(s) of HK\$5.00 each in the share capital of the Company;
“Share Repurchase Mandate”	means the proposed general mandate to repurchase shares;
“Share Repurchase Resolution”	means the proposed resolution to approve the grant of the Share Repurchase Mandate; and
“Stock Exchange” or “Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited.



中銀香港(控股)有限公司

BOC HONG KONG (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

**Board of Directors:**

Mr. XIAO Gang (Chairman) \*  
Mr. LI Lihui (Vice Chairman) \*  
Mr. HE Guangbei (Vice Chairman and Chief Executive)  
Mr. LI Zaohang \*  
Mr. ZHOU Zaiqun \*  
Mr. CHEN Siqing \*  
Mr. GAO Yingxin  
Dr. FUNG Victor Kwok King \*\*  
Mr. KOH Beng Seng \*\*  
Mr. SHAN Weijian \*\*  
Mr. TUNG Chee Chen \*\*  
Mr. TUNG Savio Wai-Hok \*\*

**Registered Office:**

52nd Floor  
Bank of China Tower  
1 Garden Road  
Hong Kong

\* *Non-executive Directors*

\*\* *Independent Non-executive Directors*

13 April 2012

Dear Shareholders,

On behalf of the Board of Directors, I invite you to attend the AGM to be held on Tuesday, 29 May 2012 at 2:00 p.m. at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong. **The AGM offers a valuable opportunity for you to meet the members of our Board and senior management and to ask questions on the operation, management and other issues relating to the Group.**

The items of business to be considered at the AGM are described in detail in the notice of the AGM which follows this letter. **Your participation at the AGM is very important and you can exercise your right to vote whether you choose to attend the meeting or not.** If you are unable to attend the AGM in person, the Board encourages you to vote by completing and returning the enclosed proxy form. Even if you have done so, you may still attend and vote in person at the AGM if you so wish.

The Board believes sound corporate governance is crucial to our development in the long term and aspires to a high standard of governance. **As part of our ongoing efforts to enhance our corporate governance and transparency, we have provided in this circular background information to the resolutions to be proposed at the AGM** (see Appendix I and Appendix III), **biographical details of the retiring Directors standing for re-election** (see Appendix II) **and information on voting and other issues relating to the AGM** in the form of "Frequently Asked Questions" (see Appendix IV) so that shareholders have a better understanding of their rights and can make an informed decision in relation to the subject matters of the AGM.

## LETTER FROM THE CHAIRMAN

**All resolutions put to shareholders at the AGM will be voted on by poll.** For such purpose, the Company has engaged Computershare Hong Kong Investor Services Limited, the Company's share registrar, to act as the scrutineer. **Results of the poll voting will be published on the Company's website at [www.bochk.com](http://www.bochk.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk).**

**The Board considers that all resolutions proposed for consideration and approval by the shareholders at the AGM are in the best interests of the Company and its shareholders as a whole.** Accordingly, the Board recommends the shareholders to vote in favour of the proposed resolutions.

We look forward to seeing you and answering your questions at the AGM.

Yours faithfully,  
**XIAO Gang**  
*Chairman*

## NOTICE OF ANNUAL GENERAL MEETING



### 中銀香港(控股)有限公司

BOC HONG KONG (HOLDINGS) LIMITED

*(Incorporated in Hong Kong with limited liability)*

(the "Company")

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held on Tuesday, 29 May 2012 at 2:00 p.m. (registration will begin at 1:15 p.m.) at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong for the purpose of transacting the following businesses:

### ORDINARY BUSINESS

1. To receive and consider the audited Statement of Accounts and the Reports of Directors and of the Auditor of the Company for the year ended 31 December 2011.
2. To declare a final dividend of HK\$0.558 per share for the year ended 31 December 2011.
3. To re-elect Directors.
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 the remuneration of the Auditor.

### SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification the following ordinary resolutions:

5. **"THAT:**
  - (A) subject to paragraph (B) of this Resolution, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require Shares to be allotted, issued, granted, distributed or otherwise dealt with during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;
  - (B) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion or otherwise) by the Board of Directors pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to:
    - (i) a Rights Issue; or
    - (ii) the exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into Shares; or
    - (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the Articles of Association of the Company from time to time; or
    - (iv) any share option scheme or savings-based share option plans or similar arrangement for the time being adopted by the Company for the grant or issue to eligible participants of such scheme, plan or arrangement of Shares or rights to acquire Shares, including without limitation pursuant to the rules of the Company's 2002 Share Option Scheme and 2002 Sharesave Plan, both of which were adopted by shareholders of the Company on 10 July 2002,

shall not exceed the aggregate of:

- (a) 20% or, in the case of issue of Shares solely for cash and unrelated to any asset acquisition, 5% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution; and

## NOTICE OF ANNUAL GENERAL MEETING

- (b) (if the Board of Directors is so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of the issued share capital of the Company purchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution),

and the said approval shall be limited accordingly; and

(C) for the purpose of this Resolution:

- (i) "Relevant Period" means the period from (and including) the date of passing this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by any applicable law to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting;

- (ii) "Rights Issue" means an offer of Shares open for a period fixed by the Board of Directors to the holders of Shares whose names appear on the Register of Members of the Company (and, if appropriate, to the holders of warrants and other securities which carry a right to subscribe or purchase Shares on the relevant register) on a fixed record date in proportion to their holdings of such Shares (and, if appropriate, such warrants and other securities) as at that date (subject to such exclusions or other arrangements as the Board of Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company); and

- (iii) "Shares" means ordinary shares of HK\$5.00 each in the capital of the Company."

6. "THAT:

- (A) subject to paragraph (B) of this Resolution, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, including the Hong Kong Code on Share Repurchases and the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time), be and is hereby generally and unconditionally approved;

- (B) the aggregate nominal amount of Shares which may be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (A) of this Resolution shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(C) for the purpose of this Resolution:

- (i) "Relevant Period" means the period from (and including) the date of passing this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by any applicable law to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting;

- (ii) "Shares" means ordinary shares of HK\$5.00 each in the capital of the Company."



## NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional on the passing of Resolutions 5 and 6, the general mandate granted to the Board of Directors to exercise the powers of the Company to allot, issue, grant, distribute or otherwise deal with additional Shares in the Company pursuant to Resolution 5 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the issued share capital of the Company purchased by the Company under the general mandate granted pursuant to Resolution 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing Resolutions 5 and 6.”

By Order of the Board  
**CHAN Chun Ying**  
Company Secretary

Hong Kong, 13 April 2012

*Registered Office:*  
52nd Floor  
Bank of China Tower  
1 Garden Road  
Hong Kong

*Notes:*

1. All resolutions put to shareholders at the annual general meeting will be voted on by poll.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or two proxies to attend and vote instead of him/her. A proxy need not be a member of the Company, but must attend the meeting in person to represent him/her.
3. In order to be valid, the instrument appointing a proxy together with the duly signed power of attorney or other authority, if any, or a notarially certified copy of such documents, should be deposited at the registered office of the Company at least 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the meeting or any adjournment thereof should he/she so wish.
4. The Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend and vote at the meeting, from Thursday, 24 May 2012 to Tuesday, 29 May 2012 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 23 May 2012.
5. The Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to the proposed final dividend, from Monday, 4 June 2012 to Thursday, 7 June 2012 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 1 June 2012.
6. In relation to Resolution 3, each of the retiring Independent Non-executive Directors standing for re-election, namely, Mr. KOH Beng Seng and Mr. TUNG Savio Wai-Hok, has given an annual confirmation of his independence to the Company. Based on such confirmation and the information available to the Board, and by reference to the "Policy on Independence of Directors" adopted by the Board which sets out more stringent independence criteria than those contained in the Listing Rules, the Board considers that Mr. KOH and Mr. TUNG are independent. Further, in view of their extensive knowledge and experience, the Board believes that the re-election of Mr. KOH and Mr. TUNG is in the best interests of the Company and the shareholders as a whole.
7. In relation to Resolution 6, an explanatory statement (as required by the Listing Rules) is set out in Appendix III of this circular.
8. By Resolutions 5 and 7, approval is being sought from members, as a general mandate in compliance with section 57B of the Companies Ordinance and the Listing Rules, so that in the event it becomes desirable for the Company to issue any new Shares, the Board of Directors is given the flexibility and discretion to allot and issue new Shares up to 20% or 5% (as the case may be) of the issued share capital of the Company, together with such number of Shares as may be purchased by the Company pursuant to the general mandate under Resolution 6, as more particularly described in Resolutions 5, 6 and 7.
9. In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint shareholding. Accordingly, investors who wish to have joint shareholding in the Company should bear in mind the above provision when they decide the way in which their names being provided for share registration.

## APPENDIX I BUSINESS OF ANNUAL GENERAL MEETING

### 1. Audited financial statements for the year ended 31 December 2011

The results of the Group for the year ended 31 December 2011 are set out in the Company's Annual Report 2011 and a summary thereof is contained in the Company's Summary Financial Report 2011. Both Reports are available in English and Chinese and may be downloaded from the Company's website at [www.bochk.com](http://www.bochk.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk). You may also obtain a copy of either Report (in English or Chinese or both) free of charge from the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or by sending your request via email to [bochk.ecom@computershare.com.hk](mailto:bochk.ecom@computershare.com.hk).

If you have any queries about the collection of the Reports or the accessment of those corporate communications on the Company's website, please make calls to the Company at (852) 2846 2700.

### 2. Declaration of 2011 final dividend

The Board has recommended a final dividend of HK\$0.558 per Share which is subject to approval of shareholders at the AGM. If approved, the final dividend will be paid on Friday, 15 June 2012 to shareholders whose names appear on the Register of Members of the Company on Thursday, 7 June 2012. Together with the interim dividend of HK\$0.63 per Share declared in August 2011, the total dividend payout for 2011 would be HK\$1.188 per Share.

### 3. Re-election of Directors

In accordance with Article 103 of the Company's Articles of Association, any Director newly appointed by the Board shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election. Accordingly, Mr. CHEN Siqing, being a Director so appointed, shall retire at the forthcoming annual general meeting and, being eligible, offer himself for election.

In accordance with Article 98 of the Company's Articles of Association, at each annual general meeting, one-third of the Directors or the nearest number to but not less than one-third of the Directors shall retire from office by rotation and be eligible for re-election. Accordingly, Mr. XIAO Gang, Mr. ZHOU Zaiqun, Mr. KOH Beng Seng and Mr. TUNG Savio Wai-Hok will retire by rotation at the AGM, and, being eligible, offer themselves for re-election. Separate resolutions will be proposed at the AGM for the re-election of each of the aforesaid retiring Directors who offer themselves for re-election.

Information on the biographical details of the retiring Directors standing for re-election and their respective attendance records at Board and Committee meetings (if any) is set out in Appendix II of this circular.

All of the retiring Directors are appointed for a term of approximately 3 years subject to rotation in accordance with the Company's Articles of Association. The aforesaid 3 years term will commence from the date of the annual general meeting for the year in which their respective original term expires until the date of the third annual general meeting thereafter. Formal letters of appointment are in place to set out the key terms and conditions in relation to their respective appointments. None of the retiring Directors have any service contracts with the Company.

As a Director of the Company, each of the retiring Directors is entitled to receive a Director's fee of HK\$200,000 per annum together with additional fees for any service rendered for the Board Committee(s), such fees are HK\$100,000 per annum for serving as a Committee chairman and HK\$50,000 per annum for serving as a Committee member. The present scale of Director's fees were determined with reference to the duties and responsibilities with the Company and prevailing market conditions, and were approved by the shareholders at previous general meetings of the Company.

Mr. XIAO Gang is currently an Executive Director and the Chairman of BOC. He is also a Director of BOC (BVI) and BOCHK, the substantial shareholders of the Company within the meaning of Part XV of the SFO. In addition, Mr. CHEN Siqing is an Executive Vice President of BOC. BOC is the controlling shareholder of the Company within the meaning of Part XV of the SFO. Save as disclosed above and in their biographical details set out in Appendix II of this circular, none of the retiring Directors has any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

All of the retiring Directors are also directors of BOCHK, the principal operating subsidiary of the Company. In addition, Mr. ZHOU Zaiqun is also a director of certain subsidiaries of the Group other than BOCHK. Save as disclosed above and in the biographical details of the retiring Directors set out in Appendix II of this circular, none of the retiring Directors hold any position with the Company or any of its subsidiaries.

## APPENDIX I BUSINESS OF ANNUAL GENERAL MEETING

As at the Latest Practicable Date, Mr. ZHOU Zaiqun had certain outstanding options being granted by BOC(BVI) Limited, the Company's immediate holding company, pursuant to a Pre-Listing Share Option Scheme to subscribe for 1,084,500 Shares, representing approximately 0.01% of the issued share capital of the Company. Further details of such interests in the Shares are set out in the Report of the Directors of the Annual Report 2011 of the Company. Save as disclosed above, none of the retiring Directors has any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the retiring Directors that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Listing Rule 13.51(2).

#### 4. Re-appointment of Auditor

Pursuant to the "Policy on External Auditors" adopted by the Board, the Audit Committee reviewed and monitored and was satisfied with the independence and objectivity of PricewaterhouseCoopers, the Group's external auditor, and the effectiveness of their audit procedures, based on the principles and standards set out in the policy that were in line with international best practices. Upon the recommendation of the Audit Committee, the Board will propose that PricewaterhouseCoopers be re-appointed as auditor of the Group at the AGM. Subject to authorisation by the shareholders, the Board will authorise the Audit Committee to determine the remuneration of PricewaterhouseCoopers.

For 2011, the fee charged by PricewaterhouseCoopers was HK\$38 million, of which HK\$32 million was for audit services and HK\$6 million related to other services. For 2010, the fee charged by PricewaterhouseCoopers was HK\$39 million, of which HK\$31 million was for audit services and HK\$8 million related to other services.

The Audit Committee was satisfied that the non-audit services did not affect the independence of PricewaterhouseCoopers. The amount paid to PricewaterhouseCoopers for non-audit services in 2011 comprised mainly the tax-related services fee of approximately HK\$2 million, and other non-audit services fee of approximately HK\$4 million.

#### 5. General Mandates to issue and repurchase Shares

The Board is aware of the investors' concerns on possible dilution of the shareholders' value resulting from the exercise of the general mandate to issue Shares. In 2011, the Board had voluntarily restricted the general mandate to issue Shares to 5% (as opposed to 20% permitted under the Listing Rules) of the issued share capital of the Company for approval by shareholders at the 2011 annual general meeting if the Shares are issued solely for cash and unrelated to any asset acquisition, otherwise the mandate to issue Shares will remain at 20%.

At the annual general meeting of the Company held on 25 May 2011, the Board was granted general mandates (i) to allot, issue and otherwise deal with Shares up to 20%, or in the case of issue of Shares solely for cash and unrelated to any asset acquisition, 5% of the issued share capital of the Company as at the date thereof, plus the aggregate number of Shares purchased by the Company; and (ii) to purchase Shares on the Stock Exchange up to 10% of the issued share capital of the Company as at the date thereof. Under the Companies Ordinance and the Listing Rules, these general mandates will lapse at the conclusion of the AGM, unless renewed at that meeting.

Taking into consideration of the above and on the basis of full commitment of the Company to adopt a high standard of corporate governance, the Board proposes, as in the previous year, to restrict the general mandate to issue and allot Shares up to 5% (as opposed to 20% permitted under the Listing Rules) of the issued share capital of the Company as at the date of passing the relevant resolutions if the Shares are issued solely for cash and unrelated to any asset acquisition, otherwise the mandate to issue Shares will remain at 20%. As further safeguard of shareholders' rights, the Board has adopted the following internal policies for the exercise of such power in the case of an issue of Shares solely for cash:

- (a) The Board will not exercise the mandate at a discount that will result in significant dilution of shareholders' value; and
- (b) The Board will have regard to factors such as the Group's capital adequacy ratio and in particular, its Tier 1 capital, cost and benefit of raising Tier 2 capital, need for cash for the Group's business development, the principle that shareholders should be treated equally, pro-rata rights of shareholders and the alternative of doing a rights issue.

## APPENDIX I BUSINESS OF ANNUAL GENERAL MEETING

The exercise of the Share Repurchase Mandate, on the other hand, will generally lead to an enhancement in shareholders' value in terms of, among others, net assets or earnings per share and return on equity. Accordingly, the Board proposes to maintain the Share Repurchase Mandate at 10% of the Company's issued share capital as at the date of shareholders' approval, as in year 2011. Again, for good corporate governance, the Board has adopted the following internal policies for the exercise of such power:

- (a) The Board will exercise the power upon the occurrence of the triggering events, namely:
- Market price of the Shares is lower than the fair value of the Shares.
  - The Group has surplus funds which is in excess of its short to mid term development requirements.
  - The Board considers it proper and appropriate to exercise the power for enhancing the return on equity or net assets or earnings per Share of the Company.
- (b) In general, such purchases will be made on the Stock Exchange. However, if it is expected that the size of the purchases may lead to a disorderly market for the Shares, then the Board will consider to make the purchases through a general offer, i.e. in proportion to the shareholding of all existing shareholders.
- (c) The purchase price should not be higher than the fair value of the Shares.

As at the Latest Practicable Date, the issued share capital of the Company comprised 10,572,780,266 Shares. Subject to the passing of the relevant ordinary resolutions and on the basis that no further Shares would be issued or repurchased prior to the AGM, exercise in full of the 20% and 5% general mandate to issue Shares would result in the issue of 2,114,556,053 and 528,639,013 Shares respectively and the exercise in full of the Share Repurchase Mandate would result in the repurchase of 1,057,278,026 Shares.

The full text of the resolutions to renew the general mandate to allot and issue Shares and the Share Repurchase Mandate is set out in the notice of the AGM contained in this circular. The explanatory statement required by the Listing Rules to be sent to shareholders in connection with the Share Repurchase Mandate is set out in Appendix III to this circular.

## APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS STANDING FOR RE-ELECTION

To enable shareholders to make an informed decision on the re-election of the retiring Directors who offer themselves for re-election at the AGM, we set out below the biographical details and attendance records at Board and Committee meetings (if any) of such retiring Directors for shareholders' information.

### 1. **Mr. XIAO Gang**, *Chairman*

Aged 53 and appointed on 28 May 2003, is the Chairman of the Board of Directors of the Company and BOCHK. He is also a director of BOC (BVI) and BOCHKG. Mr. XIAO was Chairman and President of BOC from March 2003 to August 2004 and has been Chairman of BOC since its restructuring in August 2004. Prior to joining BOC, Mr. XIAO joined People's Bank of China ("PBOC") in 1981 and has served various positions in PBOC, including Director of the Research Bureau, Head of the China Foreign Exchange Trading Center, Director of the Planning and Treasury Department, Assistant Governor and Director of the Monetary Policy Department, Assistant Governor and President of Guangdong Branch of PBOC and Director of the Guangdong Branch of the State Administration of Foreign Exchange. Mr. XIAO served as Deputy Governor of PBOC from 1998 to 2003. He was also Chairman of China Association of Banks from June 2003 to December 2004. Mr. XIAO graduated from Renmin University of China with a Master's Degree in Law.

Mr. XIAO attended 8 out of 9 Board meetings held in 2011.

### 2. **Mr. ZHOU Zaiqun**, *Non-executive Director*

Aged 59 and appointed on 17 June 2002, is a Non-executive Director, the Chairman of the Strategy and Budget Committee and a member of the Audit Committee of the Company and BOCHK. He is also Chairman of Nanyang and a Vice Chairman of NCB (China). Mr. ZHOU was the Executive Director of BOC during the period from February 2008 to May 2011 and the Executive Vice President of BOC during the period from November 2000 to May 2011. He was the Managing Director of BOC from 2000 to 2004. During the period from January 1997 to November 2000, Mr. ZHOU held various positions in Industrial and Commercial Bank of China Limited, namely General Manager of Beijing Branch, General Manager of Accounting Department and General Manager of Financial Planning Department. Mr. ZHOU has over 20 years' experience in the banking industry. Mr. ZHOU obtained a Master's Degree from Dongbei University of Finance and Economics in 1997.

Mr. ZHOU attended all 9 Board meetings, all 5 Audit Committee meetings and all 6 Strategy and Budget Committee meetings held in 2011.

### 3. **Mr. CHEN Siqing**, *Non-executive Director*

Aged 51 and appointed on 15 December 2011, is a Non-executive Director and member of the Risk Committee and the Strategy and Budget Committee of the Company and BOCHK. He is currently the Executive Vice President of BOC. Mr. CHEN joined BOC in 1990 and worked in the Hunan Branch before he was seconded to the Hong Kong Branch of China and South Sea Bank Ltd. as Assistant General Manager. Mr. CHEN held various positions in BOC from June 2000 to May 2008, including Assistant General Manager, Vice General Manager of the Fujian Branch, General Manager of the Risk Management Department of BOC and General Manager of the Guangdong Branch. Mr. CHEN was appointed the Chairman of BOC Aviation Pte. Ltd. since December 2011. He is also a member of Trade Finance Committee and Factoring Committee of China Banking Association. Mr. CHEN graduated from Hubei College of Finance and Economics in 1982 and obtained a MBA from Murdoch University, Australia in 1999.

No meeting of the Board, Risk Committee or Strategy and Budget Committee was held after Mr. CHEN's date of appointment until the end of 2011.

**4. Mr. KOH Beng Seng, *Independent Non-executive Director***

Aged 61 and appointed on 23 March 2006, is an Independent Non-executive Director, Chairman of the Risk Committee and a member of the Audit Committee of the Company and BOCHK. Mr. KOH is currently the Chief Executive Officer of Octagon Advisors Pte Ltd, a business and management consulting company based in Singapore. He is also an Independent Non-executive Director of three Singaporean listed companies, namely, Singapore Technologies Engineering Ltd, Fraser and Neave Limited and Great Eastern Holdings Limited. He is also a Director of Sing Han International Financial Services Limited. Mr. KOH was Deputy President of United Overseas Bank (“UOB”) and a member of UOB’s Executive Committee from 2000 to 2004. During this period, he was in charge of UOB’s operations, delivery channels, information technology, corporate services, risk management and compliance functions and played a key role in driving the successful integration of Overseas Union Bank and UOB in 2001. Prior to that, Mr. KOH has spent over 24 years at the Monetary Authority of Singapore where he made significant contributions to the development and supervision of the Singapore financial sector in his capacity as Deputy Managing Director, Banking & Financial Institutions Group. He has also served as a Director of Chartered Semiconductor Manufacturing and as a part-time adviser to the International Monetary Fund. Mr. KOH holds a Bachelor’s Degree in Commerce from Nanyang University in Singapore and a Master’s Degree in Business Administration from Columbia University in the United States.

Mr. KOH attended 8 out of 9 Board meetings, all 5 Audit Committee meetings and all 8 Risk Committee meetings held in 2011.

**5. Mr. TUNG Savio Wai-Hok, *Independent Non-executive Director***

Aged 60 and appointed on 1 December 2005, is an Independent Non-executive Director and a member of the Audit Committee, the Nomination and Remuneration Committee, the Risk Committee and the Strategy and Budget Committee of the Company and BOCHK. Mr. TUNG is currently the Chief Executive, North America, of Investcorp and he is one of the founding partners of Investcorp. Mr. TUNG was appointed a Director and a member of the Audit Committee of Tech Data Corporation, a company listed on NASDAQ, in June 2010. Before joining Investcorp in 1984, he worked for Chase Manhattan Bank for about 11 years, holding various positions in its front, middle and back offices and served in its offices in New York, Bahrain, Abu Dhabi and London. Mr. TUNG has served on the boards of many of Investcorp portfolio companies, including Club Car, Circle K, Saks Fifth Avenue, Simmons Mattresses, Star Market, and Stratus Computer. He is also a board member and treasurer of the Aaron Diamond AIDS Research Center, an affiliate of Rockefeller University and a board member of the Committee of 100, a Chinese-American organisation in the U.S. He ceased to be the Chairman of Wireless Telecom Group in May 2010. Mr. TUNG holds a BSc in Chemical Engineering from Columbia University of New York. He is a trustee emeritus of Columbia University. He is also on the board of the Columbia Investment Management Company and is a member of the Columbia University Medical Center Board of Visitors.

Mr. TUNG attended all 9 Board meetings, all 5 Audit Committee meetings, 7 out of 8 Risk Committee meetings and all 6 Strategy and Budget Committee meetings held in 2011.

## APPENDIX III EXPLANATORY STATEMENT FOR SHARE REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to shareholders for their consideration of the Share Repurchase Mandate which permits the purchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Share Repurchase Resolution. The Listing Rules provide that all purchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the board of directors of the company to make such purchases.

This Appendix also constitutes a memorandum of the terms of the Share Repurchase Mandate as required under Section 49BA of the Companies Ordinance.

### 1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 10,572,780,266 Shares.

Subject to the passing of the Share Repurchase Resolution and on the basis that no further Shares would be issued prior to the AGM, the Company would be allowed under the Share Repurchase Resolution to purchase a maximum of 1,057,278,026 Shares based on the issued share capital of the Company as at the Latest Practicable Date.

### 2. REASONS FOR SHARE REPURCHASE

The Board of Directors believes that the Share Repurchase Mandate is in the interests of the Company and its shareholders as a whole. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Board of Directors believes that such a purchase will benefit the Company and its shareholders as a whole.

### 3. FUNDING OF PURCHASES

In purchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the Companies Ordinance. The Companies Ordinance provides that the amount paid in connection with a purchase may only be made from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the purchase to the extent permissible under the Companies Ordinance.

If the Share Repurchase Mandate were to be carried out in full at any time during the proposed purchase period, the Board of Directors will ensure that there will not be any material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2011.

### 4. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months before the Latest Practicable Date and up to the Latest Practicable Date were as follows:

	Share Price (HK\$)	
	Highest	Lowest
<b>2011</b>		
March	25.60	23.40
April	25.60	24.05
May	24.65	23.10
June	24.30	21.95
July	23.65	22.30
August	23.95	18.20
September	21.80	16.68
October	19.50	14.24
November	19.00	16.24
December	18.70	17.46
<b>2012</b>		
January	21.00	18.18
February	22.05	20.30
March (made up to the Latest Practicable Date)	22.15	20.80

**5. UNDERTAKING**

The Board of Directors has undertaken to the Stock Exchange that, so far as the same may be applicable, it will exercise the powers of the Company to make purchases pursuant to the Share Repurchase Mandate and in accordance with the Listing Rules, the applicable laws of Hong Kong and the regulations set out in the Memorandum and Articles of Association of the Company.

None of the Directors and, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company if the Share Repurchase Mandate is granted by the shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to sell any Shares to the Company in the event that the Share Repurchase Mandate is granted by the shareholders.

**6. EFFECT OF THE HONG KONG CODE ON TAKEOVERS AND MERGERS**

The Board of Directors is not aware of any consequences which the exercise in full of the Share Repurchase Mandate would have under the Hong Kong Code on Takeovers and Mergers. Based on the register maintained by the Company pursuant to section 336 of the SFO, as at the Latest Practicable Date, Central Huijin beneficially owned Shares representing approximately 66.06% of the issued share capital of the Company. If the Board were to exercise the Share Repurchase Mandate in full, Central Huijin's percentage shareholding in the Company would be increased to approximately 73.40%. Such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Hong Kong Code on Takeovers and Mergers.

The Board of Directors shall ensure that no purchase of Shares would result in the aggregate number of Shares held by public shareholders falling below the minimum percentage specified by the Stock Exchange in respect of the Company.

**7. PURCHASES MADE BY THE COMPANY**

The Company has not purchased any Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the date of this circular.



## APPENDIX IV FREQUENTLY ASKED QUESTIONS ON VOTING AND ANNUAL GENERAL MEETING

**Q : AM I ENTITLED TO VOTE?**

**A :** You are entitled to vote if you are a holder of Shares as of the record date on Tuesday, 29 May 2012.

To ensure that your vote is properly recorded, your proxy form must be deposited at the registered office of the Company no later than 2:00 p.m. on Sunday, 27 May 2012.

**Q : HOW CAN I VOTE?**

**A :** How you vote depends on whether you are a registered or non-registered shareholder. You are a registered shareholder if you have a share certificate registered in your name. You are a non-registered shareholder if your Shares are registered in the name of an intermediary (for example, a bank, a trustee or a securities broker). Please refer to the following Q&As on how to exercise your right to vote in either case.

**Q : HOW CAN I VOTE IF I AM A REGISTERED SHAREHOLDER?**

**A :** As a registered shareholder, you may vote in one of the following ways:

- (a) Attend the meeting

You are entitled to attend the AGM and cast your vote in person. In the case of corporate shareholder, the corporation must have submitted a properly executed proxy form or appointment of corporate representative.

OR

- (b) By proxy

If you do not plan to attend the AGM, you may cast your vote by proxy in either one of the following ways:

- You may authorise the Chairman of the AGM to vote your Shares. You may convey your voting instructions by completing the enclosed proxy form in full, sign and return it to the registered office of the Company; OR
- You may appoint some other person to attend the AGM and vote in respect of your Shares on your behalf. You may appoint up to two proxies to represent you. Your proxy need not be a shareholder of the Company but he/she must attend the AGM in person. If you choose this option, you should print your appointee's name in the blank space on the enclosed proxy form, and complete and return the proxy form by following the detailed instructions stated therein.

**Q : HOW CAN I VOTE IF I AM A NON-REGISTERED SHAREHOLDER?**

**A :** If you are a non-registered shareholder and your Shares are held by an intermediary (for example, a bank, a trustee or a securities broker), you will not receive a proxy form. You should contact the intermediary if you wish to vote.

**Q : HOW WILL MY SHARES BE VOTED IF I RETURN A PROXY FORM?**

**A :** By properly completing and returning a proxy form, you are authorising the person named in the proxy form to attend the AGM and to vote in respect of your Shares. Your proxy must vote in accordance with your voting instructions as specified in the proxy form. If you do not specify your voting instructions in the proxy form, your proxy will exercise his/her discretion to vote at the AGM.

**Q : CAN I REVOKE A PROXY?**

**A :** If you are a registered shareholder and have returned a proxy form, you may revoke it by completing and signing a proxy form bearing a later date, and delivering it to the registered office of the Company. However, in order to be valid, this latter proxy form must be deposited at the registered office of the Company no later than 2:00 p.m. on Sunday, 27 May 2012.

If you are a non-registered shareholder, you may revoke a proxy or voting instructions previously given to an intermediary by written notice to the intermediary, provided that the revocation is received before the deadline prescribed by the intermediary for such purpose.

**Q : CAN I ATTEND AND VOTE AT THE AGM IF I HAVE RETURNED A PROXY FORM?**

**A :** Even if you have completed and returned a proxy form, you can still attend and vote in person at the AGM if you so wish.

## APPENDIX IV FREQUENTLY ASKED QUESTIONS ON VOTING AND ANNUAL GENERAL MEETING

**Q : HOW ARE VOTES TAKEN AT THE AGM?**

**A :** All resolutions put to the shareholders at the AGM will be voted on by poll.

**Q : HOW CAN I KNOW THE RESULTS OF THE POLL?**

**A :** The results of the poll will be posted on the Company's website at [www.bochk.com](http://www.bochk.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) as soon as practicable following conclusion of the AGM.

**Q : HOW CAN I PUT FORWARD A PROPOSAL FOR CONSIDERATION BY THE SHAREHOLDERS AT AGM?**

**A :** The following persons are entitled to put forward a proposal (which may properly be put to the meeting) for consideration at the AGM of the Company:

- (a) any number of shareholders representing not less than 2.5% of the total voting rights of the Company on the date of the requisition; or
- (b) not less than 50 shareholders holding the Shares on which there has been paid up an average sum, per member, of not less than HK\$2,000.

The requisition specifying the proposal, duly signed by the shareholders concerned, together with a statement of not more than 1,000 words with respect to the matter referred to in the proposal must be deposited at the registered office of the Company (52nd Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong), not less than six weeks before the AGM. The Company would take appropriate actions and make necessary arrangements, and the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Section 115A of the Companies Ordinance once valid documents are received.

**Q : HOW CAN I CONVENE AN EXTRAORDINARY GENERAL MEETING?**

**A :** You (or together with other shareholder(s)) holding not less than 5% of the issued capital of the Company may request the board of directors to convene an extraordinary general meeting. The requisition, duly signed by you (and/or the shareholder(s) concerned) must clearly state the objects of the meeting and must be deposited at the registered office of the Company, 52nd Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong. The Company would take appropriate actions and make necessary arrangements in accordance with the requirements under Section 113 of the Companies Ordinance once a valid requisition is received.

**Q : HOW CAN I PROPOSE A PERSON FOR ELECTION AS A DIRECTOR?**

**A :** If you wish to propose a person other than a retiring Director for election as a Director at the AGM, you should lodge at the registered office of the Company (52nd Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong), (a) a notice signed by you (other than the proposed person) duly qualified to attend and vote at the AGM of your intention to propose such person for election; and (b) a notice signed by the proposed person indicating his/her willingness to be elected.

The period during which the aforesaid notices may be given will be at least seven days. Such period will commence on the day after the despatch of the notice of the AGM for which such notices are given and end no later than seven days prior to the date of such meeting. The Company would take appropriate actions and make necessary arrangements, and you would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Article 99 of the Articles of Association of the Company once valid notices are received.

**Q : WHAT IF I HAVE A QUESTION?**

**A :** You are welcome to send in any written enquiries to the Board for the attention of the Company Secretary either by post to the registered office of the Company at 52nd Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong or by way of email to [investor\\_relations@bochk.com](mailto:investor_relations@bochk.com).

The Company Secretary would direct the enquiries received to appropriate Board Member(s) or the Chairman of the Board Committee(s) who is in charge of the areas of concern referred therein for further handling. The Board, assisted by the Company Secretary, would make its best efforts to ensure that all such enquiries are addressed in a timely manner.