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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 29 May 2012

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 Tuesday, 29 May 2012 at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, 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 2012, 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 10,353,615,678 shares, representing 97.9271% 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 (Percentage of Total Number of Votes)	
		For	Against
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.	7,504,071,253 (99.9962%)	282,500 (0.0038%)
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\$0.558 per share for the year ended 31 December 2011.	7,504,462,253 (99.9999%)	10,000 (0.0001%)
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. XIAO Gang as a Director of the Company.	7,485,739,224 (99.7549%)	18,394,797 (0.2451%)
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. ZHOU Zaiqun as a Director of the Company.	7,476,806,581 (99.6348%)	27,402,672 (0.3652%)
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. CHEN Siqing as a Director of the Company.	7,485,745,081 (99.7540%)	18,462,672 (0.2460%)
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. KOH Beng Seng as a Director of the Company.	7,494,247,118 (99.8673%)	9,960,635 (0.1327%)
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 Mr. TUNG Savio Wai-Hok as a Director of the Company.	7,495,403,618 (99.8827%)	8,805,135 (0.1173%)
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 (Percentage of Total Number of Votes)	
		For	Against
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.	7,503,988,912 (99.9953%)	356,000 (0.0047%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
SPECIAL BUSINESS:			
5.	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 aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.	7,007,008,568 (93.3723%)	497,369,185 (6.6277%)
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 repurchase shares in the Company, not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.	7,504,261,753 (99.9982%)	135,500 (0.0018%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
7.	Conditional on the passing of Resolutions 5 and 6, to extend the general mandate granted by Resolution 5 by adding thereto of an amount representing the aggregate nominal amount of the issued share capital of the Company purchased under the general mandate granted pursuant to Resolution 6.	7,017,649,234 (93.5142%)	486,718,399 (6.4858%)
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 2012 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.

By Order of the Board
CHAN Chun Ying
Company Secretary

Hong Kong, 29 May 2012

As at the date of this announcement, 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*, Mr. CHEN Siqing*, 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*