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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 28 May 2013 and Retirement of Independent Non-executive Director

The Board of Directors (the “**Board**”) of the Company is pleased to announce the voting results of the Annual General Meeting (the “**AGM**”) of the Company held on Tuesday, 28 May 2013 at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong. The AGM was chaired by Mr. LI Lihui, the Vice Chairman of the Company. As stated in the notice of the AGM dated 15 April 2013, 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 10,343,713,602 shares, representing 97.8334% 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 2012.	8,389,576,660 (99.9937%)	526,300 (0.0063%)
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\$0.693 per share for the year ended 31 December 2012.	8,390,626,160 (99.9991%)	72,800 (0.0009%)
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. LI Lihui as a Director of the Company.	8,314,711,076 (99.0990%)	75,592,884 (0.9010%)
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. GAO Yingxin as a Director of the Company.	8,352,350,073 (99.7143%)	23,932,696 (0.2857%)
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. SHAN Weijian as a Director of the Company.	8,356,105,094 (99.6996%)	25,173,866 (0.3004%)
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. NING Gaoning as a Director of the Company.	7,529,240,426 (89.3016%)	902,006,534 (10.6984%)
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 appoint Messrs. 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.	8,387,009,692 (99.9993%)	58,300 (0.0007%)
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.	7,231,561,999 (86.2471%)	1,153,143,461 (13.7529%)
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.	8,390,110,692 (99.9987%)	109,300 (0.0013%)
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.	7,294,635,027 (86.9420%)	1,095,599,933 (13.0580%)
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 15 April 2013 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.

Retirement of Independent Non-executive Director

The Board announces the retirement of Mr. TUNG Chee Chen as an Independent Non-executive Director of the Company with effect from the conclusion of the AGM. Meanwhile, Mr. TUNG Chee Chen also ceased to be the Chairman of Nomination and Remuneration Committee and the member of Audit Committee of the Company. Following Mr. TUNG Chee Chen’s retirement, Mr. TUNG Savio Wai-Hok and Mr. KOH Beng Seng, both are Independent Non-executive Directors of the Company, have been appointed as the Chairman and a member of Nomination and Remuneration Committee respectively.

Mr. TUNG Chee Chen has confirmed that he has no disagreement with the Board and that he is not aware of any matters in respect of his retirement that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its great appreciation to Mr. TUNG Chee Chen for his valuable contributions to the Company during his tenure of office.

By Order of the Board
CHAN Chun Ying
Company Secretary

Hong Kong, 28 May 2013

As at the date of this announcement and following the conclusion of the AGM, the Board comprises 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. NING Gaoning**, Mr. SHAN Weijian** and Mr. TUNG Savio Wai-Hok **.*

* *Non-executive Directors*

** *Independent Non-executive Directors*