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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)**

## **PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION**

The Board wishes to announce that, primarily for the purpose of bringing the Company's Articles of Association in line with the new Companies Ordinance (Chapter 622, Laws of Hong Kong), which came into effect on 3 March 2014 as well as to modernise and update the Articles of Association, a special resolution will be proposed to the shareholders at the AGM to adopt a new set of Articles of Association in substitution for, and the exclusion of, the existing Memorandum and Articles of Association of the Company.

A circular containing details of the proposed amendments to be incorporated in the new set of Articles of Association and notice of the AGM will be despatched to shareholders of the Company together with the Company's 2013 Annual Report and proxy form for the AGM in mid April 2014.

## **PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION**

The Board proposed to adopt a new set of Articles of Association in substitution for, and the exclusion of, the existing Memorandum and Articles of Association of the Company primarily for the purpose of bringing the Company's Articles of Association in line with the new Companies Ordinance (Chapter 622, Laws of Hong Kong), which came into effect on 3 March 2014 as well as to modernise and update the Articles of Association. The major areas of amendments that will be incorporated in the new set of Articles of Association include the following:

- (a) abolition of the Memorandum of Association of the Company and migration of certain clauses therein to the new set of Articles of Association of the Company;
- (b) adoption of a no par regime for the share capital of the Company and consequential changes;
- (c) migration of the maximum number of shares that the Company could issue from the Memorandum of Association into the new set of Articles of Association of the Company;
- (d) specifying the timing of holding of annual general meetings to be six months from the end of a financial year; and
- (e) expanding the ambit of director's disclosure of interest.

The Company has also taken the opportunity to modernise certain provisions of the new set of Articles of Association by making amendments that incorporate current practices and procedures that have been adopted by the Company pursuant to relevant requirements of the Rules Governing of the Listing of Securities on the Stock Exchange.

The proposed adoption of a new set of Articles of Association is subject to the approval of the shareholders of the Company by way of special resolution at the AGM. A circular containing, among other things, the notice of the AGM and a summary of the major area of amendments to be incorporated in the new set of Articles of Association will be despatched to the shareholders together with the Company's 2013 Annual Report and proxy form for the AGM in mid April 2014.

## DEFINITIONS

In this announcement, the following expressions have the following meanings:

“AGM”	an annual general meeting of the Company to be held on Wednesday, 11 June 2014 at 2:00 p.m. at Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong (or any adjournment thereof)
“Board”	the board of directors of the Company for the time being
“Articles of Association”	the Articles of Association of the Company
“Company”	BOC Hong Kong (Holdings) Limited, a company incorporated under the laws of Hong Kong, the shares of which are listed on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 26 March, 2014

*As at the date of this announcement, the Board comprises Mr. TIAN Guoli\* (Chairman), Mr. CHEN Siqing\* (Vice Chairman), Mr. HE Guangbei (Vice Chairman and Chief Executive), Mr. LI Zaohang\*, 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*