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ANNOUNCEMENT

Voting Results of Annual General Meeting and Extraordinary General Meeting held on 11 June 2014 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**”) and the Extraordinary General Meeting (the “**EGM**”) of the Company held on Wednesday, 11 June 2014 at Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong. The AGM and EGM were chaired by Mr. HE Guangbei, the Vice Chairman of the Company. As stated in the notices of the AGM and EGM both dated 14 April 2014, 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 10,336,023,791 shares, representing 97.7607% of the total number of shares of the Company in issue 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 RESOLUTIONS:			
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 2013.	8,179,129,369 (99.9993%)	60,000 (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.			
2.	To declare a final dividend of HK\$0.465 per share for the year ended 31 December 2013.	8,179,053,483 (99.9978%)	182,386 (0.0022%)
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. TIAN Guoli as a Director of the Company.	8,133,411,059 (99.4403%)	45,778,310 (0.5597%)
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. HE Guangbei as a Director of the Company.	8,147,260,688 (99.7669%)	19,036,693 (0.2331%)
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. LI Zaohang as a Director of the Company.	8,120,183,343 (99.2782%)	59,034,526 (0.7218%)
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. ZHU Shumin as a Director of the Company.	8,130,838,628 (99.4058%)	48,601,481 (0.5942%)
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. YUE Yi as a Director of the Company.	8,130,000,128 (99.3960%)	49,403,981 (0.6040%)
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 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.	8,175,491,101 (99.9543%)	3,738,768 (0.0457%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
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 total number of shares of the Company in issue as at the date of passing this Resolution.	7,126,846,717 (87.1322%)	1,052,500,792 (12.8678%)
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 buy back shares in the Company, not exceeding 10% of the total number of shares of the Company in issue as at the date of passing this Resolution.	8,179,058,715 (99.9980%)	167,386 (0.0020%)
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 the total number of shares of the Company bought back under the general mandate granted pursuant to Resolution 6.	7,135,327,032 (87.2379%)	1,043,830,337 (12.7621%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
SPECIAL RESOLUTION:			
8.	To approve the adoption of new Articles of Association of the Company.	8,167,741,093 (99.8838%)	9,503,760 (0.1162%)
As more than 75% of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

Shareholders may refer to the circular of the Company dated 14 April 2014 and the supplemental letter to shareholders dated 26 May 2014 (collectively the “**Documents**”) for details of the above resolutions. The Documents 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.

Voting Result of the EGM

Terms used in the circular (the “**EGM Circular**”) dated 31 December 2013 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 or the website of Hong Kong Exchanges and Clearing Limited at 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 3,573,657,689. Independent Shareholders and authorised proxies of Independent Shareholders holding an aggregate of 3,394,456,920 shares, representing 32.1056% of the total number of shares of the Company in issue 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 (Percentage of Total Number of Votes)	
	For	Against
THAT the Continuing Connected Transactions and the New Cap, as defined and described in the circular dated 31 December 2013 to the shareholders of the Company, be and are hereby confirmed, approved and ratified.	1,222,610,281 (99.7128%)	3,521,386 (0.2872%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

Retirement of Independent Non-executive Director

The Board announces the retirement of Dr. FUNG Victor Kwok King as an Independent Non-executive Director of the Company with effect from the conclusion of the AGM. Meanwhile, Dr. FUNG also ceased to be the members of Audit Committee and Strategy and Budget Committee of the Company.

Dr. FUNG 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 Dr. FUNG for his valuable contributions to the Company during his tenure of office.

By Order of the Board
CHAN Chun Ying
Company Secretary

Hong Kong, 11 June 2014

As at the date of this announcement and following the conclusion of the AGM, the Board comprises Mr. TIAN Guoli (Chairman), Mr. CHEN Siqing* (Vice Chairman), Mr. HE Guangbei (Vice Chairman and Chief Executive), Mr. LI Zaohang*, Mr. ZHU Shumin*, Mr. YUE Yi*, Mr. GAO Yingxin, Mr. KOH Beng Seng**, Mr. NING Gaoning**, Mr. SHAN Weijian** and Mr. TUNG Savio Wai-Hok**.*

* *Non-executive Directors*

** *Independent Non-executive Directors*