

# ADDITIONAL INFORMATION

## 1. Corporate information

### Board of Directors

<b>Chairman</b>	XIAO Gang <sup>#</sup>
<b>Vice Chairmen</b>	LI Lihui <sup>#</sup> HE Guangbei
<b>Directors</b>	LI Zaohang <sup>#</sup> ZHOU Zaiqun <sup>#</sup> CHEN Siqing <sup>#</sup> GAO Yingxin FUNG Victor Kwok King* KOH Beng Seng* SHAN Weijian* TUNG Chee Chen* TUNG Savio Wai-Hok*

<sup>#</sup> Non-executive Directors

\* Independent Non-executive Directors

### Senior Management

<b>Chief Executive</b>	HE Guangbei
<b>Deputy Chief Executive</b>	GAO Yingxin
<b>Chief Financial Officer</b>	ZHUO Chengwen
<b>Deputy Chief Executive</b>	WONG David See Hong
<b>Deputy Chief Executive</b>	YEUNG Jason Chi Wai
<b>Chief Risk Officer</b>	LI Jiuzhong
<b>Chief Operating Officer</b>	LEE Alex Wing Kwai
<b>Assistant Chief Executive</b>	ZHU Yanlai

### Company Secretary

CHAN Chun Ying

### Registered Office

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

### Auditor

PricewaterhouseCoopers

### Share Registrar

Computershare Hong Kong Investor  
Services Limited  
17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong

### ADR Depository Bank

Citibank, N.A.  
388 Greenwich Street  
14th Floor  
New York, NY 10013  
United States of America

### Credit Ratings (Long Term)

Standard & Poor's	A+
Moody's Investors Service	Aa3
Fitch Ratings	A

### Index Constituent

The Company is a constituent of the following indices:

Hang Seng Index Series  
Hang Seng Corporate Sustainability Index Series  
MSCI Index Series  
FTSE Index Series

### Stock Codes

Ordinary shares:  
The Stock Exchange of  
Hong Kong Limited 2388  
Reuters 2388.HK  
Bloomberg 2388 HK

Level 1 ADR Programme:

CUSIP No. 096813209  
OTC Symbol BHKLY

### Website

www.bochk.com

# ADDITIONAL INFORMATION

## 2. Dividend and closure of register of members

The Board has declared an interim dividend of HK\$0.545 per share (2011: HK\$0.63), payable on Friday, 21 September 2012 to shareholders whose names appear on the Register of Members of the Company on Thursday, 13 September 2012.

The Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to the interim dividend, from Monday, 10 September 2012 to Thursday, 13 September 2012 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the interim 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 7 September 2012. Shares of the Company will be traded ex-dividend as from Thursday, 6 September 2012.

## 3. Substantial interests in share capital

The register maintained by the Company pursuant to section 336 of the SFO recorded that, as at 30 June 2012, the following parties had the following interests (as defined in the SFO) in the Company set opposite their respective names:

Name of Corporation	No. of shares of HK\$5.00 each in the Company	% of total issued shares
Central Huijin	6,984,274,213	66.06%
BOC	6,984,274,213	66.06%
BOCHKG	6,984,175,056	66.06%
BOC (BVI)	6,984,175,056	66.06%

Notes:

1. Following the reorganisation of BOC in August 2004, Central Huijin holds the controlling equity capital of BOC on behalf of the State. Accordingly, for the purpose of the SFO, Central Huijin is deemed to have the same interests in the Company as BOC.
2. BOC holds the entire issued share capital of BOCHKG, which in turn holds the entire issued share capital of BOC (BVI). Accordingly, BOC and BOCHKG are deemed to have the same interests in the Company as BOC (BVI) for the purpose of the SFO. BOC (BVI) beneficially held 6,984,175,056 shares of the Company.
3. BOC holds the entire issued share capital of BOCI, which in turn holds the entire issued share capital of BOCI Asia Limited and BOCI Financial Products Limited. Accordingly, BOC is deemed to have the same interests in the Company as BOCI Asia Limited and BOCI Financial Products Limited for the purpose of the SFO. BOCI Asia Limited had an interest in 24,479 shares of the Company and an interest in 72,000 shares held under physically settled equity derivatives while BOCI Financial Products Limited had an interest in 2,678 shares of the Company.

All the interests stated above represented long positions. Save as disclosed above, as at 30 June 2012, BOCI Financial Products Limited had an interest in 143,522 shares which represented short positions. BOC and Central Huijin are deemed to be interested in such amount of shares for the purpose of the SFO. Save as disclosed, no other interests or short positions were recorded in the register maintained by the Company under section 336 of the SFO as at 30 June 2012.

# ADDITIONAL INFORMATION

## 4. Directors' rights to acquire shares

On 5 July 2002, the following Directors were granted options by BOC (BVI), the immediate holding company of the Company, pursuant to a Pre-Listing Share Option Scheme to purchase from BOC (BVI) existing issued shares of the Company at a price of HK\$8.50 per share. These options have a vesting period of four years from 25 July 2002 with a valid exercise period of ten years.

Particulars of the outstanding options granted to the Directors under the Pre-Listing Share Option Scheme as at 30 June 2012 are set out below:

Name of Director	Date of grant	Exercise price per share (HK\$)	Exercisable period	Number of share options					
				Granted on 5 July 2002	Balances as at 1 January 2012	Exercised during the period	Surrendered during the period	Lapsed during the period	Balances as at 30 June 2012
LI Zaohang	5 July 2002	8.50	25 July 2003 to 4 July 2012	1,446,000	1,446,000	-	-	-	1,446,000
ZHOU Zaiqun	5 July 2002	8.50	25 July 2003 to 4 July 2012	1,446,000	1,084,500	-	-	-	1,084,500
Total				2,892,000	2,530,500	-	-	-	2,530,500

Note: According to the rules of the Pre-Listing Share Option Scheme, all outstanding options granted pursuant to the said Scheme have been lapsed on 5 July 2012.

Save as disclosed above, at no time during the period was the Company, its holding companies, or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## 5. Directors' and Chief Executive's interests in shares, underlying shares and debentures

As at 30 June 2012, the Directors, the Chief Executive and their respective associates had the following interests in the shares and underlying shares of the Company, as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers:

Name of Director	Number of shares/underlying shares held					% of the issued share capital
	Personal interests	Family interests	Corporate interests	Other interests	Total	
HE Guangbei	100,000	-	-	-	100,000	0.001%
LI Zaohang	1,446,000 <sup>Note</sup>	-	-	-	1,446,000	0.014%
ZHOU Zaiqun	1,084,500 <sup>Note</sup>	-	-	-	1,084,500	0.010%
Total	2,630,500	-	-	-	2,630,500	0.025%

Note: Such interests represented the respective Directors' interests in underlying shares in respect of the share options granted to him pursuant to the Pre-Listing Share Option Scheme, details of which are set out in the section titled "Directors' rights to acquire shares" above.

# ADDITIONAL INFORMATION

## 5. Directors' and Chief Executive's interests in shares, underlying shares and debentures (continued)

Save as disclosed above, as at 30 June 2012, none of the Directors or the Chief Executive of the Company or their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

## 6. Changes of information in respect of Directors

In accordance with Rule 13.51B(1) of the Listing Rules, the changes in information required to be disclosed by Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules after the publication of the Company's Annual Report 2011 on 29 March 2012 up to 23 August 2012 (being the approval date of this Interim Report) are set out below:

### *Experience including other directorships and major appointments*

- (a) Dr. FUNG Victor Kwok King, an Independent Non-executive Director of the Company, relinquished his position as Group Chairman of Li & Fung Limited, a company listed on the Stock Exchange, and assumed the title of Honorary Chairman with effect from 14 May 2012 and continued as a Non-executive Director of Li & Fung Limited. Also, Dr. FUNG was appointed as an Independent Non-executive Director of China Petrochemical Corporation, a company incorporated in the PRC, since April 2012. In addition, Dr. FUNG was appointed as a member of the WTO Panel on Defining the Future of Trade since April 2012.
- (b) Mr. SHAN Weijian, an Independent Non-executive Director of the Company, resigned as a Director of Taishin Financial Holding Co., Ltd. and Taiwan Cement Corporation, both are companies listed in Taiwan, with effect from 1 May 2012 and 21 June 2012 respectively.
- (c) Mr. TUNG Chee Chen, an Independent Non-executive Director of the Company, resigned as an Independent Non-executive Director of Zhejiang Expressway Co., Ltd., a company listed on the Stock Exchange, with effect from 11 June 2012.

## 7. Purchase, sale or redemption of the Company's shares

During the period under review, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares.

# ADDITIONAL INFORMATION

## 8. Audit Committee

The Audit Committee consists only of Non-executive Directors, the majority of whom are Independent Non-executive Directors. It is chaired by Independent Non-executive Director Mr. SHAN Weijian. Other members include Mr. ZHOU Zaiqun, Dr. FUNG Victor Kwok King, Mr. TUNG Chee Chen, Mr. TUNG Savio Wai-Hok and Mr. KOH Beng Seng.

Based on the principle of independence, the Audit Committee assists the Board in monitoring the financial reports, internal control, internal audit and external audit of the Group.

At the request of the Audit Committee of the Company, the Group's external auditor has carried out a review of the interim financial information in accordance with the Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA. The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited interim financial reports.

## 9. Compliance with the "Corporate Governance Code"

The Stock Exchange recently merged the "Corporate Governance Report" contained in Appendix 23 to the Listing Rules with the "Code on Corporate Governance Practices" contained in Appendix 14 (the "Former CG Code") to be the "Corporate Governance Code and Corporate Governance Report" as set out in the amended Appendix 14 (the "Corporate Governance Code"). The Corporate Governance Code took effect on 1 April 2012.

The Company is committed to embracing and enhancing good corporate governance principles and practices. During the period under review, the Company has been in full compliance with all code provisions as set out in the Former CG Code as well as the Corporate Governance Code. The Company has also complied with nearly all the recommended best practices set out in the Corporate Governance Code throughout the period. For further details, please refer to the section titled "Corporate Governance" contained in the Annual Report 2011 of the Company.

## 10. Compliance with the Codes for Securities Transactions by Directors

The Company has established and implemented the "Code for Securities Transactions by Directors" (the "Company's Code") to govern securities transactions by Directors. Terms of the Company's Code are more stringent than the mandatory standards set out in the "Model Code for Securities Transactions by Directors of Listed Issuers" contained in Appendix 10 of the Listing Rules (the "Model Code"). Apart from the securities of the Company, the Company's Code also applies to the Director's dealings in the securities of BOC which has been listing on the Hong Kong Stock Exchange in June 2006. In this connection, the Company had made specific enquiry of all Directors, who confirmed that they had complied with the standards set out in both the Company's Code and the Model Code throughout the period under review. The Company had undertaken a review of the Company's Code in March 2012. There were no fundamental amendments to the Company's Code and changes were in adaptive nature mainly to refine the Company's Code.

## 11. Compliance with the Banking (Disclosure) Rules and the Listing Rules

The unaudited interim report complies with the applicable requirements set out in the Banking (Disclosure) Rules under the Banking Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

# ADDITIONAL INFORMATION

## 12. Interim Report

This Interim Report is available in both English and Chinese. A copy prepared in the language different from that in which you have received is available by writing to 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 email to bochk.ecom@computershare.com.hk.

This Interim Report is also available (in both English and Chinese) 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). You are encouraged to access the Interim Report and other corporate communications of the Company through these websites in lieu of receiving printed copies to help protect the environment. We believe that it is also the most efficient and convenient method of communication with our shareholders.

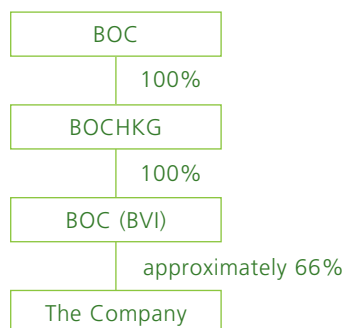
If you have any queries about how to obtain copies of this Interim Report or how to access those corporate communications on the Company's website, please call the Company's hotline at (852) 2846 2700.

## 13. Reconciliation between HKFRSs vs IFRS/CAS

The Company understands that BOC, an intermediate holding company as well as controlling shareholder of the Company, will prepare and disclose consolidated financial information in accordance with IFRS and CAS for which the Company and its subsidiaries will form part of the interim financial information. CAS is the new set of PRC accounting standards that has been effective for annual periods beginning on or after 1 January 2007 for companies publicly listed in PRC. The requirements of CAS have substantially converged with HKFRSs and IFRS.

The consolidated financial information of "BOC Hong Kong Group" for the periods disclosed by BOC in its interim financial information is not the same as the consolidated financial information of the Group for the periods published by the Company pursuant to applicable laws and regulations in Hong Kong. There are two reasons for this.

First, the definitions of "BOC Hong Kong Group" (as adopted by BOC for the purpose of its own financial disclosure) and "Group" (as adopted by the Company in preparing and presenting its consolidated financial information) are different: "BOC Hong Kong Group" refers to BOCHKG and its subsidiaries, whereas "Group" refers to the Company and its subsidiaries (see the below organisation chart). Though there is difference in definitions between "BOC Hong Kong Group" and "Group", their financial results for the periods presented are substantially the same. This is because BOCHKG and BOC (BVI) are holding companies only and have no substantive operations of their own.



# ADDITIONAL INFORMATION

## 13. Reconciliation between HKFRSs vs IFRS/CAS (continued)

Second, the Group has prepared its interim financial information in accordance with HK GAAP prior to 1 January 2005 and as from 1 January 2005 onwards in accordance with HKFRSs; whereas the consolidated financial information reported to BOC is prepared in accordance with IFRS and CAS respectively. Despite the fact that HKFRSs have converged with IFRS, there is a timing difference in the initial adoption of HKFRSs and IFRS by the Group and by BOC respectively.

The Board considers that the best way to ensure that shareholders and the investing public understand the material differences between the consolidated financial information of the Group published by the Company on the one hand, and the consolidated financial information of BOC Hong Kong Group disclosed by BOC in its interim financial information on the other hand, is to present reconciliations of the profit after tax/net assets of the Group prepared under HKFRSs to the profit after tax/net assets of the Group prepared under IFRS and CAS respectively for the periods presented.

The major differences between HKFRSs and IFRS/CAS, which arise from the difference in measurement basis in IFRS or CAS and the timing difference in the initial adoption of HKFRSs and IFRS relate to the following:

- re-measurement of carrying value of treasury products;
- restatement of carrying value of bank premises; and
- deferred taxation impact arising from the above different measurement basis.

### **(a) Re-measurement of carrying value of treasury products**

Due to the difference in the timing of first adoption of HKFRSs and IFRS, classification and measurement of certain investment securities under HKFRSs and IFRS were different. Therefore, investment securities were reclassified and re-measured to align with the accounting policies of BOC for the relevant periods. Classification and measurement under IFRS and CAS is basically the same.

### **(b) Restatement of carrying value of bank premises**

The Company has elected for a revaluation model rather than cost model to account for bank premises and investment properties under HKFRSs. On the contrary, BOC has elected for the cost model for bank premises and revaluation model for investment properties under IFRS and CAS. Therefore, adjustments have been made to the carrying value of bank premises as well as to re-calculate the depreciation charge and disposal gain/loss under IFRS and CAS.

### **(c) Deferred tax adjustments**

These represent the deferred tax effect of the aforesaid adjustments.

# ADDITIONAL INFORMATION

## 13. Reconciliation between HKFRSs vs IFRS/CAS (continued)

As the counterpart of IFRS/CAS to the amendment to HKAS 12 has already been mandatorily effective since 1 January 2012, there is no more difference due to early adoption of HKFRS.

### *Profit after tax/net assets reconciliation*

#### HKFRSs vs IFRS/CAS

	Profit after tax		Net assets	
	Half-year ended 30 June 2012 HK\$'m	Half-year ended 30 June 2011 HK\$'m	At 30 June 2012 HK\$'m	At 31 December 2011 HK\$'m
<b>Profit after tax/net assets of BOC Hong Kong (Holdings) Limited prepared under HKFRSs</b>	<b>11,649</b>	12,354	<b>144,412</b>	133,183
Add: IFRS/CAS adjustments				
Re-measurement of carrying value of treasury products	(8)	(14)	–	–
Restatement of carrying value of bank premises	343	181	(30,458)	(26,124)
Deferred tax adjustments	(33)	8	5,022	4,305
Effect of early adoption of HKAS 12 (Amendment)	–	(214)	–	(1,778)
<b>Profit after tax/net assets of BOC Hong Kong (Holdings) Limited prepared under IFRS/CAS</b>	<b>11,951</b>	12,315	<b>118,976</b>	109,586