

# ADDITIONAL INFORMATION

## 1. Corporate information

### **Board of Directors**

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#### **Chairman**

TIAN Guoli<sup>#</sup>

#### **Vice Chairmen**

CHEN Siqing<sup>#</sup>

YUE Yi

#### **Directors**

GAO Yingxin<sup>#</sup>

LI Jiuzhong (appointment effective from 31 March 2015)

CHENG Eva<sup>\*</sup>

KOH Beng Seng<sup>\*</sup>

SHAN Weijian<sup>\*</sup>

TUNG Savio Wai-Hok<sup>\*</sup>

ZHU Shumin<sup>#</sup> (resignation effective from 2 April 2015)

LI Zaohang<sup>#</sup> (retirement effective from 16 June 2015)

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

<sup>\*</sup> Independent Non-executive Directors

### **Senior Management**

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#### **Chief Executive**

YUE Yi

#### **Chief Risk Officer**

LI Jiuzhong

#### **Deputy Chief Executive**

LIN Jingzhen (appointment effective from 26 May 2015)

#### **Chief Financial Officer**

SUI Yang

#### **Deputy Chief Executives**

KUNG YEUNG Ann Yun Chi

ZHU Yanlai (resignation effective from 15 April 2015)

HUANG Hong (resignation effective from 1 July 2015)

#### **Chief Operating Officer**

LEE Alex Wing Kwai (expiry of contract effective from 2 July 2015)

### **Company Secretary**

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CHAN Chun Ying

### **Registered Office**

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

### **Auditor**

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Ernst & Young

### **Share Registrar**

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

### **ADR Depository Bank**

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

### **Credit Ratings (Long Term)**

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Standard & Poor's	A+
Moody's	Aa3
Fitch	A

### **Index Constituent**

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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**

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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**

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www.bochk.com

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## 2. Dividend and closure of register of members

The Board has declared an interim dividend of HK\$0.545 per share (2014: HK\$0.545), payable on Monday, 5 October 2015 to shareholders whose names appear on the Register of Members of the Company on Thursday, 24 September 2015.

The Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to the interim dividend, from Monday, 21 September 2015 to Thursday, 24 September 2015 (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, 18 September 2015. Shares of the Company will be traded ex-dividend as from Thursday, 17 September 2015.

## 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 2015, the following parties had the following interests (as defined in the SFO) in the Company set opposite their respective names:

Name of Corporation	Number of shares held in the Company	Approximate % of the 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. Apart from the disclosure above, according to the register maintained by the Company pursuant to section 336 of the SFO, 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 number 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 2015.

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

As at 30 June 2015, 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 as set out in Appendix 10 of the Listing Rules (the "Model Code").

## 5. 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 2014 on 25 March 2015 up to 28 August 2015 (being the approval date of this Interim Report) are set out below:

### *Experience including other directorships*

- (a) Mr YUE Yi, Vice Chairman, Executive Director and Chief Executive of the Company, has been appointed as chairman of BOCHK Charitable Foundation and BOCG Life with effect from 6 March 2015, NCB and Chiyu on 20 March 2015 as well as NCB (China) effective from 18 May 2015. On 6 March 2015, he has been appointed as the designated representative of the Bank to Hong Kong Association of Banks, member of each of Banking Advisory Committee and Bank Notes Issue Advisory Committee, director of Hong Kong Interbank Clearing Limited, HKICL Services Limited and Hong Kong Note Printing Limited as well as council member of Treasury Markets Association. On 7 March 2015, Mr YUE has been appointed as Vice Chairman of Board of Trustee and Chairman of Investment Subcommittee respectively of Ho Leung Ho Lee Foundation. Mr YUE has been appointed as Honorary President of Hong Kong Chinese Enterprises Association on 22 June 2015 and a member of Exchange Fund Advisory Committee since 15 July 2015. He ceased to be Executive Vice President of BOC from 6 March 2015, chairman of Bohai Industrial Investment Fund Management Co., Ltd. from 10 July 2015, chairman of BOCI from 13 August 2015 and chairman of Bank of China (Luxembourg) S.A. from 14 August 2015.
- (b) Mr LI Jiuzhong has been appointed as Executive Director of the Company and the Bank with effect from 31 March 2015.
- (c) Mr ZHU Shumin resigned as Non-executive Director and ceased to be a member of each of the Risk Committee and the Strategy and Budget Committee of the Company and the Bank with effect from 2 April 2015.
- (d) Mr CHEN Siqing, Vice Chairman of the Company, resigned as chairman of the board of directors of China Cultural Industrial Investment Fund Co., Ltd. in April 2015.
- (e) Mr KOH Beng Seng, Independent Non-executive Director of the Company, resigned as a director of Sing-Han International Financial Services Limited with effect from 30 April 2015.
- (f) Mr GAO Yingxin, Non-executive Director of the Company, has been appointed as Executive Vice President of BOC on 6 May 2015, chairman of the board of directors of China Cultural Industrial Investment Fund Co., Ltd. on 20 May 2015, chairman of BOCI on 13 August 2015 and chairman of Bank of China (Luxembourg) S.A. on 14 August 2015. Mr GAO ceased to be a director of BOCG Insurance with effect from 11 March 2015.
- (g) Mr LI Zaohang retired as Non-executive Director and ceased to be the Chairman of the Strategy and Budget Committee and a member of the Remuneration Committee of the Company and the Bank with effect from 16 June 2015.

# ADDITIONAL INFORMATION

## 6. 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.

## 7. Audit Committee

The Audit Committee consists only of Independent Non-executive Directors. It is chaired by Mr SHAN Weijian. Other members include Mr KOH Beng Seng, Mr TUNG Savio Wai-Hok and Madam CHENG Eva.

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 the 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 reports.

## 8. Compliance with the "Corporate Governance Code and Corporate Governance Report"

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 of the Corporate Governance Code and Corporate Governance Report as contained in Appendix 14 of the Listing Rules (the "Corporate Governance Code") except for Code Provision E.1.2. Due to other business arrangement, Mr TIAN Guoli, Chairman of the Board, was unable to attend the annual general meeting held on 16 June 2015 and delegated Mr YUE Yi, Vice Chairman and Chief Executive of the Company, to chair the meeting. 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 2014 of the Company.

## 9. 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 the Directors' dealing in securities transactions of the Company. Terms of the Company's Code are more stringent than the mandatory standards set out in 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 strictly complied with the provisions 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 October 2013. There were no fundamental amendments to the Company's Code and changes were in adaptive nature mainly to refine the Company's Code.

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

This 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 Listing Rules.

# ADDITIONAL INFORMATION

## 11. 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](mailto: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.

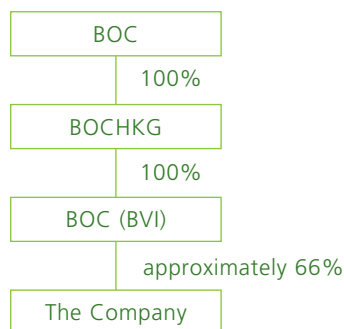
If you have any queries about how to obtain copies of this Interim Report or how to access those corporate communications on the Company's website, please call the Company's hotline at (852) 2846 2700.

## 12. 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. 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.



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

Second, the Group has prepared its interim financial information in accordance with HKFRSs; whereas the consolidated financial information reported to BOC is prepared in accordance with IFRS and CAS respectively. There is a difference in the election of subsequent measurement basis of bank premises 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 which arise from the difference in measurement basis relate to the following:

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

### (a) 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.

### (b) Deferred tax adjustments

These represent the deferred tax effect of the aforesaid adjustments.

### Profit after tax/net assets reconciliation

#### HKFRSs vs IFRS/CAS

	Profit after tax		Net assets	
	Half-year ended 30 June 2015 HK\$'m	Half-year ended 30 June 2014 HK\$'m	At 30 June 2015 HK\$'m	At 31 December 2014 HK\$'m
<b>Profit after tax/net assets of BOC Hong Kong (Holdings) Limited prepared under HKFRSs</b>	<b>13,791</b>	12,333	<b>190,630</b>	181,472
Add: IFRS/CAS adjustments				
Restatement of carrying value of bank premises	<b>740</b>	398	<b>(41,405)</b>	(40,388)
Deferred tax adjustments	<b>(43)</b>	(60)	<b>6,916</b>	6,732
<b>Profit after tax/net assets of BOC Hong Kong (Holdings) Limited prepared under IFRS/CAS</b>	<b>14,488</b>	12,671	<b>156,141</b>	147,816