

## Additional Information

### 1. Corporate information

#### Board of Directors

<b>Chairman</b>	XIAO Gang
<b>Vice Chairmen</b>	SUN Changji HE Guangbei
<b>Directors</b>	HUA Qingshan LI Zaohang ZHOU Zaiqun ZHANG Yanling FUNG Victor Kwok King * SHAN Weijian * TUNG Chee Chen * YANG Linda Tsao *

\* Independent Non-executive Directors

**Senior Adviser** NEOH Anthony Francis

#### Senior Management

<b>Chief Executive</b>	HE Guangbei
<b>Deputy Chief Executive</b>	LAM Yim Nam
<b>Chief Operating Officer</b>	LEE Raymond Wing Hung
<b>Chief Financial Officer</b>	LAW Man Wah
<b>Chief Risk Officer</b>	MAO Xiaowei
<b>Company Secretary</b>	YEUNG Jason Chi Wai

#### Registered Office

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

#### Auditors

PricewaterhouseCoopers

#### Share Registrar

Computershare Hong Kong Investor Services Limited  
46th Floor  
Hopewell Centre  
183 Queen's Road East  
Hong Kong

#### ADSs Depository Bank

Citibank, N.A.  
111 Wall Street  
New York, NY 10005  
United States of America

#### Website

[www.bochkholdings.com](http://www.bochkholdings.com)

## Additional Information (continued)

### 2. Substantial interests in share capital

The register maintained by the Company pursuant to section 336 of the SFO recorded that, as at 30 June 2004, the following corporations had the following interests (as defined in the SFO) in the Company:

	Name of Corporation		
	BOC	BOCHKG	BOC (BVI)
Aggregate long position in shares and underlying shares	7,004,340,277	6,961,755,277	6,961,755,277
% of total issued shares of the Company	66.25%	65.85%	65.85%
Capacity in which such interests are held	Through controlled corporation (Notes 1, 2, 3 and 5)	Through controlled corporation (Notes 1 and 5)	Held 6,959,753,556 shares as beneficial owner  Held 2,001,721 shares through controlled corporation (Notes 4 and 5)
Nature of such interests			
1. Interests in shares	6,986,155,277	6,961,755,277	6,961,755,277
2. Interests under equity derivatives			
• Cash settled	10,000,000	—	—
• Physically settled	8,185,000	—	—

Notes:

1. 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.
2. BOC holds the entire issued share capital of BOC Insurance which in turn holds the entire issued share capital of BOC Life. Accordingly, for the purpose of the SFO, BOC is deemed to have the same interests in the Company as BOC Insurance and BOC Life, each of which had an interest in 5,700,000 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 Financial Products Limited. Accordingly, BOC is deemed to have the same interests in the Company as BOCI Financial Products Limited which had an interest in 13,000,000 shares of the Company and an interest in 18,185,000 shares under equity derivatives of which an interest in 10,000,000 shares is cash settled and an interest in the remaining 8,185,000 shares is physically settled.
4. BOC (BVI) holds 93.64% of the issued share capital of Hua Chiao (in members' voluntary liquidation), which had an interest in 2,001,721 shares of the Company.

## Additional Information (continued)

### 2. Substantial interests in share capital (continued)

Notes: (continued)

5. As required by the Listing Rules, the statements specify the relevant interests as at the balance sheet date of the Company, i.e. 30 June 2004, of substantial shareholders required to be kept under section 336 of the SFO. The statements do not therefore reflect any disclosable changes in the level or nature of those interests that may have occurred since 30 June 2004. On 9 July 2004, BOC notified the Company of the changes in its interests, namely (i) BOC, BOCHKG and BOC (BVI) have interests/are deemed to have interests in 6,974,530,729, 6,959,190,925 and 6,959,190,925 shares of the Company, representing approximately 65.97%, 65.82% and 65.82% of the issued share capital of the Company and (ii) by virtue of its equity interest in BOC Financial Products Limited, BOC is deemed to have a short position in 5,795,862 shares of the Company.

Save as disclosed above, as at 30 June 2004, no other interests or short positions were recorded in the register maintained by the Company under section 336 of the SFO.

### 3. Directors' rights to acquire shares

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) an aggregate of 10,266,600 existing issued shares of the Company at a price of HK\$8.50 per share. As at 30 June 2004, the number of outstanding option shares amounted to 8,459,100, representing approximately 0.08% of the Company's issued share capital. None of these options may be exercised within one year from 25 July 2002. These options have a vesting period of four years from 25 July 2002 with a valid exercise period of ten years. 25% of the number of shares subject to such options will vest at the end of each year. No offer to grant any options under the Pre-Listing Share Option Scheme may be made on or after 25 July 2002, the date on which dealings in the Company's shares commenced on the Stock Exchange.

Particulars of the options granted to the directors under the Pre-Listing Share Option Scheme are set out below:

	Date of grant	Exercise price (HK\$)	Exercisable Period	Number of share options					Balance as at 30 June 2004
				Granted on 5 July 2002	Balance as at 1 January 2004	Exercised during the period	Surrendered during the period	Lapsed during the period	
SUN Changji	5 July 2002	8.50	25 July 2003 to 4 July 2012	1,590,600	1,590,600	—	—	—	1,590,600
HE Guangbei	5 July 2002	8.50	25 July 2003 to 4 July 2012	1,446,000	1,446,000	(361,500)	—	—	1,084,500
HUA Qingshan	5 July 2002	8.50	25 July 2003 to 4 July 2012	1,446,000	1,446,000	—	—	—	1,446,000
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	1,446,000	—	—	—	1,446,000
ZHANG Yanling	5 July 2002	8.50	25 July 2003 to 4 July 2012	1,446,000	1,446,000	—	—	—	1,446,000
PING Yue *	5 July 2002	8.50	25 July 2003 to 4 July 2012	1,446,000	1,446,000	—	—	—	1,446,000

\* Resigned with effect from 2 February 2004.

Save as disclosed above, at no time during the period was the Company or 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.

## **Additional Information (continued)**

### **4. Directors' interests in shares, underlying shares and debentures**

Save as disclosed in the paragraph headed "Directors' rights to acquire shares", as at 30 June 2004, none of the directors of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under 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.

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

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

### **6. 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 and Madam Linda Tsao Yang.

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 auditors have carried out a review of the unaudited financial statements in accordance with the Statement of Auditing Standards ("SAS") 700 issued by the HKSA. 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 report.

### **7. Compliance with the Code of Best Practice of the Listing Rules**

None of the directors is aware of information that would reasonably indicate that the Company is not, or was not in compliance with the Code of Best Practice as set out in Appendix 14 of the Listing Rules throughout the period ended 30 June 2004 except that Non-executive Directors are subject to retirement by rotation and re-election at Annual General Meetings of the Company in accordance with the Company's Articles of Association.

### **8. Compliance with the Model Code for Securities Transactions by Directors**

The Company has adopted a code of conduct (the "Code of Conduct") regarding securities transactions by directors of the Company on terms no less exacting than the required standard (the "Required Standard") set out in the Model Code for Securities Transaction by Directors of Listed Issuers contained in Appendix 10 of the Listing Rules. The directors have confirmed that they have complied with the Required Standard and the Code of Conduct regarding their securities transactions, if any, during the period.

### **9. Compliance with the guideline on "Interim Financial Disclosure by Locally Incorporated Authorized Institutions"**

The interim report for the first half of 2004 fully complies with the requirements set out in the guideline on "Interim Financial Disclosure by Locally Incorporated Authorized Institutions" under the Supervisory Policy Manual issued by the HKMA.

## **Additional Information (continued)**

### **10. Compliance with SSAP 25**

The interim report for the first half of 2004 complies with SSAP 25 "Interim Financial Reporting" issued by the HKSA.

### **11. Dividend and closure of register of members**

The Board declared an interim dividend of HK\$0.320 per share (2003: HK\$0.195), payable on Thursday, 23 September 2004 to those persons registered as shareholders on Wednesday, 15 September 2004.

The Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to the interim dividend, from Wednesday, 8 September 2004 to Wednesday, 15 September 2004 (both days inclusive), during which period no transfer of shares will be registered. In order to rank 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Tuesday, 7 September 2004.

### **12. Interim report**

This Interim Report is available in both English and Chinese. The Chinese version of this Interim Report is available by writing to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. This Interim Report is also available (in both English and Chinese) on the Company's website at [www.bochkholdings.com](http://www.bochkholdings.com).

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