



中銀香港(控股)有限公司

BOC HONG KONG (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 2388)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to bring the Company's Articles of Association in line with latest statutory and regulatory changes and good corporate governance practice, a special resolution will be proposed to the shareholders at the 2004 AGM to approve certain amendments to the Articles of Association of the Company.

A Circular containing details of the proposed amendments and the notice of the 2004 AGM will be despatched together with the 2003 Annual Report and proxy form for the 2004 AGM to shareholders in mid April 2004. Shareholders may also view and download the Circular, 2003 Annual Report and proxy form from the Company's website at www.bochkholdings.com or the Stock Exchange's website at www.hkex.com.hk.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As part of the Company's efforts to enhance its corporate governance practices and in order to bring the Company's Articles of Association in line with certain changes to the Companies Ordinance which came into effect in February 2004, changes to the Listing Rules which came into effect in March 2004 and certain code provision in the draft Code on Corporate Governance Practices released by the Stock Exchange in January 2004, the Board proposes to amend the Company's Articles of Association in the following manner:

- (a) amending Articles 2(a), 15, 40, 80(a), 98, 99, 102, 106(g), 109 and 110; and
- (b) inserting a new Article 76A.

The full text of the proposed special resolution to amend the Articles of Association is set out in the notice of 2004 AGM. The said notice is contained in a Circular which will be despatched together with the 2003 Annual Report and proxy form for the 2004 AGM to shareholders in mid April 2004. Shareholders may also view and download the Circular, 2003 Annual Report and proxy form from the Company's website at www.bochkholdings.com or the Stock Exchange's website at www.hkex.com.hk.

The scope of the proposed amendments is set out below for the information of shareholders and investors. Detailed reasons for the amendments are set out in Appendix I to the Circular.

- (a) time limit for issue of share certificates following lodgment of transfer documents;
- (b) circumstances where votes of a member will not be counted;
- (c) maximum number of proxies which a member can appoint;
- (d) retirement by rotation of directors;
- (e) period within which a notice for election of director must be given;
- (f) removal of directors by ordinary resolution;
- (g) circumstances where a director has material interest and hence shall not vote.

2004 ANNUAL GENERAL MEETING

The proposed amendments to the Articles of Association are subject to the approval of the shareholders by way of a special resolution to be passed at the 2004 AGM. The 2004 AGM will be held on Friday, 21st May, 2004 at 3:00 p.m. (registration will begin at 2:30 p.m.) at Meeting Room 401, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong (please use the Harbour Road entrance). Shareholders whose names appear on the Register of Members of the Company as at the close of business on Wednesday, 19th May, 2004 are eligible to attend the 2004 AGM. Appendix IV to the Circular contains a list of frequently asked questions on voting and annual general meeting and the relevant information in response to such questions.

DEFINITIONS

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

- "2004 AGM" means the annual general meeting of the Company to be held on Friday, 21st May, 2004 at 3:00 p.m. at Meeting Room 401, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong;
- "Board" means the Board of Directors of the Company for the time being;
- "Company" means BOC Hong Kong (Holdings) Limited, a company incorporated in Hong Kong, the shares of which are listed on the Stock Exchange;
- "Listing Rules" means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- "Stock Exchange" means The Stock Exchange of Hong Kong Limited.

By Order of the Board
Jason C. W. Yeung
Company Secretary

Hong Kong, 8th April, 2004

As at the date hereof, the Board of Directors of the Company is comprised of the following Directors:

- * Mr. XIAO Gang (*Chairman*)
- * Mr. SUN Changji (*Vice-chairman*)
- Mr. HE Guangbei (*Vice-chairman and Chief Executive*)
- * Mr. HUA Qingshan
- * Mr. LI Zaochang
- * Mr. ZHOU Zaiqun
- * Ms. ZHANG Yanling
- ** Dr. FUNG Victor Kwok King
- ** Mr. SHAN Weijian
- ** Mr. TUNG Chee Chen
- ** Ambassador YANG Linda Tsao

- * *non-executive directors*
- ** *independent non-executive directors*

Senior Adviser to the Board:
Mr. NEOH Anthony Francis