

BOC HONG KONG (HOLDINGS) LIMITED

Summary of Information Disclosure Policy

Information Disclosure Policy is formulated in accordance with relevant legislations / statutory requirements / regulations.

Definition of information

“Information” refers to the general information disseminated by the Company and its subsidiaries (collectively the “Group”) and information likely to have a material effect on the price and trading volume of the Group’s listed securities or derivatives, or have significant impact on the investors’ decision-making process. It also refers to other information that should be disclosed as soon as reasonably practicable in accordance with the statutory requirements under relevant supervisory departments, regulatory authorities in the place of listing, or should be disclosed to the general public through any specified media.

Form of information disclosure

Information disclosure is mainly in the forms of announcements; reports (including regular reports and provisional reports); press releases; internet where information is disclosed and via investors’, analysts’ or media briefings. Information must be disclosed in compliance with relevant laws/statutory requirements or internal regulations of the Group irrespective of its forms of disclosure.

Management framework of information disclosure

The Board must ensure the Group to assume its responsibilities for fulfilling disclosure obligations, and shall authorise the Management Committee to monitor implementation of the information disclosure affairs, conduct regular review on the information disclosure mechanism of the Group and carry out inside information assessment, yet the final decision on the outcome of inside information assessment shall rest with the Board. The Board shall also approve inside information announcements and other relevant announcements as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or other regulatory requirements.

Basic principles of information disclosure

The disclosure of information of the Group should be made in accordance with the following basic principles:

Timeliness: information disclosure should be promptly disseminated to the public and completed within the time frame as stipulated in the applicable laws, regulations, ordinances, rules and other codes setting out in this Policy.

Fairness: disclosure of same piece(s) of information should be fairly disseminated to all of the Group's holders of securities or derivatives in order to prevent any person or any class of persons to deal in the Group's securities with a more favorable position than others.

Truthfulness: contents of the information to be disclosed should be objective and on factual basis to reflect the real situation, no false statement shall be contained.

Accuracy: contents of the information to be disclosed should be impartial and precise, no exaggerated or misleading statement shall be contained.

Completeness: contents of the information to be disclosed should be complete and contains no material omissions. All relevant documents presenting with required format shall be made available.

Compliance: the disclosure requirements provided under the relevant laws, regulations, ordinances, rules and other relevant provisions.

Voluntariness: the Group should, without violating any provisions otherwise, proactively and timely disclose the information that may have impact on making investment decisions by shareholders and stakeholders, such information includes the Group's strategic development, visions and relationship with stakeholders, etc. This will enhance the corporate image and credibility of the Company with the investors and facilitate the Group on building up a reputable image in corporate social responsibility.

In addition, in case the Group's securities or derivatives are listed on more than one stock exchange, the Group should synchronise the disclosure of inside information as closely as possible in all markets in which the securities are listed. In general, the Group should ensure that inside information has to be released to the public in Hong Kong at the same time when it is disseminated in the overseas markets. If publication of inside information is made to the other market while the trading market in Hong Kong is closed, the Group shall have to issue an announcement in Hong Kong before the Hong Kong market opens for trading in the following day.

Types of information

● **General public information**

General public information, except for those identified as inside information, mainly includes the Group's information on corporate governance; basic information; change in business operations, risks and business conditions; securities' issuance and trading arrangements; finance and accounting; change of controlling shareholder(s) or its/their beneficial owner(s), and shareholders holding 5% or more of the issued share capital of the Company, etc.

● **Inside information**

Inside information comprises two elements: (1) it is about the Group, shareholder(s) or senior management of the Company, or the listed securities of the Group or its derivatives; and (2) it is not generally known to the persons who are accustomed to or would likely to deal in the listed securities of the Group but if generally known to them, it would likely to materially affect the price of the listed securities.

A list of possible events or circumstances that might involve inside information is maintained and reviewed regularly by the Group to ensure the compliance with relevant rules and regulatory requirements.

Waiver

To strike an appropriate balance between timely disclosure of inside information as required and preventing premature disclosure which might prejudice the Group's legitimate interests, the Group will temporarily withhold disclosure of inside information under the following circumstances:-

- a. The Group is not required to disclose the following information so long as the Group takes reasonable precautions for preserving the confidentiality of the inside information, and the confidentiality of such information is certainly preserved:
 - the information concerns an incomplete proposal or negotiation;
 - the information is a trade secret;
 - the information concerns the provision of liquidity support from the Exchange Fund or from an institution which performs the functions of a central bank (including such an institution of a place outside Hong Kong) to the Group; and
 - the disclosure is waived by the Securities and Futures Commission under relevant regulatory requirements.

- b. The Group is not required to disclose any inside information so long as the disclosure would constitute a contravention of an order of a court or any other laws. Nonetheless, the Group is still required to disclose other information if such disclosure would not constitute a contravention of the relevant regulatory requirements.
- c. Other circumstances permitted by the relevant regulators.

Reporting procedures

● Monitoring Framework

The Group has established controlling measures for the oversight of business, corporate development and events of the Group to enable any inside information that can be promptly identified and escalated by all departments/units. The Management Committee of the Group meets from time to time to ensure senior management having an effective control on the Group's daily operations and business development in accordance with relevant requirements. Board Secretariat also collects reports on business operations, risks and financial aspects from various departments/units as appropriate from time to time and escalates the same for the attention of directors to enable them to have a clear understanding on the Group's business operations, corporate development, key financials and operations data promptly.

● Preliminary identification

All departments/units should follow the internal control framework as established by the Group and pay special attention to the material information and critical incidents that will have significant impact on the Group's business operations. They should also preliminarily identify whether the information of various issues fall within the definition of material information or critical incidents as set out in this Policy, and to keep proper internal records, and conduct self-assessments and report to Board Secretariat. Once the information is preliminarily identified as material information or critical incidents to be reported, they should submit relevant reports and notify Board Secretariat on a timely basis. Head of relevant departments/units should restrict access to the inside information to a limited number of employees on a need-to-know basis during the escalation process and maintain a list of insider employees for management's inspection from time to time, and to ensure those employees whom are fully conversant with their obligations to preserve confidentiality. All reporting materials and correspondences should be properly filed for record, retrieval and examination.

- **Analysis and evaluation**

The Management Committee should review information as submitted by relevant departments/units. The Management Committee shall assess any possible impact on the Group with regard to such material information and critical incidents in order to determine whether it is inside information, and report their assessment result in writing to the Board. The Board may request additional information/materials and/or the Company to convene a Board meeting for further discussion, in order to make a final assessment and decision on disclosure. Minutes of relevant meetings of the Management Committee shall include discussions and analysis on the assessment of inside information, and shall be properly filed upon favourable review and approval by attendees of the meeting.

Procedures for information disclosure

Inside information announcement should be first disseminated by Board Secretariat officially via the electronic publication system operated by the Stock Exchange and then published on the Company's website. Such information shall then be released to investors, analysts, or media respectively through other channels upon formal publication.

- **Arrangements for and records on information disclosure relating to investors, analysts and the media**

Certain management staff designated by the Group who possess appropriate skills and with proper training can speak on behalf of the Group when communicating with external parties such as investors, analysts and the media. Unauthorised release of information on behalf of the Group is prohibited.

All presentation materials provided at analysts' or media briefings should be reviewed by senior management before relevant release. Parties associated with information disclosure should comply with relevant requirements, representation made outside the disclosure caliber is not allowed. Investor Relations Division of Board Secretariat shall keep proper records of information provided to investors and analysts, and to record relevant briefings and discussions. Chief Executive's Office shall also be responsible for keeping proper records of briefings and discussions with the media. Relevant departments/units should review these records from time to time to ensure that no inside information is disclosed.

- **Arrangements for market rumours, leakage of information and inadvertent disclosure**

In the events where the happenings of market rumours, leakage of information and inadvertent disclosure of information as disseminated in the market, the Management

Committee shall consider the corresponding measures to respond thereto and make necessary information disclosure caliber in case those information is inside information, and report their assessment result in writing to the Board. The Board may request additional information/materials and/or the Company to convene a Board meeting for further discussion, in order to make a final assessment and decision on disclosure. Relevant departments/units shall then take steps to respond, clarify, and make disclosure in accordance with the procedures as prescribed under relevant requirements of the Group.

Arrangements for preserving information confidentiality

All departments/units and employees of the Group should strictly comply with relevant provisions on confidentiality and are obligated to keep information confidential before disclosure is made. The Group shall enter into confidentiality agreement or conclude contract with confidentiality clause(s) upon engagement with any external parties in accordance with relevant requirements of the Group. The Group shall also establish stringent confidentiality arrangements to prohibit inadvertent disclosure of information, particularly during negotiation of material transactions.

Relevant training

Human Resources Department shall provide regular training to directors, members of the Management Committee, and other departments/units as well as employees who are performing disclosure duties in accordance with relevant provisions to assist them in understanding the Group's information disclosure policies, procedures as well as their own duties and obligations.

Disciplinary actions and accountability

If any departments/units or employees of the Group have deliberately or negligently breached the information disclosure provisions that leads to material damage or losses to the Group, the Group shall reserve the right to hold accountable to the person(s) whom are directly liable for the breaching of information disclosure provisions, and depends on the circumstances, impose disciplinary measures or take legal actions when necessary.

If any regulators take regulatory actions, issue notice of criticism or make public reprimand against the Group with regard to the Group's violation of information disclosure regulations, the Board should immediately take appropriate rectification measures and report the same to relevant regulators (as deemed necessary).