
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below:

“1999 Portfolio”	the loans transferred to Zhong Gang in 1999 pursuant to a number of sale agreements
“2002 Portfolio”	the loans transferred to BOC Cayman pursuant to the 2002 Sale Agreement
“2002 Sale Agreement”	the agreement dated June 26, 2002 entered into between BOC Cayman and the Company relating to the sale of the 2002 Portfolio
“ADS”	an American depositary share issued by the Depositary representing ownership of 20 Shares
“Application Forms”	WHITE, BLUE, YELLOW and PINK application forms or, where the context so requires, any of them
“Appointed Time”	October 1, 2001
“Articles of Association”	the articles of association of the Company
“Associate”	has the meaning ascribed to “associate” in the Listing Rules
“ATM”	automated teller machine
“authorized institution”	a bank, a restricted licence bank or a deposit-taking company as such terms are defined in the Banking Ordinance
“Bank of China” or “BOC”	Bank of China, a state-owned commercial bank established under the laws of the PRC
“Bank of China Hong Kong Branch”	the business carried on by BOC in or from its branch in Hong Kong, all existing Property and Liabilities of BOC Hong Kong branch of whatsoever nature as recorded in or created by any of the books and records of BOC and other Property and Liabilities of BOC Hong Kong branch related thereto, and such other Property and Liabilities as may be agreed between BOCHK and BOC Hong Kong branch, other than Excluded Property and Liabilities
“Banking Ordinance”	the Banking Ordinance, Chapter 155 of the Laws of Hong Kong, as amended
“Board” or “Board of Directors”	the board of directors of BOC Hong Kong (Holdings) Limited
“BOC (BVI)”	BOC Hong Kong (BVI) Limited, a company incorporated under the laws of the British Virgin Islands and a wholly owned subsidiary of BOCHK
“BOC Cayman”	the Cayman Islands branch of Bank of China
“BOC-CC”	BOC Credit Card (International) Limited, a company incorporated under the laws of Hong Kong and a wholly owned subsidiary of BOCHK

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“BOC Group Trustee”	BOC Group Trustee Company Limited, a company incorporated under the laws of Hong Kong, in which the Group and BOCI hold equity interests of 66% and 34%, respectively
“BOC HK Group”	has the meaning ascribed to it in the section headed “The Restructuring and Merger — History of BOC’s Commercial Banking Operations in Hong Kong” on page 55
“BOCHK”	Bank of China (Hong Kong) Limited (formerly known as Po Sang), a company incorporated under the laws of Hong Kong and a wholly owned subsidiary of the Company
“BOCHKG”	BOC Hong Kong (Group) Limited, a company incorporated under the laws of Hong Kong and a wholly owned subsidiary of BOC
“BOC Insurance”	Bank of China Group Insurance Company Limited, a company incorporated under the laws of Hong Kong and an indirect wholly owned subsidiary of BOC
“BOC Investment”	Bank of China Group Investment Limited, a company incorporated under the laws of Hong Kong and a wholly owned subsidiary of BOC
“BOC Life”	BOC Group Life Assurance Company Limited, a company incorporated under the laws of Hong Kong and a wholly owned subsidiary of BOC Insurance
“BOCI”	BOC International Holdings Limited, a company incorporated under the laws of Hong Kong and a wholly owned subsidiary of BOC
“BOCI Asia”	BOCI Asia Limited, a company incorporated under the laws of Hong Kong and a wholly owned subsidiary of BOCI
“BOCI Capital”	BOCI Capital Limited, a company incorporated under the laws of Hong Kong and a wholly owned subsidiary of BOCI
“BOC Markets”	has the meaning ascribed to it in the section headed “Bank of China and Its Relationship with Us — Overlapping and Complementary Business” on page 166
“BOC Markets Services Agreement”	has the meaning ascribed to it in the section headed “Bank of China and Its Relationship with Us — Connected Transactions” on page 185
“BOCI-Prudential Manager”	BOCI-Prudential Asset Management Limited, a company incorporated under the laws of Hong Kong, in which BOCI Asset Management Limited, a wholly owned subsidiary of BOCI, and Prudential hold equity interests of 64% and 36%, respectively
“BOCI-Prudential Trustee”	BOCI-Prudential Trustee Limited, a company incorporated under the laws of Hong Kong, in which BOC Group Trustee

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	and Prudential hold equity interests of 64% and 36%, respectively
“BOCI Securities”	BOCI Securities Limited, a company incorporated under the laws of Hong Kong and an indirect wholly owned subsidiary of BOCI
“business day”	a day that is not a Saturday, Sunday or public holiday in Hong Kong
“CBS”	Corporate Banking Service, our corporate banking online delivery channel
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China South Sea”	The China & South Sea Bank Limited, formerly a company organized under the laws of the PRC and a wholly owned subsidiary of BOC, which has been dissolved by merger into BOC
“China State”	The China State Bank, Limited, formerly a company organized under the laws of the PRC and a wholly owned subsidiary of BOC, which has been dissolved by merger into BOC
“Chip Bee”	an institution registered in the PRC which has exercised its beneficial interests in Chiyu collectively through Chip Bee Private Institution (私立集美學校基金), Chip Bee Foundation (集美基金) and other nominee shareholders historically recognized by Chiyu and BOC
“Chiyu”	Chiyu Banking Corporation Limited, a company incorporated under the laws of Hong Kong, in which BOCHK holds an equity interest of 70.49%
“classified loans”	loans in the “substandard”, “doubtful” and “loss” categories as defined under the loan classification framework adopted by the Hong Kong Monetary Authority
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as amended
“Company”, “we” or “us”	BOC Hong Kong (Holdings) Limited, a company incorporated under the laws of Hong Kong, and except where the context otherwise requires, these references are to the Group
“connected person”	has the meaning ascribed to it in the Listing Rules
“controlling shareholder”	has the meaning ascribed to it in the Listing Rules
“Credit Card Cooperation and Services Agreement”	has the meaning ascribed to it in the Section headed “Bank of China and Its Relationship with Us — Connected Transactions” on page 180

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“Deed of Copyright Assignment”	has the meaning ascribed to it in the section headed “Bank of China and Its Relationship with Us — Connected Transactions” on page 171
“Deed of Trust and Indemnity”	has the meaning ascribed to it in the section headed “Bank of China and Its Relationship with Us — Connected Transactions” on page 171
“Depositary”	Citibank, N.A., as depositary in relation to the ADSs
“Derivatives Agreement”	has the meaning ascribed to it in the section headed “Bank of China and Its Relationship with Us — Connected Transactions” on page 172
“Director(s)”	the director(s) of BOC Hong Kong (Holdings) Limited
“Eligibility Conditions”	the conditions which must be met by applicants in order to receive the Retail Discount, as further described in the section headed “Retail Discount — Eligibility Conditions”
“Estate Duty Ordinance”	the Estate Duty Ordinance, Chapter 111 of the Laws of Hong Kong, as amended
“Eversound”	Eversound Investments Limited, a company incorporated under the laws of Hong Kong, in which the Group holds an equity interest of 99%
“Excluded Property and Liabilities”	has the meaning ascribed to it in the section headed “Bank of China and Its Relationship with Us — Connected Transactions” on page 170
“GDP”	gross domestic product
“Gold Fortune”	Gold Fortune Management Corporation, a company incorporated under the laws of the British Virgin Islands and a wholly owned subsidiary of BOC Investment
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Group”	the Company and its subsidiaries or, where the context so requires in respect of any time prior to October 1, 2001, BOCHK, Nanyang, Chiyu, BOC-CC, the Merging Branches and the Undertaking of Hua Chiao (and their relevant subsidiaries) which were transferred to BOCHK pursuant to the Restructuring and Merger
“HIBOR”	Hong Kong inter-bank offered rate
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branches of the PRC organized banks”	the businesses carried on by the PRC organized banks in or from their branches in Hong Kong, all existing Property and Liabilities of the Hong Kong branches of the PRC organized banks of whatsoever nature as recorded in or created by any

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	of the books and records of the PRC organized banks and any other Property and Liabilities of the Hong Kong branches of the PRC organized banks related thereto, and such other Property and Liabilities as may be agreed between BOCHK and the relevant Hong Kong Branch of the PRC organized banks, other than Excluded Property and Liabilities
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong GAAP”	generally accepted accounting principles in Hong Kong
“Hong Kong Offer Shares”	the Offer Shares offered in the Hong Kong Public Offering
“Hong Kong Public Offering”	the offer for sale of the Hong Kong Offer Shares in Hong Kong at the Offer Price and on and subject to the terms and conditions of this prospectus and the Application Forms, as further described in the section headed “Structure of the Global Offering”
“Hong Kong Underwriters”	BOCI Asia Limited, Goldman Sachs (Asia) L.L.C., UBS Warburg a business group of UBS AG, BNP Paribas Peregrine Securities Limited, China Everbright Capital Limited, CLSA Limited, The Hongkong and Shanghai Banking Corporation Limited, BCOM Securities Company Limited, CEF Capital Limited, Celestial Capital Limited, China Insurance Group Securities Limited, Core Pacific-Yamaichi International (H.K.) Limited, CSC Securities (HK) Limited, Dao Heng Securities Limited, DBS Asia Capital Limited, First Shanghai Securities Limited, Grand Cathay Securities (Hong Kong) Limited, Guotai Junan Securities (Hong Kong) Limited, Hang Seng Securities Limited, ICEA Capital Limited, Ka Wah Capital Limited, KGI Asia Limited, Kingsway SW Securities Limited, Shenyin Wanguo Capital (H.K.) Limited, South China Securities Limited, Sun Hung Kai International Limited and Tai Fook Securities Company Limited
“Hong Kong Underwriting Agreement”	the underwriting agreement relating to the Hong Kong Public Offering dated July 12, 2002 entered into among BOC, the Selling Shareholder, the Company, the Joint Global Coordinators and the Hong Kong Underwriters, as described in the section headed “Underwriting”
“Hua Chiao”	Hua Chiao Commercial Limited (formerly known as Hua Chiao Commercial Bank Limited), a company incorporated under the laws of Hong Kong, in which BOC holds an equity interest of 93.64%
“ICAC”	Independent Commission Against Corruption
“International Card”	BOC’s Great Wall International Card
“International Offering”	the offer for sale of certain Offer Shares (which may, at the option of investors, be delivered in the form of ADSs) to

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	investors, as further described in the section headed “Structure of the Global Offering”
“International Purchasers”	BOCI Asia Limited, Goldman Sachs (Asia) L.L.C., UBS Warburg a business group of UBS AG, Deutsche Bank AG, Hong Kong Branch, Merrill Lynch Far East Limited, Morgan Stanley & Co. International Limited, Nomura International plc, Salomon Brothers International Limited, ABN AMRO Rothschild, Cazenove Asia Limited, Daiwa Securities SMBC Hong Kong Limited, Fox-Pitt, Kelton N.V., ING Bank N.V., J.P. Morgan Securities Limited, Lehman Brothers Securities Asia Limited and SG Securities (HK) Limited
“International Purchase Agreement”	the international purchase agreement relating to the International Offering, expected to be entered into on or about July 20, 2002, among BOC, the Selling Shareholder, the Company and the International Purchasers, as described in the section headed “Underwriting”
“Issue Mandate”	the general and unconditional mandate granted to the Directors by the shareholders of the Company, as further described in the section headed “Further Information About the Company — Written Resolutions of All the Shareholders of the Company” in Appendix VI
“JETCO”	Joint Electronic Teller Services Limited
“Joint Global Coordinators” or “Joint Bookrunners”	BOCI, Goldman Sachs (Asia) L.L.C. and UBS Warburg a business group of UBS AG, in their capacities as Joint Global Coordinators and/or Joint Bookrunners, as the context may require
“Joint Sponsors”	BOCI Asia, Goldman Sachs (Asia) L.L.C. and UBS Warburg Asia Limited
“Kincheng”	Kincheng Banking Corporation, formerly a company organized under the laws of the PRC and a wholly owned subsidiary of BOC, which has been dissolved by merger into BOC
“Kwangtung”	The Kwangtung Provincial Bank, formerly a company organized under the laws of the PRC and a wholly owned subsidiary of BOC, which has been dissolved by merger into BOC
“Kwangtung Shenzhen Branch”	the business carried on by Kwangtung in or from its branch in Shenzhen in Mainland China, all existing Property and Liabilities of the Shenzhen branch of Kwangtung of whatsoever nature as recorded in or created by any of the books and records of Kwangtung and any other Property and Liabilities of the Shenzhen branch of Kwangtung related thereto, and such other Property and Liabilities as may be agreed between BOCHK and Kwangtung Shenzhen Branch, other than Excluded Property and Liabilities

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“Legal Tender Notes Issue Ordinance”	the Legal Tender Notes Issue Ordinance, Chapter 65 of the Laws of Hong Kong (as amended)
“Legislative Council”	the Legislative Council of Hong Kong
“Liabilities”	includes duties and obligations of every description (whether present or future, actual or contingent)
“LIBOR”	London inter-bank offered rate
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Deed”	has the meaning ascribed to it in the section headed “Bank of China and its Relationship with Us — Connected Transactions” on page 173
“Macau”	the Macau Special Administrative Region of the PRC
“Mainland China”	the mainland of the PRC
“Memorandum of Association”	the memorandum of association of the Company
“Merger Agreement”	the agreement dated May 31, 2001 entered into among the Transferring Banks and BOCHK
“Merger Agreement (as supplemented)”	the Merger Agreement as supplemented by the Supplemental Merger Agreement
“Merger Ordinance”	the Bank of China (Hong Kong) Limited (Merger) Ordinance, Chapter 1167 of the Laws of Hong Kong
“Merging Branches”	has the meaning ascribed to it in the section headed “The Restructuring and Merger” in Appendix VI on page VI-4
“MPF”	mandatory provident fund
“MPF Ordinance”	the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the Laws of Hong Kong, as amended
“Nanyang”	Nanyang Commercial Bank, Limited, a company incorporated under the laws of Hong Kong and a wholly owned subsidiary of BOCHK
“National Commercial”	The National Commercial Bank Limited, formerly a company organized under the laws of the PRC and a wholly owned subsidiary of BOC, which has been dissolved by merger into BOC
“NBCE”	“non-bank Chinese entity” as defined by the Hong Kong Monetary Authority
“non-performing loans”	loans and advances to customers on which interest is placed in suspense or on which interest accrual has ceased
“OCC”	the United States Office of the Comptroller of Currency

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“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage, the Securities and Futures Commission transaction levy and the Stock Exchange trading fee) at which Offer Shares are to be sold in the Hong Kong Public Offering, to be determined as described in the section headed “Structure of the Global Offering”
“Offer Shares”	the Shares offered in the Global Offering
“ORSO schemes”	occupational retirement schemes
“Over-allotment Option”	the option to be granted by the Selling Shareholder to the International Purchasers, exercisable by the Joint Global Coordinators on behalf of the International Purchasers, to require the Selling Shareholder to sell up to an aggregate of 344,765,000 additional Shares (all or a portion of which may be delivered in the form of ADSs) solely to cover over-allocations in the International Offering, if any, as described in the section headed “Structure of the Global Offering”
“PBOC”	the People’s Bank of China, the central bank of the PRC
“Personal Data (Privacy) Ordinance”	the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong, as amended
“Po Sang”	Po Sang Bank Limited, now known as BOCHK
“Pooling Funds”	has the meaning ascribed to it in the section headed “Relationship with the Bank of China — Connected Transactions” on page 183
“PRC”	the People’s Republic of China, but for the purposes of this prospectus only (unless otherwise indicated) excludes Hong Kong, Taiwan and Macau
“PRC organized banks”	Kwangtung, Sin Hua, China South Sea, Kincheng, China State, National Commercial and Yien Yieh
“Pre-Listing Share Option Scheme”	the pre-listing share option scheme adopted by the Selling Shareholder, the principal terms of which are summarized in the section headed “Pre-Listing Share Option Scheme” in Appendix VI
“Price Determination Agreement”	an agreement to be entered into on the Price Determination Date among the Joint Global Coordinators (on behalf of the Hong Kong Underwriters and the International Purchasers), BOC and the Selling Shareholder
“Price Determination Date”	the date, expected to be on or before July 20, 2002, on which the offer prices of the Offer Shares and the ADSs are to be fixed by agreement among the Joint Global Coordinators (on behalf of the Hong Kong Underwriters and the International Purchasers), BOC and the Selling Shareholder, after

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	consultation with the Company, for the purposes of the Hong Kong Public Offering and the International Offering
“Property”	property and assets of every description wheresoever situate and rights of every description (whether present or future, actual or contingent), and includes property held on trust or in a fiduciary capacity and various types of security interests, benefits and powers of every description
“Prudential”	Prudential Corporation Holdings Limited
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Renminbi Card”	BOC’s Great Wall Renminbi Card
“Repurchase Mandate”	the general and unconditional mandate granted to the Directors by the shareholders of the Company, as further described in the section headed “Further Information About the Company — Written Resolutions of All the Shareholders of the Company” in Appendix VI
“Restructuring and Merger”	the restructuring and merger as described in the section headed “The Restructuring and Merger”
“Retail Discount”	the retail discount available to eligible applicants in the Hong Kong Public Offering, as further described in the section headed “Retail Discount”
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SDI Ordinance”	the Securities (Disclosure of Interests) Ordinance, Chapter 396 of the Laws of Hong Kong, as amended
“Securities Ordinance”	the Securities Ordinance, Chapter 333 of the Laws of Hong Kong, as amended
“Selling Shareholder”	BOC Hong Kong (BVI) Limited, a company incorporated under the laws of the British Virgin Islands and a wholly owned subsidiary of BOCHKG
“Services and Relationship Agreement”	has the meaning ascribed to it in the section headed “Bank of China and Its Relationship with Us — Connected Transactions” on page 184
“Share(s)”	ordinary share(s) of HK\$5.00 each in the capital of the Company
“Share Consolidation”	has the meaning ascribed to it in the section headed “Further Information About the Company — Changes in Share Capital” in Appendix VI on page VI-1
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the shareholders of the Company on July 10, 2002, the

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	principal terms of which are summarized in the section headed “Share Option Scheme” in Appendix VI
“Share Registrar”	Computershare Hong Kong Investor Services Limited
“Sharesave Plan”	the sharesave plan conditionally approved and adopted by the shareholders of the Company on July 10, 2002, the principal terms of which are summarized in the section headed “Sharesave Plan” in Appendix VI
“Sin Chiao”	Sin Chiao Enterprises Corporation Limited, a company incorporated under the laws of Hong Kong and a wholly owned subsidiary of BOCHK
“Sin Hua”	Sin Hua Bank Limited, formerly a company organized under the laws of the PRC and a wholly owned subsidiary of BOC, which has been dissolved by merger into BOC
“Sin Hua Shenzhen Branch”	the business carried on by Sin Hua in or from its branch in Shenzhen in Mainland China, and all existing Property and Liabilities of the Shenzhen branch of Sin Hua of whatsoever nature as recorded in or created by any of the books and records of Sin Hua and any other Property and Liabilities of the Shenzhen branch of Sin Hua related thereto, and such other Property and Liabilities as may be agreed between BOCHK and Sin Hua Shenzhen Branch, other than Excluded Property and Liabilities
“SME”	small and medium-sized enterprise
“Stamp Duty Ordinance”	the Stamp Duty Ordinance, Chapter 117 of the Laws of Hong Kong, as amended
“Standard Chartered”	Standard Chartered Bank, a company incorporated under the laws of England and Wales
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Placing Agreement”	has the meaning ascribed to it in the section headed “Structure of the Global Offering — Strategic Placing” on page 257
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“Sun Chung”	Sun Chung Property Management Company Limited, a company incorporated under the laws of Hong Kong and an indirect wholly owned subsidiary of BOC Investment
“Supplemental Merger Agreement”	the supplemental agreement to the Merger Agreement dated September 30, 2001 entered into among the parties to the Merger Agreement, BOCHKG, BOC (BVI) and the Company
“Trademark Licence Agreement”	has the meaning ascribed to it in the section headed “Bank of China and Its Relationship with Us — Connected Transactions” on page 171

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“Transferring Banks”	BOC, the PRC organized banks and Hua Chiao
“Undertaking of Hua Chiao”	the business and all existing Property and Liabilities of Hua Chiao of whatsoever nature, other than Excluded Property and Liabilities
“U.S.” or “United States”	the United States of America
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“US GAAP”	generally accepted accounting principles in the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“WTO”	the World Trade Organization
“Yien Yieh”	The Yien Yieh Commercial Bank Limited, formerly a company organized under the laws of the PRC and a wholly owned subsidiary of BOC, which has been dissolved by merger into BOC
“Zhejiang Bank”	Zhejiang Commercial Bank Limited, a PRC Sino-foreign joint venture bank, in which Nanyang and BOC hold equity interests of 25% and 40%, respectively
“Zhong Gang”	Zhong Gang (Cayman) Company Limited, a company incorporated under the laws of the Cayman Islands and a wholly owned subsidiary of BOC

Unless otherwise indicated, the information in this prospectus assumes that the Over-allotment Option is not exercised.

For the purpose of illustration only and unless otherwise specified in this prospectus, amounts denominated in RMB have been translated into HK\$ at the rate of RMB1.0614 = HK\$1.00 and amounts denominated in US\$ have been translated into HK\$ at the rate of US\$1.00 = HK\$7.80.