

**BOC HONG KONG (HOLDINGS) LIMITED**

(the “Company”)

**MINUTES OF THE FOURTEENTH ANNUAL GENERAL MEETING**

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**Date:** 6 June 2016 (Monday)  
**Time:** 2:00 p.m. to 2:35 p.m.  
**Venue:** Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong,  
1 Harbour Road, Wan Chai, Hong Kong

**Directors:** **Present:**  
Mr. Chen Siqing\*  
Mr. Yue Yi (Chairman of the meeting)  
Mr. Ren Deqi\*  
Mr. Xu Luode\*  
Mr. Li Jiuzhong  
Mdm. Cheng Eva  
Mr. Koh Beng Seng  
Mr. Tung Savio Wai-Hok

**With Apology:**  
Mr. Tian Guoli  
Mr. Gao Yingxin  
Mr. Shan Weijian

\* *attended via video conference*

**Shareholders:** As per the attached shareholders’ attendance lists

**In Attendance:** Mr. Lin Jingzhen (Deputy Chief Executive)  
Mr. Yuan Shu (Deputy Chief Executive)  
Mr. Zhong Xiangqun (Chief Operating Officer)  
Mdm. Sui Yang (Chief Financial Officer)  
Mrs. Kung Yeung Ann Yun Chi (Deputy Chief Executive)  
Mr. Chan Chun Ying (Company Secretary)  
Mr. Jack Chan (Representative of Auditor, Ernst & Young)  
Mr. James Wong (Representative of Share Registrar, Computershare  
Hong Kong Investor Services Limited)

**Scrutineer:** Computershare Hong Kong Investor Services Limited

*Note: This meeting was conducted in Mandarin with English simultaneous translation.*

1. **Chairman**

Vice Chairman and Chief Executive Yue Yi took the chair of this meeting.

2. **Quorum and Notice of Meeting**

Mr. Chan Chun Ying, the Company Secretary, confirmed that a quorum was present and CE Yue declared the meeting open. As the notice convening this meeting (the “Notice”) had been served, the Notice was taken as read with the shareholders’ consent.

3. **Voting at the Meeting**

All resolutions put to this meeting would be voted on by poll. The votes for all resolutions would be taken at the same time after all the resolutions had been proposed and put to vote at the meeting. The Company had appointed Computershare Hong Kong Investor Services Limited (“Computershare”), the Company’s share registrar, as the scrutineer for the poll voting.

4. **Resolution 1 – To receive and consider the audited Financial Statements and the Reports of Directors and of the Auditor of the Company for the year ended 31 December 2015**

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CE Yue advised that Resolution 1 was related to the adoption of the audited Financial Statements and the Reports of Directors and of the Auditor of the Company for the year ended 31 December 2015. Details of the same had been published in the Company’s 2015 Annual Report. The Independent Auditor’s Report was taken as read with the shareholders’ consent.

It was noted that the audited Financial Statements and the Reports of Directors and of the Auditor of the Company for the year ended 31 December 2015 were included in the 2015 Annual Report of the Company, which had been sent to the shareholders of the Company in mid April 2016, and was tabled at the meeting.

The following resolution was proposed by Mr. Mok Yan Ting (as proxy for a shareholder, Mdm. Cheng Man Yan) and seconded by Mr. Wu Yuan (a shareholder of the Company):

“**THAT** the audited Financial Statements and the Reports of Directors and of the Auditor of the Company for the year ended 31 December 2015 be received and adopted, as presented.”

**5. Resolution 2 – To declare a final dividend of HK\$0.679 per share for the year ended 31 December 2015**

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Resolution 2 related to the declaration of a final dividend for the year ended 31 December 2015. CE Yue informed the shareholders that the Board of Directors had recommended a final dividend of HK\$0.679 per share. Together with the interim dividend of HK\$0.545 per share paid for the first half of 2015, the total dividend payout for 2015 would be HK\$1.224 per share. If approved, the final dividend would be paid on 24 June 2016 to shareholders whose names appear on the Register of Members of the Company on 16 June 2016.

The following resolution was proposed by Mr. Raymond Lee (a shareholder of the Company) and seconded by Mdm. Wong Ching Shan (as proxy for a shareholder, Mdm. Hung Siu Ling):

“**THAT** a final dividend of HK\$0.679 per share for the year ended 31 December 2015 be paid on 24 June 2016 to shareholders whose names appeared on the Register of Members of the Company on 16 June 2016.”

**6. Resolution 3 – To re-elect (a) Mr. Yue Yi, (b) Mr. Ren Deqi, (c) Mr. Gao Yingxin, and (d) Mr. Xu Luode as Directors**

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Resolution 3 related to the re-election of Directors of the Company. CE Yue informed the shareholders that according to the Company’s Articles of Association, any Directors newly appointed by the Board of Directors should hold office only until the next following annual general meeting and should then be eligible for re-election. Further, at each annual general meeting, one-third of the Directors or the nearest number to but not less than one-third of the Directors, who are longest in the office, should retire from office by rotation and be eligible for re-election. Accordingly, five Directors would retire at this meeting. Except that Mr. Shan Weijian who has notified the Company that he has decided not to stand for re-election, the other four retiring Directors, namely Mr. Yue Yi, Mr. Ren Deqi, Mr. Gao Yingxin, and Mr. Xu Luode would retire and being eligible, offer themselves for re-election at this meeting.

The biographical details of the four Directors offering themselves for re-election and their performance during 2015 had been set out in the Company's 2015 Annual Report and the circular to its shareholders dated 18 April 2016 (the “**Circular**”).

(a) Re-election of Mr. Yue Yi

CE Yue invited Director Li Jiuzhong to take the chair of this meeting to deal with the resolution with respect to his re-election.

Director Li informed the shareholders that Mr. Yue Yi is the Vice Chairman and Chief Executive and a member of the Strategy and Budget Committee of the Company.

The following resolution was proposed by Mdm. Cheung Ka Man (as proxy for a shareholder, Mdm. Choy Lai Kuen) and seconded by Mdm. Lau Yee Yan (as proxy for a shareholder, Mdm. Lee Kit Ha):

“**THAT** the re-election of Mr. Yue Yi as a Director of the Company be approved.”

Then, CE Yue continued to chair the meeting.

(b) Re-election of Mr. Ren Deqi

CE Yue informed the shareholders that Mr. Ren Deqi is a Non-executive Director, Chairman of the Strategy and Budget Committee and a member of the Risk Committee of the Company.

The following resolution was proposed by Mr. Wu Yuan (a shareholder of the Company) and seconded by Mr. Mok Yan Ting (as proxy for a shareholder, Mdm. Cheng Man Yan):

“**THAT** the re-election of Mr. Ren Deqi as a Director of the Company be approved.”

(c) Re-election of Mr. Gao Yingxin

CE Yue informed the shareholders that Mr. Gao Yingxin is a Non-executive

Director, a member of the Risk Committee and the Strategy and Budget Committee of the Company.

The following resolution was proposed by Mr. Raymond Lee (a shareholder of the Company) and seconded by Mdm. Wong Ching Shan (as proxy for a shareholder, Mdm. Hung Siu Ling).

“**THAT** the re-election of Mr. Gao Yingxin as a Director of the Company be approved.”

(d) Re-election of Mr. Xu Luode

CE Yue informed the shareholders that Mr. Xu Luode is a Non-executive Director, a member of the Remuneration Committee and the Strategy and Budget Committee of the Company.

The following resolution was proposed by Mdm. Lau Yee Yan (as proxy for a shareholder, Mdm. Lee Kit Ha) and seconded by Mdm. Cheung Ka Man (as proxy for a shareholder, Mdm. Choy Lai Kuen).

“**THAT** the re-election of Mr. Xu Luode as a Director of the Company be approved.”

**7. Resolution 4 – To re-appoint Ernst & Young as Auditor of the Company and authorise the Board of Directors or a duly authorised Committee of the Board to determine the remuneration of the Auditor**

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Resolution 4 related to the re-appointment of Ernst & Young as Auditor of the Company and authorise the Board of Directors or a duly authorised Committee of the Board to determine the remuneration of the Auditor.

The following resolution was proposed by Mr. Raymond Lee (a shareholder of the Company) and seconded by Mr. Wu Yuan (a shareholder of the Company):

“**THAT** Ernst & Young be re-appointed as the Auditor of the Company and the Board of Directors or a duly authorised Committee of the Board be authorised to determine the remuneration of the Auditor.”

**8. Resolution 5 - To grant a general mandate to the Board of Directors to allot, issue and deal with additional shares of the Company**

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Resolution 5 related to the proposed grant of a general mandate to the Board of Directors to allot, issue and deal with additional shares of the Company. CE Yue informed the shareholders that the Board was aware of the investors' concerns on possible dilution of the shareholders' value resulting from the exercise of the power pursuant to such mandate. As the Company is committed to upholding high standards of corporate governance, the Board proposed to voluntarily restrict this general mandate up to 5% of the total number of shares of the Company in issue as at the date of passing of this resolution if such shares were issued solely for cash and unrelated to any asset acquisition, otherwise the general mandate would remain at 20% of the total number of shares of the Company in issue as at the date of passing of this resolution, details of which had been set out in the Circular.

The following resolution was proposed by Mr. Mok Yan Ting (as proxy for a shareholder, Mdm. Cheng Man Yan) and seconded by Mdm. Lau Yee Yan (as proxy for a shareholder, Mdm. Lee Kit Ha):

**“THAT:**

- (A) subject to paragraph (B) of this Resolution, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require Shares to be allotted, issued, granted, distributed or otherwise dealt with during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;
- (B) the total number of Shares allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion or otherwise) by the Board of Directors pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue; or
  - (ii) the exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are

convertible into Shares; or

- (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company from time to time; or
- (iv) any share option scheme or savings-based share option plans or similar arrangement for the time being adopted by the Company (if applicable) for the grant or issue to eligible participants of such scheme, plan or arrangement of Shares or rights to acquire Shares,

shall not exceed the aggregate of:

- (a) 20% or, in the case of issue of Shares solely for cash and unrelated to any asset acquisition, 5% of the total number of Shares in issue as at the date of passing of this Resolution (subject to adjustment in the case of any subdivision and consolidation of Shares after the passing of this Resolution); and
- (b) (if the Board of Directors is so authorised by a separate resolution of the shareholders of the Company) the total number of Shares in issue bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the total number of Shares in issue as at the date of passing of this Resolution (subject to adjustment in the case of any subdivision and consolidation of Shares after the passing of this Resolution)),

and the said approval shall be limited accordingly; and

(C) for the purpose of this Resolution:

- (i) “Relevant Period” means the period from (and including) the date of passing of this Resolution until whichever is the earliest of:
  - (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by any applicable law to be held; and

- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting;
- (ii) “Rights Issue” means an offer of Shares open for a period fixed by the Board of Directors to the holders of Shares whose names appear on the register of members of the Company (and, if appropriate, to the holders of warrants and other securities which carry a right to subscribe or purchase Shares on the relevant register) on a fixed record date in proportion to their holdings of such Shares (and, if appropriate, such warrants and other securities) as at that date (subject to such exclusions or other arrangements as the Board of Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company); and
- (iii) “Shares” means ordinary shares in the capital of the Company.”

**9. Resolution 6 – To grant a general mandate to the Board of Directors to buy back shares of the Company**

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Resolution 6 related to the proposed grant of a general mandate to the Board of Directors to buy back shares of the Company, not exceeding 10% of the total number of shares of the Company in issue as at the date of passing of this resolution. CE Yue informed the shareholders that an explanatory statement on the buy-back mandate was included in the Circular, which had been despatched to the shareholders of the Company on 18 April 2016 in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The following resolution was proposed by Mdm. Cheung Ka Man (as proxy for a shareholder, Mdm. Choy Lai Kuen) and seconded by Mdm. Wong Ching Shan (as proxy for a shareholder, Mdm. Hung Siu Ling):

**“THAT:**

(A) subject to paragraph (B) of this Resolution, the exercise by the Board of



Directors during the Relevant Period of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws, including The Codes on Takeovers and Mergers and Share Buy-backs and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), be and is hereby generally and unconditionally approved;

(B) the total number of Shares in issue which may be bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (A) of this Resolution shall not exceed 10% of the total number of Shares in issue as at the date of passing of this Resolution (subject to adjustment in the case of any subdivision and consolidation of Shares after the passing of this Resolution), and the said approval shall be limited accordingly; and

(C) for the purpose of this Resolution:

(i) “Relevant Period” means the period from (and including) the date of passing this Resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by any applicable law to be held; and
- (c) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting;

(ii) “Shares” means ordinary shares in the capital of the Company.”

#### **10. Resolution 7 – To extend the general mandate granted under Resolution 5**

Resolution 7 related to the extension of the general mandate to issue additional shares granted under Resolution 5 by adding thereto the total number of shares

bought back by the Company under the general mandate granted pursuant to Resolution 6.

The following resolution was proposed by Mr. Wu Yuan (a shareholder of the Company) and seconded by Mr. Mok Yan Ting (as proxy for a shareholder, Mdm. Cheng Man Yan):

“**THAT** conditional on the passing of Resolutions 5 and 6, the general mandate granted to the Board of Directors to exercise the powers of the Company to allot, issue, grant, distribute or otherwise deal with additional Shares in the Company pursuant to Resolution 5 be and is hereby extended by the addition thereto of the total number of Shares bought back by the Company under the general mandate granted pursuant to Resolution 6, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing of Resolutions 5 and 6 (subject to adjustment in the case of any subdivision and consolidation of Shares after the passing of this Resolution).”

#### **11. Questions and Answers Section in relation to the Proposed Resolutions**

CE Yue invited questions in relation to the proposed resolutions from the floor, and no relevant question was raised.

#### **12. Voting by Poll**

As all resolutions had been proposed and there was no question from the floor, the meeting proceeded to take the votes on all resolutions by poll. As mentioned at the beginning of this meeting, the Company had appointed Computershare as the scrutineer for the vote taking. At the request of CE Yue, Mr. James Wong, Chief Executive Officer of Computershare, explained the poll voting procedures to the shareholders of the Company.

After voting by shareholders, Computershare collected the voting papers and proceeded to vote counting.

CE Yue informed the shareholders that the poll results would be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company respectively as soon as practicable following conclusion of the vote counting.

**13. Closure of Meeting**

As all the agenda had been discussed, CE Yue declared the meeting closed.

**Postscript:**

Following the conclusion of the meeting and completion of the vote counting, Computershare issued scrutineer's certificate to the Company. Accordingly, the Company announced the following poll results in an announcement published on the websites of Hong Kong Exchanges and Clearing Limited and the Company respectively on Monday, 6 June 2016:

- (1) There were 8,554,130,245 votes (99.9968%) in favour of, and 270,502 votes (0.0032%) against, Resolution 1 as set out in the Notice in relation to the adoption of the audited Financial Statements and the Reports of Directors and of the Auditor of the Company for the year ended 31 December 2015. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.
- (2) There were 8,554,402,745 votes (99.9994%) in favour of, and 48,002 votes (0.0006%) against, Resolution 2 as set out in the Notice in relation to the declaration of a final dividend of HK\$0.679 per share for the year ended 31 December 2015. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.
- (3)
  - (a) There were 8,522,267,555 votes (99.7684%) in favour of, and 19,780,204 votes (0.2316%) against, Resolution 3(a) in relation to the re-election of Mr. Yue Yi as a Director of the Company. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.
  - (b) There were 7,340,676,936 votes (86.3471%) in favour of, and 1,160,683,062 votes (13.6529%) against, Resolution 3(b) in relation to the re-election of Mr. Ren Deqi as a Director of the Company. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.
  - (c) There were 7,382,289,131 votes (86.8363%) in favour of, and 1,119,092,367 votes (13.1637%) against, Resolution 3(c) in relation to the re-election of Mr. Gao Yingxin as a Director of the Company. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.

- (d) There were 7,332,275,547 votes (86.2486%) in favour of, and 1,169,050,201 votes (13.7514%) against, Resolution 3(d) in relation to the re-election of Mr. Xu Luode as a Director of the Company. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.
- (4) There were 8,520,188,434 votes (99.6006%) in favour of, and 34,167,813 votes (0.3994%) against, Resolution 4 as set out in the Notice in relation to the re-appointment of Ernst & Young as Auditor of the Company and authorise the Board of Directors or a duly authorised Committee of the Board to determine the remuneration of the Auditor. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.
- (5) There were 7,174,085,804 votes (83.8650%) in favour of, and 1,380,236,943 votes (16.1350%) against, Resolution 5 as set out in the Notice in relation to the grant of a general mandate to the Board of Directors to allot, issue and deal with additional shares of the Company. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.
- (6) There were 8,552,975,240 votes (99.9890%) in favour of, and 943,539 votes (0.0110%) against, Resolution 6 as set out in the Notice in relation to the grant of a general mandate to the Board of Directors to buy back shares in the Company. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.
- (7) There were 7,229,454,082 votes (84.5130%) in favour of, and 1,324,800,165 votes (15.4870%) against, Resolution 7 as set out in the Notice in relation to the extension of the general mandate to issue shares. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.

(SD.) Mr. YUE YI

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Chairman of the Meeting