

BOC HONG KONG (HOLDINGS) LIMITED

(the “Company”)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING

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Date: 28 June 2017 (Wednesday)
Time: 2:35 p.m. to 3:00 p.m.
Venue: Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong,
8 Finance Street, Central, Hong Kong

Directors: **Present:**
Mr. Chen Siqing*
Mr. Yue Yi (Chairman of the meeting)
Mr. Ren Deqi*
Mr. Gao Yingxin#
Mdm. Cheng Eva
Mr. Koh Beng Seng

With Apology:
Mr. Tian Guoli
Mr. Li Jiuzhong
Dr. Choi Koon Shum
Mr. Tung Savio Wai-Hok

* *attended via video conference*

attended via telephone 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. Luo Nan (Company Secretary)
Mr. Alexander Tai (Representative of Independent Financial Adviser,
Investec Capital Asia Limited)
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 or Cantonese 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. Luo Nan, the Company Secretary, confirmed that a quorum was present. CE Yue declared the meeting open and Mr. Luo Nan read out the notice convening this meeting.

3. **Voting at the Meeting**

In accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the transactions proposed to be put to shareholders for approval at this meeting constituted connected transactions of the Company. Therefore, all connected persons were required to abstain from voting on the relevant resolution. Further, the votes for approving the resolution would be taken by way of poll. 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 – To confirm, approve and ratify the Continuing Connected Transactions and the New Caps**

The only resolution of this meeting was related to the Continuing Connected Transactions and the New Caps. Details of the aforesaid together with the recommendation of the Independent Board Committee and Independent Financial Adviser were set out in the circular dated 9 January 2017, which had been sent to the shareholders of the Company and was tabled at the meeting.

Director Koh Beng Seng, a member of the Independent Board Committee, reported that having taken into account the advice of the Independent Financial Adviser and its recommendation in relation thereto, the Committee considered that the Continuing Connected Transactions and the New Caps were in the interests of the Company and its shareholders as a whole and were fair and reasonable so far as the independent shareholders were concerned. Accordingly, the Committee recommended the independent shareholders to vote in favour of the ordinary resolution to approve the Continuing Connected Transactions and the New Caps.

CE Yue invited questions from the floor. At a shareholder's request, Mr. Alexander Tai, representative of Independent Financial Adviser, elaborated on the background on the Continuing Connected Transactions. Mr. Alexander Tai and Director Koh Beng Seng respectively explained that all the Continuing Connected Transactions would be entered into in the ordinary and usual course of the business on normal commercial terms, and the Continuing Connected Transactions and the New Caps were fair and reasonable as well as in the interests of the Company and its shareholders as a whole.

The following resolution was proposed by Mdm. Cheung Ka Man (as proxy for a shareholder, Mdm. Cheng Man Yan) and seconded by Mr. Yee Kit Leung (as proxy for a shareholder, Mdm. Yeung Ming Wen):

“THAT the Continuing Connected Transactions and the New Caps, as defined and described in the circular dated 9 January 2017 to the shareholders of the Company, be and are hereby confirmed, approved and ratified.”

5. Voting by Poll

The meeting proceeded to take the votes on the resolution by poll. As the resolution proposed to be put to shareholders for approval at this meeting related to connected transactions of the Company, the resolution was required to be approved by independent shareholders pursuant to the Listing Rules. Bank of China Limited, the controlling shareholder of the Company, and its associates were therefore required to abstain from voting on this resolution. At the request of CE Yue, Mr. James Wong, Chief Executive Officer of Computershare, explained the poll voting procedures to the independent shareholders of the Company.

After voting by independent shareholders, Computershare collected the voting papers and proceeded to count the votes.

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.

6. Closure of Meeting

As 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 result in an announcement published on the websites of Hong Kong Exchanges and Clearing Limited and the Company respectively on Wednesday, 28 June 2017:

There were 1,586,874,473 votes (99.7743%) in favour of, and 3,589,302 votes (0.2257%) against, the resolution as set out in the notice of this meeting regarding the Continuing Connected Transactions and the New Caps. As more than 50% of the votes were cast in favour of the said resolution, the resolution was duly passed as an ordinary resolution.

(SD.) Mr. YUE Yi

Chairman of the Meeting