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中銀香港(控股)有限公司

BOC HONG KONG (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

(the “Company”, Stock Code: 2388)

Additional Information on Re-election of Retiring Director at the Annual General Meeting

Following the resignation of Mr. REN Deqi (任德奇先生) as Non-executive Director of the Company with effect from 12 June 2018, the ordinary resolution in respect of the re-election of Mr. REN is no longer applicable and will not be proposed at the 2018 AGM.

Pursuant to Article 98 of the Articles, Mr. GAO Yingxin (高迎欣先生) will retire by rotation and, being eligible, offer himself for re-election at the 2018 AGM. An ordinary resolution for his re-election will be proposed at the 2018 AGM for shareholders’ approval.

Additional Information on Re-election of Retiring Director

Reference is made to (1) the notice (the “**2018 AGM Notice**”) convening the annual general meeting of the Company to be held on Wednesday, 27 June 2018 at 2:00 p.m. at Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong (the “**2018 AGM**”), which sets out the proposed resolutions on the re-election of Directors for shareholders’ approval; (2) the circular to shareholders dated 18 April 2018 (the “**Circular**”) which set outs, among other matters, particulars of Directors proposed for re-election at the 2018 AGM, namely Mr. REN Deqi (任德奇先生) (“**Mr. REN**”), Mr. KOH Beng Seng and Mr. TUNG Savio Wai-Hok; and (3) the announcement made by the Company on 12 June 2018 regarding the resignation of Mr. REN as Non-executive Director of the Company with effect from 12 June 2018.

Following the resignation of Mr. REN as a Director of the Company, the ordinary resolution for the re-election of Mr. REN is no longer applicable and will not be proposed at the 2018 AGM. Pursuant to Article 98 of the Articles of Association of the Company (the “**Articles**”), at each annual general meeting, one-third of the Directors for the time being, or, if their

number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, and being eligible, offer themselves for re-election. The Directors to retire in every year shall be those who have been longest in office since their last election. Accordingly, Mr. GAO Yingxin (高迎欣先生) (“**Mr. GAO**”), being a Director longest in office since his last election following the resignation of Mr. REN will retire and, being eligible, offer himself for re-election at the 2018 AGM. An ordinary resolution no. 3(d) for the re-election of Mr. GAO will be proposed at the 2018 AGM for shareholders’ approval.

Biographical Details of Mr. GAO

Mr. GAO Yingxin (高迎欣先生), aged 55, is the Vice Chairman, Executive Director and the Chief Executive of the Company and its principal operating subsidiary, Bank of China (Hong Kong) Limited (the “**Bank**”). He is also a member of the Strategy and Budget Committee. Mr. GAO was a Non-executive Director and a member of the Risk Committee of the Company and the Bank from March 2015 to December 2017. He was Executive Director of Bank of China Limited (“**BOC**”, a controlling shareholder of the Company) from December 2016 to January 2018 and Executive Vice President of BOC from May 2015 to January 2018. Mr. GAO was also the Deputy Chief Executive (Corporate Banking) of the Company and the Bank from February 2005 to March 2015 and an Executive Director of the Company and the Bank from May 2007 to March 2015. He has been appointed as Chairman of BOCHK Charitable Foundation, and Chairman of BOC Insurance (International) Holdings Company Limited with effect from 1 January 2018 and Chairman of BOC Group Life Assurance Company Limited (a company in which BOC holds an equity interest of 49% through a wholly-owned subsidiary of BOC) effective from 9 February 2018. On 1 January 2018, Mr. GAO has been appointed as the designated representative of the Bank to Hong Kong Association of Banks, member of Risk Management Committee of Hong Kong Exchanges and Clearing Limited, member of each of Banking Advisory Committee and Bank Notes Issue Advisory Committee, Chairman of Hong Kong Interbank Clearing Limited, as well as Vice Chairman of Board of Trustees of Ho Leung Ho Lee Foundation. He has been appointed as Chairman of Chinese Banking Association of Hong Kong since 15 January 2018, Chairman of Hong Kong Chinese Enterprises Association and Chairman of The Hong Kong Chinese Enterprises Charitable Foundation Limited since 19 January 2018, Vice President of The Hong Kong Institute of Bankers since 12 February 2018, member of Exchange Fund Advisory Committee since 20 February 2018, member of General Committee of Hong Kong General Chamber of Commerce since 22 March 2018, and member of the Council of Treasury Markets Association since 9 April 2018. He is also member of HKSAR Human Resources Planning Commission and Co-Chairman of Guangdong-HK-Macao Bay Area Entrepreneurs Union. He has been serving as Chairman of Bank of China (Luxembourg) S.A. in August 2015 and Chairman of Bank of China (UK) Limited in October 2015. Mr. GAO was Chairman of Nanyang Commercial Bank, Limited, Vice Chairman of Nanyang Commercial Bank (China), Limited and a Director of Bank of China Group Insurance Company Limited and resigned all the positions in March 2015. He had served as Chairman as well as President and Chief Operating Officer of BOC International Holdings Limited and Chairman of BOC International (China) Co., Ltd. (formerly known as BOC International

(China) Limited). He was also Chairman of China Cultural Industrial Investment Fund Co., Ltd. and Chairman of BOC Poverty Relief and Education Charity Fund Limited. Mr. GAO joined BOC Group in 1986 where he began working on financing projects for various industries at BOC's Head Office in Beijing. In 1999, he became the General Manager of Corporate Banking at BOC Head Office where he was responsible for managing and building BOC Group's customer relationships with and global financing for multinational corporations and premium domestic clients in the Mainland of China. He was also in charge of BOC's major financing projects. Mr. GAO graduated from the East China University of Science and Technology with a Master's Degree in Engineering in 1986. He holds the title of Senior Economist.

Mr. GAO attended 5 out of 6 Board meetings, 5 out of 6 Risk Committee meetings, 3 out of 5 Strategy and Budget Committee meetings held in 2017 which he was entitled to attend.

Mr. GAO is appointed for a term of approximately 3 years subject to rotation in accordance with the Articles and pursuant to relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Mr. GAO, being an Executive Director, is appointed pursuant to a service agreement entered into with the Company.

The emolument of Mr. GAO as Executive Director and Chief Executive was determined by the Remuneration Committee with reference to his duties and responsibilities in the Group (the Company together with its subsidiaries), the performance of the Company and himself, and prevailing market conditions. The monthly basic salary of Mr. GAO is HK\$502,200, with discretionary bonus and other benefits.

Save as disclosed above, Mr. GAO does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. GAO does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matter which needs to be brought to the attention of the shareholders of the Company in connection with the proposed re-election of Mr. GAO.

Supplemental Proxy Form

Since the form of proxy (the "**First Proxy Form**") sent together with the Circular does not contain the proposed resolution of the re-election of Mr. GAO as a Director, a supplemental proxy form (the "**Supplemental Proxy Form**") containing such proposed resolution is uploaded to the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at www.bochk.com.

Any shareholder entitled to attend and vote at the meeting convened by the 2018 AGM Notice is entitled to appoint proxies to attend and vote instead of him/her. The Supplemental

Proxy Form will not affect the validity of the First Proxy Form duly completed. If a shareholder has already validly appointed proxy/proxies to attend and act on his/her behalf at the 2018 AGM but has not completed and returned the Supplemental Proxy Form, his/her proxy/proxies will have the right to vote on the above Resolution No. 3(d) at his/her discretion. If the proxy/proxies being appointed to attend the 2018 AGM under the Supplemental Proxy Form is different from the proxy/proxies appointed under the First Proxy Form and both proxies attend the 2018 AGM, only the proxy/proxies validly appointed under the First Proxy Form shall be deemed to have the right to attend and vote at the 2018 AGM. Shareholders are advised, whether or not they are able to attend the 2018 AGM, to complete and return the Supplemental Proxy Form, in accordance with the instructions printed thereon, to the registered office of the Company at 24th Floor, Bank of China Tower, 1 Garden Road, Hong Kong, or send it to the Company's share registrar via email to bochk.epoxy@computershare.com.hk, as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the 2018 AGM, being 2:00 p.m. on 26 June 2018. Completion of the proxy form(s) and its/their return will not preclude a shareholder from attending and voting in person at the 2018 AGM if he/she so wishes.

Apart from the withdrawal of the resolution for re-election of Mr. REN and the new proposed resolution no. 3(d) as mentioned above, all other matters to be dealt with in the 2018 AGM remain the same. Shareholders may view and download the Circular, 2018 AGM Notice and this announcement from the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk or the Company's website at www.bochk.com.

By Order of the Board
LUO Nan
Company Secretary

Hong Kong, 25 June 2018

As at the date of this announcement, the Board of Directors of the Company comprises Mr CHEN Siqing (Chairman), Mr GAO Yingxin (Vice Chairman and Chief Executive), Mr LI Jiuzhong, Madam CHENG Eva**, Dr CHOI Koon Shum**, Mr KOH Beng Seng** and Mr TUNG Savio Wai-Hok**.*

* *Non-executive Directors*

** *Independent Non-executive Directors*