



**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)

5 June 2020

Dear Shareholders,

**LETTER TO SHAREHOLDERS SUPPLEMENTAL TO  
THE CIRCULAR DATED 20 APRIL 2020 AND ENCLOSING THE  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING  
TO BE HELD ON 29 JUNE 2020**

This letter and the supplemental notice enclosed should be read together with the circular issued by the Company to the shareholders dated 20 April 2020 (the “**Circular**”) and the notice (the “**2020 AGM Notice**”) convening the annual general meeting of the Company (the “**2020 AGM**”) to be held on Monday, 29 June 2020 at 2:00 p.m. at Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong.

Reference is made to the announcement published by the Company on 25 May 2020 regarding the resignation of Mr. GAO Yingxin as Executive Director of the Company and its principal operating subsidiary, Bank of China (Hong Kong) Limited (the “**Bank**”), with effect from 25 May 2020. Immediately following the resignation of Mr. GAO Yingxin, the ordinary resolution no. 3(b) for his re-election as Director of the Company is no longer applicable and will not be proposed at the 2020 AGM.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, Mdm. CHENG Eva (鄭汝樺女士) (“**Mdm. CHENG**”) will retire and, being eligible, offer herself for re-election at the 2020 AGM. An ordinary resolution no. 3(f) for the re-election of Mdm. CHENG will be proposed at the 2020 AGM for shareholders’ approval.

The purpose of this letter is to provide you with further information in relation to the re-election of Mdm. CHENG as Director of the Company and to give you a supplemental notice of the 2020 AGM (the “**Supplemental Notice**”) and a supplemental proxy form (the “**Supplemental Proxy Form**”) for the 2020 AGM.

**PROPOSED RE-ELECTION OF DIRECTOR**

Information on the biographical details of Mdm. CHENG standing for re-election at the 2020 AGM is set out below:

Mdm. CHENG Eva

Aged 60

**Board appointments:** Mdm. CHENG was appointed as Independent Non-executive Director of the Company and the Bank in October 2014. She is Chairman of the Sustainability Committee and a member of each of the Audit Committee as well as the Strategy and Budget Committee.

**Positions and experience:** Mdm. CHENG was former Secretary for Transport and Housing of the Government of the Hong Kong Special Administrative Region of the People’s Republic of China (the “**HKSAR**”). She joined the government’s Administrative Service in August 1983 and was posted to various bureaux and departments, including serving as Permanent Secretary for Economic Development and Labour (Economic Development) and Commissioner for Tourism. She retired from the Government of the HKSAR on 30 June 2012.

**Qualifications:** Mdm. CHENG holds a Bachelor's Degree in Social Sciences from University of Hong Kong.

**Attendance at Board and Committee meetings in 2019:** Mdm. CHENG attended all 5 Board meetings, all 5 Audit Committee meetings and all 4 Strategy and Budget Committee meetings held in 2019 which she was entitled to attend. The Sustainability Committee was established on 23 December 2019 and no meeting was held from the date of establishment to the year-end date.

**Retirement and re-election pursuant to the Articles:** Mdm. CHENG 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**"). The aforesaid 3-year term will commence from the date of the 2020 AGM at which her original term expires until the date of the third annual general meeting thereafter. Formal letter of appointment is in place to set out the key terms and conditions in relation to her appointment as Independent Non-executive Director. Mdm. CHENG does not have any service contract with the Company.

**Emoluments:** As a Director of the Company, Mdm. CHENG is entitled to receive a Director's fee of HK\$400,000 per annum together with additional fees for any service rendered for the Board Committee(s) (the "**Committee(s)**"). Such fees are HK\$100,000 per annum for serving as a Committee chairman and HK\$50,000 per annum for serving as a Committee member. The present scale of Director's fees was determined with reference to the duties and responsibilities with the Company and prevailing market conditions, and was approved by the shareholders at previous general meetings of the Company. Details of emoluments of Mdm. CHENG are disclosed in Note 21 to the financial statements of the Company's Annual Report 2019.

**Relationship with any Director, senior management or substantial or controlling shareholders of the Company:** Mdm. CHENG does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company.

**Position held with the Company or its subsidiaries:** Mdm. CHENG is also director of the Bank. Save as disclosed above, Mdm. CHENG does not hold any position with the Company or any of its subsidiaries.

**Interests in shares, underlying shares and debentures:** As at the date of this letter, Mdm. CHENG does not have any interests in the shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**") as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules.

**Explanatory statement provided under Code Provision A.5.5 of Appendix 14 of the Listing Rules:** According to the "Procedures for the Nomination and Appointment of Independent Non-executive Directors" and "Mandate of the Nomination and Remuneration Committee" adopted by the Company, the Nomination and Remuneration Committee will undertake the selection and nomination of Independent Non-executive Director candidates, the re-appointment of any Non-executive Directors on the completion of their specified terms, and make relevant recommendations to the Board.

Furthermore, when changes to the members or composition of the Board or the Committees are required or when casual vacancies arise, the Nomination and Remuneration Committee shall adhere to the principles stated in the "Board Diversity Policy" adopted by the Company and take into account the existing composition of the Board and the Committees, as well as the business requirements of the Group, and nominate potential candidates by reference to their capacity and the selection criteria to the Board for approval.

Mdm. CHENG has met the independence criteria stated in the "Policy on Independence of Directors" adopted by the Company, which sets out more stringent independence criteria than those contained in the Listing Rules. Moreover, Mdm. CHENG has given the annual confirmation of independence to the Company. With due consideration of the above factors, the Board believes that Mdm. CHENG is independent.

In view of the diversified knowledge, experience and skills of Mdm. CHENG in business strategy, corporate governance, economics, human resources and compliance, the Board believes that her expertise will enable her to fulfill her role as independent non-executive director effectively, provide useful and constructive opinion and make contribution to the Board and the development of the Company.

Based on the diversified background of Mdm. CHENG, including but not limited to gender, cultural and educational background, professional experience, skills and knowledge, it is believed that Mdm. CHENG can contribute to diversity of the Board.

Having considered the above aspects and in view of the contribution that Mdm. CHENG has made and will make to the Board, her re-election will be in the best interests of the Company and its shareholders as a whole.

**Other information:** Save as disclosed above, there are no other matters concerning Mdm. CHENG that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

#### **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SUPPLEMENTAL PROXY FORM**

Since both the 2020 AGM Notice and the form of proxy (the “**First Proxy Form**”) that were sent together with the Circular do not contain the proposed resolution of the re-election of Mdm. CHENG as Director, the Supplemental Notice and the Supplemental Proxy Form are enclosed with this letter to include such proposed resolution.

Any shareholder entitled to attend and vote at the meeting convened by the 2020 AGM Notice and the Supplemental 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 by you in respect of the resolutions set out in the 2020 AGM Notice. If you have already validly appointed proxy/proxies under the First Proxy Form to attend and act on your behalf at the 2020 AGM but have not completed and returned the Supplemental Proxy Form, your proxy/proxies will have the right to vote on resolution no. 3(f) set out in the Supplemental Notice at his/her discretion. If the proxy/proxies being appointed to attend the 2020 AGM under the Supplemental Proxy Form is different from the proxy/proxies appointed under the First Proxy Form and both proxies attend the 2020 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 2020 AGM. Whether or not you are able to attend the 2020 AGM, you are advised to complete and return the First Proxy Form (if you have not yet done so) and the Supplemental Proxy Form, in accordance with the instructions printed thereon, to the registered office of the Company at 53rd Floor, Bank of China Tower, 1 Garden Road, Hong Kong, or send them to the Company’s share registrar via email to [bochk.eproxy@computershare.com.hk](mailto:bochk.eproxy@computershare.com.hk), as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the 2020 AGM. Completion and return of the proxy form(s) will not preclude you from attending and voting in person at the 2020 AGM if you so wish.

Apart from the withdrawal of resolution no. 3(b) for re-election of Mr. GAO Yingxin and the new proposed resolution no. 3(f) as mentioned above, all other matters to be dealt with at the 2020 AGM remain the same. You may view and download the Circular, the 2020 AGM Notice, this letter, the Supplemental Notice, the First Proxy Form and the Supplemental Proxy Form from the Company’s website at [www.bochk.com](http://www.bochk.com) or the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Given the ever-evolving Novel Coronavirus (COVID-19) pandemic and the importance of safeguarding the health and safety of the shareholders, the Company suggests that shareholders complete and return both the First Proxy Form and the Supplemental Proxy Form to appoint the chairman of the meeting as his/her proxy to vote on the relevant resolutions at the meeting instead of attending in person. Shareholders can also view the proceedings of the meeting online through [www.bochk.com/en/aboutus/ir/meetings.html](http://www.bochk.com/en/aboutus/ir/meetings.html).

If you have any queries, please do not hesitate to call the Company’s enquiry hotline at (852) 2846 2700 during business hours from 9:00 a.m. to 6:00 p.m. from Monday to Friday, excluding Hong Kong public holidays.

By Order of the Board  
BOC Hong Kong (Holdings) Limited  
Luo Nan  
*Company Secretary*

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “**2020 AGM**”) of the Company dated 20 April 2020 (the “**2020 AGM Notice**”) to convene the 2020 AGM on Monday, 29 June 2020 at 2:00 p.m. at Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that in addition to the resolutions contained in the 2020 AGM Notice, the following supplementary resolution be put forward to the shareholders of the Company for the purpose of considering and, if thought fit, passing the following resolution:

3(f) To re-elect Mdm. CHENG Eva as a Director of the Company.

As explained in the letter to shareholders dated 5 June 2020, resolution no. 3(b) is withdrawn following the resignation of Mr. GAO Yingxin as Executive Director of the Company.

By Order of the Board  
LUO Nan  
Company Secretary

Hong Kong, 5 June 2020

*Notes:*

1. A supplemental proxy form (the “**Supplemental Proxy Form**”) for the above resolution no. 3(f) is enclosed with the letter to shareholders dated 5 June 2020 together with this supplemental notice of the 2020 AGM. In order to be valid, the completed Supplemental Proxy Form should be deposited at the registered office of the Company at 53rd Floor, Bank of China Tower, 1 Garden Road, Hong Kong, or sent to the Company’s share registrar via email to bochk.eproxy@computershare.com.hk, at least 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the 2020 AGM.
2. If you have already validly appointed proxy/proxies under the First Proxy Form (as defined in the letter to shareholders dated 5 June 2020) to attend and act on your behalf at the 2020 AGM but have not completed and returned the Supplemental Proxy Form, your proxy/proxies will have the right to vote on resolution no. 3(f) set out in this supplemental notice at his/her discretion. If the proxy/proxies being appointed to attend the 2020 AGM under the Supplemental Proxy Form is different from the proxy/proxies appointed under the First Proxy Form and both proxies attend the 2020 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 2020 AGM.
3. Please refer to the 2020 AGM Notice and the circular of the Company both dated 20 April 2020 for details in respect of the other resolutions to be transacted at the 2020 AGM, eligibility for attending the 2020 AGM, appointment of proxy, registration procedures, closure of register of members and other relevant matters.
4. Given the ever-evolving Novel Coronavirus (COVID-19) pandemic, in order to facilitate the prevention of spread of COVID-19 and safeguard the health and safety of the shareholders, it is suggested that shareholders consider appointing the chairman of the meeting as his/her proxy to vote at the meeting instead of attending in person.

*As at the date of this notice, the Board comprises Mr. LIU Liange\* (Chairman), Mr. WANG Jiang\* (Vice Chairman), Mr. LIN Jingzhen\*, Mr. SUN Yu\*, Madam CHENG Eva\*\*, Dr. CHOI Koon Shum\*\*, Mr. KOH Beng Seng\*\*, Mr. LAW Yee Kwan Quinn\*\* and Mr. TUNG Savio Wai-Hok\*\**

\* Non-executive Directors

\*\* Independent Non-executive Directors