

**BOC HONG KONG (HOLDINGS) LIMITED**  
(the “Company”)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING**

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**Date:** 29 June 2020 (Monday)  
**Time:** 2:30 p.m. to 2:45 p.m.  
**Venue:** Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong

**Directors:**       **Present:**  
Mr. Liu Liange\* (Chairman of the meeting)  
Mr. Wang Jiang\*  
Mr. Lin Jingzhen\*  
Mr. Sun Yu\*  
Mdm. Cheng Eva\*  
Dr. Choi Koon Shum\*  
Mr. Koh Beng Seng<sup>#</sup>  
Mr. Law Yee Kwan Quinn\*  
Mr. Tung Savio Wai-Hok<sup>#</sup>

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

**In Attendance:** Mr. Zhuo Chengwen\* (Chief Risk Officer)  
Mdm. Sui Yang\* (Chief Financial Officer)  
Mr. Luo Nan\* (Company Secretary)  
Mr. Kenneth Lo (Representative of Independent Financial Adviser, Luk Fook Capital (HK) Limited)  
Mdm. Lee Yim Lan Phyllis (Representative of Share Registrar, Computershare Hong Kong Investor Services Limited)

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

\* attended by video conference

# attended by telephone conference

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

1. **Chairman**

Chairman Liu Liange took the chair of this meeting.

2. **Quorum and Notice of Meeting**

Mr. Luo Nan, the Company Secretary, confirmed that a quorum was present and Chairman Liu declared the meeting open. The notice convening this meeting has been dispatched to the shareholders on 20 April 2020.

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 has 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**

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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 the Independent Financial Adviser were set out in the circular dated 16 January 2020, which has been sent to the shareholders of the Company and was tabled at the meeting.

Mr. Kenneth Lo, representative of the Independent Financial Adviser, reported that the Continuing Connected Transactions are entered into in the ordinary and usual course of the business of the Company. After review, the Independent Financial Adviser was of the view that the Continuing Connected Transactions are entered into on normal commercial terms, and the New Caps are fair and reasonable as well as in the interests of the Company and its shareholders as a whole.

Director Tung Savio Wai-Hok, Chairman 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 are in the interests of the Company and its shareholders as a whole and are fair and reasonable so far as the independent shareholders are 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.

The following resolution was proposed by Mr. Wu Yuan (a shareholder of the Company) and seconded by Mr. Lee Chun Wai (as proxy for a shareholder, Mdm. Lao Wei Wen):

“**THAT** the Continuing Connected Transactions and the New Caps, as defined and described in the circular dated 16 January 2020 to the shareholders of the Company, be and are hereby confirmed, approved and ratified.”

**5. Questions and Answers Session in relation to the Proposed Resolution**

Chairman Liu invited questions in relation to the proposed resolution from the floor, and no relevant question was raised.

**6. 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 was 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. As mentioned at the beginning of this meeting, the Company has appointed Computershare as the scrutineer for the vote taking. At the request of Chairman Liu, Mdm. Lee Yim Lan Phyllis, Managing Director 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 vote counting.

Chairman Liu 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.

**7. Closure of Meeting**

As the agenda item has been discussed, Chairman Liu 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 Monday, 29 June 2020:

There were 1,344,246,030 votes (99.99900%) in favour of, and 13,509 votes (0.00100%) 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. Liu Liange  
Chairman of the Meeting