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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)

Stock Codes: 2388 (HKD counter) and 82388 (RMB counter)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a hybrid Annual General Meeting of BOC Hong Kong (Holdings) Limited (the “Company”) will be held on Thursday, 26 June 2025 at 2:00 p.m. (registration will begin at 1:15 p.m.) at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong with online access through online platform for the purpose of transacting the following businesses:

1. To receive the audited Financial Statements and the Reports of the Directors and of the Auditor of the Company for the year ended 31 December 2024.
2. To declare a final dividend of HK\$1.419 per Share for the year ended 31 December 2024.
3. To re-elect retiring Directors.
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.

To consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

5. **“THAT:**

- (A) to the extent permitted by, and complying with the prevailing requirements of, the Listing Rules, the Companies Ordinance (as amended from time to time) and any other applicable laws and regulations from time to time in force and 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 and price 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 be subject to the following restrictions:

- (a) the total number of Shares to be issued shall not exceed 10% (excluding Treasury Shares, if any) 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 (excluding Treasury Shares, if any) as at the date of passing of this Resolution (subject to adjustment in the case of any subdivision or consolidation of Shares after the passing of this Resolution); and
- (b) the discount rate of issue price shall not exceed 10% of the Company's benchmarked price,

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);
- (iii) “Shares” means ordinary shares in the capital of the Company;
- (iv) “Benchmarked price” means the price being the higher of:
 - (a) the closing price on the date of the agreement involving the proposed issue of securities under the general mandate; and
 - (b) the average closing price in the 5 trading days immediately prior to the earlier of: (1) the date of announcement of the proposed transaction or arrangement involving the relevant proposed issue of Shares under the general mandate; (2) the date of the agreement involving the relevant proposed issue of Shares under the general mandate; and (3) the date on which the price of the Shares of the Company that are to be issued is fixed; and
- (v) any reference to an allotment, issue, grant, distribution or dealing of Shares of the Company shall include the sale or transfer of Treasury Shares in the capital of the Company (if any) (including to satisfy any obligation upon the conversion or exercise of any securities of the Company, including bonds, debentures and notes convertible into Shares of the Company) to the extent permitted by, and complying with the prevailing requirements of, the Listing Rules, the Companies Ordinance (as amended from time to time) and any other applicable laws and regulations from time to time in force.”

6. **“THAT:**

- (A) to the extent permitted by, and complying with the prevailing requirements of, the Listing Rules, the Companies Ordinance (as amended from time to time) and any other applicable laws and regulations from time to time in force and 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 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 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 (excluding Treasury Shares, if any) as at the date of passing of this Resolution (subject to adjustment in the case of any subdivision or 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; and
 - (ii) “Shares” means ordinary shares in the capital of the Company.”

By Order of the Board
HUANG Xuefei
Company Secretary

Hong Kong, 24 April 2025

Registered Office:

53rd Floor
Bank of China Tower
1 Garden Road
Hong Kong

Notes:

1. The Annual General Meeting will be conducted as a hybrid meeting which allows Shareholders to attend, participate and vote in a convenient and efficient way by visiting <http://meetings.computershare.com/BOCHK2025AGM> (the “Online Platform”) from anywhere with an

internet connection. Through the Online Platform, Shareholders will be able to view the live webcast and participate in voting and submit questions in written form to the Annual General Meeting via their mobile phones, tablets, or computers. Shareholders attending the Annual General Meeting through the Online Platform will be counted towards the quorum.

2. According to the requirement of the Listing Rules, all resolutions put to Shareholders at the Annual General Meeting will be voted on by poll.
3. Any Shareholder entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend, speak and vote instead of him/her, provided that each proxy is appointed to represent the respective number of Shares held by the Shareholder as specified in the relevant proxy form. A proxy need not be a Shareholder of the Company, but must attend the Annual General Meeting in person to represent the Shareholder.
4. In order to be valid, the instrument appointing a proxy together with the duly signed power of attorney or other authority, if any, or a notarially certified copy of such documents, should be deposited at the office of the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong or sent by way of 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 fixed for holding the Annual General Meeting (i.e. at or before 2:00 p.m. on Tuesday, 24 June 2025) or any adjournment thereof. Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person or online at the Annual General Meeting or any adjournment thereof should he/she so wish.
5. The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend and vote at the Annual General Meeting, from Monday, 23 June 2025 to Thursday, 26 June 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend and vote at the Annual General Meeting, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 20 June 2025.
6. The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to the proposed final dividend, from Thursday, 3 July 2025 to Tuesday, 8 July 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 2 July 2025.
7. In relation to Resolution 3, the biographical details of both the retiring Directors standing for re-election are provided in the section headed "Board of Directors and Senior Management" of the Company's Annual Report 2024 and also in Appendix II to the circular dispatched to Shareholders on 24 April 2025 (the "Circular").
8. By Resolution 5, approval is being sought from Shareholders, as a general mandate in compliance with sections 140 and 141 of the Companies Ordinance and the Listing Rules, so that in the event it becomes desirable for the Company to issue any new Shares, the Board of Directors is given the flexibility and discretion to allot and issue new Shares up to 10% or 5% (as the case may be) of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant Resolution of the Company (subject to adjustment in the case of any subdivision or consolidation of Shares after the passing of the relevant Resolutions). The Company may either cancel the repurchased shares and/or hold such shares in treasury subject to market conditions and the Company's capital management needs at the relevant time any repurchases of shares are made.
9. In relation to Resolution 6, an explanatory statement (as required by the Listing Rules) is set out in Appendix III to the Circular.

10. In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint shareholder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding. Accordingly, investors who wish to have joint shareholding in the Company should bear in mind the above provision when they decide the way in which their names being provided for share registration.
11. For online voting at the Annual General Meeting, Shareholders can refer to our enclosed letter and the Online Meeting User Guide for details. If you have any queries on the above, please contact the Company's share registrar, Computershare Hong Kong Investor Services Limited, via their hotline at (852) 2862 8555 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).
12. Your proxy's authority and instruction will be revoked if you attend and vote in person at the Annual General Meeting or via the Online Platform. Non-registered holders whose shares of the Company are held through banks, brokers or custodians wish to attend, vote and submit questions in person or through the Online Platform at the Annual General Meeting, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements. For corporate shareholders who wish to appoint proxy to attend the Annual General Meeting and to vote online, please contact the Company's share registrar at (852) 2862 8555 for arrangement.

As at the date of this notice, the Board comprises Mr GE Haijiao (Chairman), Mr ZHANG Hui* (Vice Chairman), Mr SUN Yu (Vice Chairman and Chief Executive), Madam CHENG Eva**, Dr CHOI Koon Shum**, Madam FUNG Yuen Mei Anita**, Mr LAW Yee Kwan Quinn**, Mr LEE Sunny Wai Kwong**, Mr LIP Sai Wo** and Professor MA Si Hang Frederick**.*

** Non-executive Directors*

*** Independent Non-executive Directors*