

BOC HONG KONG (HOLDINGS) LIMITED

(the “Company”)

MINUTES OF THE TWENTY-THIRD ANNUAL GENERAL MEETING

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- Date:** 26 June 2025 (Thursday)
- Time:** 2:00 p.m. to 2:12 p.m.
- Venue:** Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong,
8 Finance Street, Central, Hong Kong
- Directors:** Mr. Ge Haijiao* (Chairman of the meeting)
Mr. Zhang Hui*
Mr. Sun Yu
Mdm. Cheng Eva#
Dr. Choi Koon Shum*
Mdm. Fung Yuen Mei, Anita
Mr. Law Yee Kwan Quinn
Mr. Lee Sunny Wai Kwong
Mr. Lip Sai Wo
Prof. Ma Si Hang Frederick*
- Shareholders:** As per the attached shareholders’ attendance lists
- In Attendance:** Mr. Liu Chenggang (Deputy Chief Executive and Chief Financial Officer)
Mr. Xu Haifeng (Deputy Chief Executive and Chief Risk Officer)
Mr. Xing Guiwei (Deputy Chief Executive)
Mr. Wang Huabin (Deputy Chief Executive)
Mr. Chan Man (Deputy Chief Executive)
Mdm. Li Tong (Deputy Chief Executive)
Mdm. Huang Xuefei (Company Secretary)
Mr. Patrick Hau (Representative of Auditor, Ernst & Young)
Mr. Richard Houngh (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 with English simultaneous translation.

1. **Chairman**

Chairman Ge Haijiao took the chair of this meeting.

2. **Quorum and Notice of Meeting**

Mdm. Huang Xuefei, the Company Secretary, confirmed that a quorum was present and Chairman Ge declared the meeting open. The notice convening this meeting (the “**Notices**”) was contained in the circular (the “**Circular**”) that has been dispatched to the shareholders on 24 April 2025.

3. **Voting at the Meeting**

The meeting would be conducted as a hybrid meeting which allows shareholders to attend, participate and vote through a designated online platform (the “**Online Platform**”). Mr. Richard Houg, Chief Executive Officer of Computershare Hong Kong Investor Services Limited (“**Computershare**”), the Company’s share registrar, explained the electronic voting function and procedures of the Online Platform to the shareholders of the Company. All resolutions put to this meeting would be voted on by poll. The votes for all resolutions would be taken at the same time after all the resolutions have been proposed and put to vote at the meeting. The Company has appointed Computershare as the scrutineer for the poll voting.

4. **Resolution 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**

Chairman Ge advised that Resolution 1 was related to the adoption of the audited Financial Statements and the Reports of the Directors and of the Auditor of the Company for the year ended 31 December 2024. Details of the same have been published in the Company’s 2024 Annual Report, which has been dispatched to the shareholders on 24 April 2025 and was tabled at the meeting.

“**THAT** the audited Financial Statements and the Reports of the Directors and of the Auditor of the Company for the year ended 31 December 2024, as presented be received and adopted.”

5. Resolution 2 – To declare a final dividend of HK\$1.419 per share for the year ended 31 December 2024

Resolution 2 was related to the declaration of a final dividend for the year ended 31 December 2024. Chairman Ge informed the shareholders that the Board of Directors has recommended a final dividend of HK\$1.419 per share. Together with the interim dividend of HK\$0.570 per share declared in August 2024, the total dividend payout for 2024 would be HK\$1.989 per share. If approved, the final dividend would be paid on 17 July 2025 to shareholders whose names appear on the Register of Members of the Company on 8 July 2025.

“**THAT** a final dividend of HK\$1.419 per share for the year ended 31 December 2024 be paid on 17 July 2025 to shareholders whose names appear on the Register of Members of the Company on 8 July 2025.”

6. Resolution 3 – To re-elect Mr. Zhang Hui and Madam FUNG Yuen Mei Anita as Directors of the Company

Resolution 3 was related to the re-election of Directors of the Company. Chairman Ge informed the shareholders that according to the Company’s Articles of Association, at each annual general meeting, Directors should retire from office by rotation and be eligible for re-election.

Accordingly, the Directors, namely, Mr. Zhang Hui and Madam Fung Yuen Mei Anita would retire at this annual general meeting. The biographical details of the Directors offering themselves for re-election and their performance during 2024 have been set out in the Company’s 2024 Annual Report and the Circular.

(a) Re-election of Mr. Zhang Hui as a Director of the Company

Chairman Ge informed the shareholders that Mr. Zhang Hui is Vice Chairman, Non-executive Director of the Company, and Member of each of the Nomination and Remuneration Committee as well as the Strategy and Budget Committee of the Company.

“**THAT** the re-election of Mr. Zhang Hui as a Director of the Company be approved.”

(b) Re-election of Madam Fung Yuen Mei Anita as a Director of the Company

Chairman Ge informed the shareholders that Madam Fung Yuen Mei Anita is Independent Non-executive Director of the Company, the Chairman of Risk Committee, and Member of each of the Audit Committee, Nomination and Remuneration Committee, Strategy and Budget Committee as well as the Sustainability Committee of the Company.

“**THAT** the re-election of Madam Fung Yuen Mei Anita as a Director of the Company be approved.”

7. Resolution 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

Resolution 4 was related to the re-appointment of Ernst & Young as Auditor of the Company and the authorisation of the Board of Directors or a duly authorised Committee of the Board to determine the remuneration of the Auditor.

“**THAT** Ernst & Young be re-appointed as the Auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be fixed by the Board of Directors or a duly authorised Committee of the Board.”

8. Resolution 5 - To grant a general mandate to the Board of Directors to allot, issue and deal with additional shares in the Company

Resolution 5 was related to the proposed grant of a general mandate to the Board of Directors to allot, issue and deal with additional shares in the Company. Chairman Ge informed the shareholders that the Company is committed to upholding high standards of corporate governance. Having considered the possible dilution of the shareholders' value resulting from the exercise of the power pursuant to such mandate, the Board proposed to voluntarily restrict this general mandate up to 5% of the total number of shares of the Company in issue (excluding Treasury Shares, if any) as at the date of passing of this resolution and the discount rate of issue price shall not exceed 10% of the Company's benchmarked price if such shares were issued solely for cash and unrelated to any asset acquisition, in any other event, the general mandate would not exceeding 10% (excluding Treasury Shares, if any) of the total number of shares of the Company in issue as at the date of passing of this resolution, details of which have been set out in the Circular, which has been dispatched to the shareholders of the Company on 24 April 2025.

“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 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.

9. Resolution 6 – To grant a general mandate to the Board of Directors to buy back shares in the Company

Resolution 6 was related to the proposed grant of a general mandate to the Board of Directors to buy back shares in the Company, not exceeding 10% of the total number of shares of the Company in issue (excluding Treasury Shares, if any) as at the date of passing of this resolution. Chairman Ge informed the shareholders that an explanatory statement on the buy-back mandate was included in the Circular, which has been dispatched to the shareholders of the Company on 24 April 2025 in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

“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.”

Resolution 1 to Resolution 6 were proposed by Mr. Lee Chun Wai (as proxy for shareholder, Mdm. Lao Wei Wen) and put to vote at the Meeting.

10. Questions and Answers Session in relation to the Proposed Resolutions

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

11. Voting by Poll

As all resolutions have been proposed and there was no question from the floor, the meeting proceeded to take the votes on all resolutions by poll. As mentioned at the beginning of this meeting, the Company has appointed Computershare as the scrutineer for the vote taking. Mdm. Huang Xuefei, the Company Secretary, explained the poll voting procedures to the shareholders of the Company.

After voting by shareholders, the Chairman declared the voting closed and Computershare proceeded to vote counting.

Chairman Ge 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.

12. Closure of Meeting

As all the agenda items have been dealt with, Chairman Ge 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 results in an announcement published on the websites of Hong Kong Exchanges and Clearing Limited and the Company respectively on Thursday, 26 June 2025:

- (1) There were 8,229,962,133 votes (99.9159%) in favour of, and 6,923,332 votes (0.0841%) against, Resolution 1 as set out in the Notice in relation to the adoption of the audited Financial Statements and the Reports of the Directors and of the Auditor of the Company for the year ended 31 December 2024. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.
- (2) There were 8,236,880,965 votes (99.9999%) in favour of, and 8,000 votes (0.0001%) against, Resolution 2 as set out in the Notice in relation to the declaration of a final dividend of HK\$1.419 per share for the year ended 31 December 2024. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.
- (3) (a) There were 8,129,825,321 votes (98.7003%) in favour of, and 107,056,644 votes (1.2997%) against, Resolution 3(a) in relation to the re-election of Mr. Zhang Hui as a Director of the Company. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.

(b) There were 8,188,756,156 votes (99.4175%) in favour of, and 47,982,359 votes (0.5825%) against, Resolution 3(b) in relation to the re-election of Madam Fung Yuen Mei Anita as a Director of the Company. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.
- (4) There were 8,228,308,437 votes (99.8959%) in favour of, and 8,573,528 votes (0.1041%) against, Resolution 4 as set out in the Notice in relation re-appointment of

Ernst & Young as Auditor of the Company and the authorisation of the Board of Directors or a duly authorised Committee of the Board to determine the remuneration of the Auditor. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.

- (5) There were 8,206,749,626 votes (99.6339%) in favour of, and 30,155,839 votes (0.3661%) against, Resolution 5 as set out in the Notice in relation to the grant of a general mandate to the Board of Directors to allot, issue and deal with additional shares of the Company. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.
- (6) There were 8,235,729,871 votes (99.9862%) in favour of, and 1,135,094 votes (0.0138%) against, Resolution 6 as set out in the Notice in relation to the grant of a general mandate to the Board of Directors to buy back shares in the Company. As more than 50% of the votes were cast in favour of this resolution, this resolution was duly passed as an ordinary resolution.

(Sd.) Mr. Ge Haijiao

Chairman of the Meeting