

## PROXY FORM

**For the Annual General Meeting of BOC Hong Kong (Holdings) Limited (the "Company") on 21st May, 2004 and at any adjournment thereof**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
 of <sup>(Note 2)</sup> \_\_\_\_\_  
 being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_ ordinary shares of HK\$5.00 each  
 in the capital of the Company, hereby appoint the Chairman of the meeting <sup>(Notes 4 and 5)</sup> or \_\_\_\_\_  
 of \_\_\_\_\_ and/or  
 of \_\_\_\_\_

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 21st May, 2004 at 3:00 p.m. and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the Articles of Association of the Company).

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the Meeting.

Please indicate how you wish your vote(s) to be cast by ticking the appropriate box next to each resolution. <sup>(Note 6)</sup>

Resolutions	For	Against
1. To receive and consider the audited Statement of Accounts and the Reports of the Directors and of the Auditors of the Company for the year ended 31st December, 2003.		
2. To declare a final dividend of HK\$ 0.32 per share for the year ended 31st December, 2003.		
3. (a) To re-elect Mr. ZHOU Zaiqun as a Director of the Company.		
(b) To re-elect Mr. TUNG Chee Chen as a Director of the Company.		
(c) To re-elect Ambassador YANG Linda Tsao as a Director of the Company.		
4. With effect from 1st January, 2004, to pay additional remuneration to Non-executive Directors and Senior Adviser who are also chairman or members of Board Committees, namely HK\$100,000 per annum per Board Committee to each Committee chairman and HK\$50,000 per annum per Board Committee to each Committee member.*		
5. To re-appoint PricewaterhouseCoopers as Auditors of the Company and authorise the Board of Directors to determine their remuneration.		
6. Special business (proposed as a <b>Special Resolution</b> ): To amend Articles 2(a), 15, 40, 80(a), 98, 99, 102, 106(g), 109 and 110 of and add a new Article 76A to the Articles of Association of the Company.*		
7. Special business: With effect from 1st January, 2004, to pay a fee of HK\$50,000 per annum to each member and secretary of Board Committees who are not directors or salaried employees of the Group provided that no member or secretary shall receive any fee in excess of HK\$50,000 irrespective of the number of committee(s) he or she has served.*		
8. Special business: To grant a general mandate to the Board of Directors to allot, issue and deal with additional shares in the Company, not exceeding 20% of the issued share capital of the Company as at the date of this Resolution.*		
9. Special business: To grant a general mandate to the Board of Directors to purchase shares in the Company, not exceeding 10% of the issued share capital of the Company as at the date of this Resolution.*		
10. Special business: Conditional on the passing of Resolutions 8 and 9, to extend the general mandate granted by Resolution 8 by adding thereto the shares purchased pursuant to the general mandate granted by Resolution 9.*		

\* The full text of the Resolutions is set out in the Notice of the Annual General Meeting which is included in the Circular despatched to shareholders.

Signature \_\_\_\_\_ <sup>(Note 7)</sup>

Dated \_\_\_\_\_, 2004

### NOTES:

- Please insert full name(s) in BLOCK CAPITALS.
- Please insert full address(es) in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or two proxies to attend instead of you and to vote on your behalf whether on a show of hands or on a poll. A proxy need not be a shareholder of the Company, but must attend the meeting in person in order to represent you.
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name and address of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **Any changes should be initialed.**
- If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. **In case of joint shareholdings, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint shareholding.**
- To be valid, this proxy form must be completed and deposited at the Company's registered office at 52nd Floor, Bank of China Tower, 1 Garden Road, Hong Kong, **at least 48 hours before the meeting or adjourned meeting.** If this proxy form is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a notary public) must be deposited at the Company's registered office with this proxy form.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.