



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held on Friday, 21st May, 2004 at 3:00 p.m. (registration will begin at 2:30 p.m.) at Meeting Room 401, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong (please use Harbour Road entrance) for the purpose of transacting the following business:

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. To re-elect Directors.
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.

And, by way of special business, to consider and, if thought fit, pass the following Resolutions:

AS SPECIAL RESOLUTION

6. To amend the Articles of Association of the Company by amending Articles 2(a), 15, 40, 80(a), 98, 99, 102, 106(g), 109 and 110 and adding a new Article 76A.

AS ORDINARY RESOLUTIONS

7. 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. 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. 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. 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.

By Order of the Board
Jason C.W. Yeung
Company Secretary

Hong Kong, 8th April, 2004

As at the date hereof, the Board of Directors of the Company is comprised of the following Directors:

- * Mr. XIAO Gang (*Chairman*)
 - * Mr. SUN Changji (*Vice-chairman*)
 - Mr. HE Guangbei (*Vice-chairman and Chief Executive*)
 - * Mr. HUA Qingshan
 - * Mr. LI Zaohang
 - * Mr. ZHOU Zaiqun
 - * Ms. ZHANG Yanling
 - ** Dr. FUNG Victor Kwok King
 - ** Mr. SHAN Weijian
 - ** Mr. TUNG Chee Chen
 - ** Ambassador YANG Linda Tsao
- * *non-executive directors*
** *independent non-executive directors*

Senior Adviser to the Board:
Mr. NEOH Anthony Francis

Notes:

1. This is a summary of the full text of the Notice of Annual General Meeting. The full text of Resolutions 4, 6, 7, 8, 9 and 10 is set out in the Notice of Annual General Meeting which will be included in the Circular to be despatched to members in about mid April 2004. The Circular can also be viewed and downloaded from the Company's website at www.bochkholdings.com or the website of the Hong Kong Exchanges and Clearing Limited at www.hkex.com.hk.
2. The Chairman of the Board has indicated that he would direct that each of the resolutions set out in the notice of the meeting be voted on by poll.
3. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company.

4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, should be deposited at the registered office of the Company at least 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the 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 the proposed final dividend, from Wednesday, 12th May, 2004 to Wednesday, 19th May, 2004 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for the proposed final dividend, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:00 p.m. on Tuesday, 11th May, 2004.
6. In relation to Resolution 6, the purpose of the amendments is to bring the Articles of Association of the Company in line with certain changes to the Companies Ordinance which came into effect in February 2004, changes to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") which came into effect in March 2004 and certain code provision in the draft Code on Corporate Governance Practices released by the Hong Kong Exchanges and Clearing Limited in January 2004. The amendments include the time limit for issue of share certificates following lodgment of transfer documents, circumstances where votes of a member will not be counted, maximum number of proxies which a member can appoint, retirement by rotation of Directors, period within which a notice for election of Director must be given, removal of Directors by ordinary resolution, circumstances where a Director has material interest and hence shall not vote.
7. In relation to Resolution 9, an explanatory statement (as required by the Listing Rules) is set out in Appendix III of the Circular to be despatched to members in about mid-April, 2004. The Circular can also be viewed and downloaded from the Company's website at www.bochkholdings.com or the website of the Hong Kong Exchanges and Clearing Limited at www.hkex.com.hk.
8. By Resolutions 8 and 10, approval is being sought from members, as a general mandate in compliance with section 57B of the Companies Ordinance (Cap. 32 of the Laws of Hong Kong) 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 20% of the issued share capital of the Company, together with such number of shares as may be purchased by the Company pursuant to the general mandate under Resolution 9, as more particularly described in Resolutions 8, 9 and 10.
9. **In case of joint shareholdings, 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.**

Please note that refreshments will not be served at the Annual General Meeting.