

PROXY FORM

For the Extraordinary General Meeting of BOC Hong Kong (Holdings) Limited (the "Company") on 26 May 2006 and at any adjournment thereof

I/We ^(Note 1) _____
 of ^(Note 2) _____
 being the registered holder(s) of ^(Note 3) _____ ordinary shares of HK\$5.00 each
 in the capital of the Company, hereby appoint the Chairman of the meeting ^(Notes 4 and 5) 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 Extraordinary General Meeting of the Company to be held at Meeting Room 401, Hong Kong Convention and Exhibition Centre, 1 Harbour Road, Wanchai, Hong Kong (please use Harbour Road entrance) on Friday, 26 May 2006 at 3:30 p.m. or immediately after conclusion of the Company's Annual General Meeting to be held on the same day 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. ^(Note 6)

Ordinary Resolutions	For	Against
1. To confirm, approve and ratify the Sale and Purchase Agreement (as defined in the circular to the shareholders of the Company dated 2 May 2006) and the transactions contemplated thereunder; to authorise the Directors of the Company to take all necessary actions to implement and give effect to the transactions contemplated thereunder; and to approve the Shareholders' Agreement (as defined in the circular to the shareholders of the Company dated 2 May 2006) and to authorise the Directors of the Company to make changes or amendments to the Shareholders' Agreement as they think fit.*	<input type="checkbox"/>	<input type="checkbox"/>
2. To confirm, approve and ratify the proposed Revised Caps and New Annual Cap (as defined and described in the circular to the shareholders of the Company dated 2 May 2006).*	<input type="checkbox"/>	<input type="checkbox"/>

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

Signature _____ ^(Note 7) Dated _____, 2006

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 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.