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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)*

**(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 Thursday, 21 May 2009 at 3:00 p.m. (registration will begin at 2:30 p.m.) at Meeting Room S421, Hong Kong Convention and Exhibition Centre, 1 Expo Drive, Wanchai, Hong Kong (please use Harbour Road Entrance) for the purpose of transacting the following business:

### **ORDINARY 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 31 December 2008.
2. To re-elect Directors.
3. To re-appoint PricewaterhouseCoopers as Auditors of the Company and authorise the Board of Directors or a duly authorised Committee of the Board to determine their remuneration.

### **SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following ordinary resolutions:

4. To grant a general mandate to the Board of Directors to allot, issue and deal with additional shares in the Company, not exceeding 20% or, in the case of issue of shares solely for cash and unrelated to any asset acquisition, not exceeding 5% of the issued share capital of the Company as at the date of passing this Resolution.
5. To grant a general mandate to the Board of Directors to repurchase shares in the Company, not exceeding 10% of the issued share capital of the Company as at the date of passing this Resolution.

6. Conditional on the passing of Resolutions 4 and 5, to extend the general mandate granted by Resolution 4 by adding thereto the shares repurchased pursuant to the general mandate granted by Resolution 5.

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

Hong Kong, 9 April 2009

*As at the date hereof, the board of directors of the Company comprises Mr. XIAO Gang\* (Chairman), Mr. SUN Changji\* (Vice-chairman), Mr. HE Guangbei (Vice-chairman and Chief Executive), Mr. LI Zaohang\*, Mr. ZHOU Zaiqun\*, Mdm. ZHANG Yanling\*, Mr. LEE Raymond Wing Hung, Mr. GAO Yingxin, Dr. FUNG Victor Kwok King\*\*, Mr. KOH Beng Seng\*\*, Mr. SHAN Weijian\*\*, Mr. TUNG Chee Chen\*\*, Mr. TUNG Savio Wai-Hok\*\* and Mdm. YANG Linda Tsao\*\*.*

\* *Non-executive Directors*

\*\* *Independent Non-executive Directors*

*Notes:*

1. This is a summary of the full text of the Notice of Annual General Meeting. The full text of Resolutions 4, 5 and 6 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 2009. The Circular can also be viewed and downloaded from the Company's website at [www.bochk.com](http://www.bochk.com) or the website of the Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).
2. All resolutions put to shareholders at general meetings will 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/her. 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 attend 2009 Annual General Meeting, from Friday, 15 May 2009 to Thursday, 21 May 2009 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for the attending of 2009 Annual General Meeting, 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, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 14 May 2009.
6. In relation to Resolution 2, the biographical details of all the Directors to be re-elected at the Annual General Meeting are provided in the section "Board of Directors and Senior Management" of the 2008 Annual Report and also in Appendix II to the Circular which will be despatched to members in about mid-April 2009. Further, each of the retiring Independent Non-executive Directors, namely, Mr. Koh Beng Seng and Mr. Tung Savio Wai-Hok, has given an annual confirmation of his independence to the Company. Based on such confirmation and the information available to the Board, and by reference to the "Policy on Independence of Directors" adopted by the Board which sets out more stringent independence criteria than those contained in the Listing Rules, the Board considers that Mr. Koh and Mr. Tung are independent. Further, in view of their extensive knowledge and experience, the Board believes that their re-election is in the best interests of the Company and the shareholders as a whole.

7. In relation to Resolution 5, 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 2009. The Circular can also be viewed and downloaded from the Company's website at [www.bochk.com](http://www.bochk.com) or the website of the Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).
8. By Resolutions 4 and 6, 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% or 5% (as the case may be) 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 5, as more particularly described in Resolutions 4, 5 and 6.
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. Accordingly, investors who wish to have joint shareholding in the Company should bear in mind the above provisions when they decide how they wish their shares to be registered.