



**PROXY FORM FOR EXTRAORDINARY GENERAL MEETING**

**For the Extraordinary General Meeting of BOC Hong Kong (Holdings) Limited (the "Company")  
on 25 May 2011 and at any adjournment hereof**

Number of shares to which this proxy form relates <i>(Note 1)</i>	
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I/We *(Note 2)* \_\_\_\_\_  
of *(Note 3)* \_\_\_\_\_  
being the registered holder(s) of 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 Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 25 May 2011 at 2:30 p.m. or immediately after conclusion of the Company's annual general meeting to be held on the same day, whichever is later, 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 resolution to be proposed at the meeting.

Please indicate how you wish your vote(s) to be cast by ticking the appropriate box next to the resolution. *(Note 6)*

Ordinary Resolution	For	Against
THAT the Continuing Connected Transactions and the New Caps, as defined and described in the circular dated 20 January 2011 to the shareholders of the Company, be and are hereby confirmed, approved and ratified.		

Signature \_\_\_\_\_ *(Note 7)* Dated \_\_\_\_\_, 2011

Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to be related to all the shares in the capital of the Company registered in your name(s).
- Please insert full name(s) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert full address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- 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 needs 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(s) and address(es) 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** 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 resolution) 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 in person at the meeting if you so wish.