

BOC HONG KONG (HOLDINGS) LIMITED

(the “Company”)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING

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Date: 25 May 2011, Wednesday
Time: 2:30 p.m. to 2:40 p.m.
Venue: Grand Ballroom, Lower Lobby, Conrad Hong Kong, Pacific Place, 88
Queensway, Hong Kong

Directors: **Present:**
Mr. Xiao Gang (Chairman)
Mr. Li Lihui
Mr. He Guangbei
Mr. Zhou Zaiqun
Mdm. Zhang Yanling
Mr. Gao Yingxin
Dr. Fung Victor Kwok King
Mr. Koh Beng Seng
Mr. Tung Chee Chen
Mr. Tung Savio Wai-Hok

Absent:
Mr. Li Zaohang
Mr. Shan Weijian

Shareholders: As per the attached shareholders' attendance lists

In Attendance: Mr. Zhuo Chengwen (Chief Financial Officer)
Mr. Wong See Hong David (Deputy Chief Executive)
Mr. Yeung Jason Chi Wai (Deputy Chief Executive)
Mr. Li Jiuzhong (Chief Risk Officer)
Mr. Lee Wing Kwai Alex (Chief Operating Officer)
Mdm. Zhu Yanlai (Assistant Chief Executive)
Mr. Chan Chun Ying (Company Secretary)
Mr. Kenneth Chan (Representative of Independent Financial Adviser, KBC
Bank N.V.)
Mr. James Wong (Representative of Share Registrar, Computershare Hong
Kong Investor Services Limited)

Scrutineer: Computershare Hong Kong Investor Services Limited

Note: This meeting was conducted in Mandarin or Cantonese with English simultaneous translation.

1. **Chairman**

Chairman Xiao Gang took the chair of this meeting.

2. **Quorum and Notice of Meeting**

Mr. Chan Chun Ying, the Company Secretary, confirmed that a quorum was present and Chairman Xiao called the meeting to order. As the notice convening this meeting had been served, and with the shareholders' consent, the notice was taken as read.

3. **Voting at the Meeting**

In accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the transactions proposed to be put to shareholders for approval at this meeting constituted connected transactions of the Company. Therefore, all connected persons were required to abstain from voting on the relevant resolution. Further, the votes for approving the resolution were required to be taken by way of poll. The Company had appointed Computershare Hong Kong Investor Services Limited ("**Computershare**"), the Company's Share Registrar, as the scrutineer for the poll voting.

4. **Resolution – To confirm, approve and ratify the Continuing Connected Transactions and the New Caps**

The only resolution of this meeting was related to the Continuing Connected Transactions and the New Caps. Details of the aforesaid together with the recommendation of the Independent Board Committee and Independent Financial Adviser were set out in the circular dated 20 January 2011, which had been sent to the shareholders of the Company and was tabled at the meeting.

Director Tung Chee Chen, Chairman of the Independent Board Committee, reported that having taken into account the advice of the Independent Financial Adviser and its recommendation in relation thereto, the Committee considered that the Continuing Connected Transactions and the New Caps were in the interests of the

Company and its shareholders as a whole and were fair and reasonable so far as the independent shareholders are concerned. Accordingly, the Committee recommended the independent shareholders to vote in favour of the ordinary resolution in relation to the Continuing Connected Transactions and the New Caps.

Chairman Xiao invited questions from the floor, and no question was raised.

The following resolution was proposed by Mr. Ip Lap Ko (as proxy for a shareholder, Mr. Chiu Ming Wah) and seconded by Mdm. Ng Ching Shan (as proxy for a shareholder, Mdm. Choy Lai Kuen):

“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 confirmed, approved and ratified.”

5. Voting by Poll

The meeting proceeded to take the votes on the resolution by poll. As the resolution proposed to be put to shareholders for approval at this meeting related to connected transactions of the Company, the resolution was required to be approved by independent shareholders pursuant to the Listing Rules. Bank of China Limited, the controlling shareholder of the Company, and its associates were therefore required to abstain from voting on this resolution. At the request of the Chairman, Mr. James Wong, Chief Executive Officer of Computershare, explained the poll voting procedures to the independent shareholders.

After all independent shareholders have finished voting, Computershare collected the voting papers and proceeded to count the votes.

Chairman Xiao informed the shareholders that the poll results would be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company as soon as practicable following conclusion of the vote counting.

6. Closure of Meeting

As all the agenda have been discussed, the meeting was declared closed.

Postscript:

Following the conclusion of this meeting and completion of the vote counting, the Company announced the following poll results in an announcement published on the websites of Hong Kong Exchanges and Clearing Limited and the Company on Wednesday, 25 May 2011:

There were 1,462,904,642 votes (99.9108%) in favour of, and 1,305,508 votes (0.0892%) against, the resolution as set out in the notice of this meeting regarding the Continuing Connected Transactions and the New Caps. As more than 50% of the votes were cast in favour of the said resolution, the resolution was duly passed as an ordinary resolution.

Chairman