



PROXY FORM FOR ANNUAL GENERAL MEETING

**For the Annual General Meeting of BOC Hong Kong (Holdings) Limited (the “Company”)
on 28 May 2013 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 annual general meeting (the “AGM”) of the Company to be held at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Tuesday, 28 May 2013 at 2:00 p.m. 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 AGM (and at any adjournment thereof).

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

Resolutions	For	Against
ORDINARY BUSINESS:		
1. To receive and consider the audited Statement of Accounts and the Reports of Directors and of the Auditor of the Company for the year ended 31 December 2012.		
2. To declare a final dividend of HK\$0.693 per share for the year ended 31 December 2012.		
3. (a) To re-elect Mr. LI Lihui as a Director of the Company.		
(b) To re-elect Mr. GAO Yingxin as a Director of the Company.		
(c) To re-elect Mr. SHAN Weijian as a Director of the Company.		
(d) To re-elect Mr. NING Gaoning as a Director of the Company.		
4. To appoint Messrs. Ernst & Young as Auditor of the Company and authorise the Board of Directors or a duly authorised Committee of the Board to determine the remuneration of the Auditor.		
SPECIAL BUSINESS:		
5. 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 aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.*		
6. To grant a general mandate to the Board of Directors to repurchase shares in the Company, not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.*		
7. Conditional on the passing of Resolutions 5 and 6, to extend the general mandate granted by Resolution 5 by adding thereto of an amount representing the aggregate nominal amount of the issued share capital of the Company purchased under the general mandate granted pursuant to Resolution 6.*		

* The full text of the Resolutions is set out in the Notice of the Annual General Meeting which is included in the Circular despatched to Shareholders in mid April 2013.

Signature _____ ^(Note 7) Dated _____, 2013

Notes:

- 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.
- 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 AGM, 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 AGM 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.**
- 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 AGM.
- 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 shareholding, 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.**
- In order 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 AGM (or the adjournment thereof)**. 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 will not preclude you from attending and voting in person at the AGM (and at any adjournment thereof) if you so wish.