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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 Tuesday, 28 May 2013 at 2:00 p.m. (registration will begin at 1:15 p.m.) at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong for the purpose of transacting the following businesses:

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. To re-elect Directors.
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

To consider and, if thought fit, to pass with or without modification the following ordinary resolutions:

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.

By Order of the Board
CHAN Chun Ying
Company Secretary

15 April 2013

Notes:

1. This is a summary of the full text of the Notice of Annual General Meeting. The full text of Resolutions 5, 6 and 7 is set out in the Notice of Annual General Meeting which is included in the circular despatched to members of the Company on Monday, 15 April 2013 (the “**Circular**”). The Circular can also be viewed and downloaded from the website of the Company at www.bochk.com or the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.
2. All resolutions put to shareholders at the annual general meeting 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, but must attend the meeting in person in order to represent the member.
4. In order to be valid, the instrument appointing a proxy together with the duly signed power of attorney or other authority, if any, or a notarially certified copy of such documents, 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 and voting in person 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 and vote at the meeting, from Thursday, 23 May 2013 to Tuesday, 28 May 2013 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged 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, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 22 May 2013.
6. The Register of Members of the Company will be closed, for the purpose of determining shareholders’ entitlement to the proposed final dividend, from Monday, 3 June 2013 to Thursday, 6 June 2013 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged 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, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 31 May 2013.
7. In relation to Resolution 3, the biographical details of all the retiring Directors are provided in the section headed “Board of Directors and Senior Management” of the Company’s Annual Report 2012 and also in Appendix II to the Circular. Further, Mr. SHAN Weijian, the retiring Independent Non-executive Director, who was appointed in 2002, has been serving the Board of the Company for more than 9 years. Mr. SHAN has given the annual confirmation of 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Board considers that Mr. SHAN is independent. In addition, Mr. NING Gaoning, another retiring Independent Non-executive Director, has also given the annual confirmation of independence to the Company. In view of the extensive knowledge and experience of Mr. SHAN and Mr. NING, the Board believes that the re-election of Mr. SHAN and Mr. NING is in the best interests of the Company and its shareholders as a whole.
8. In relation to Resolution 6, an explanatory statement (as required by the Listing Rules) is set out in Appendix III to the Circular.

9. By Resolutions 5 and 7, approval is being sought from members, as a general mandate in compliance with section 57B of the Companies Ordinance (Chapter 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 6, as more particularly described in Resolutions 5, 6 and 7.
10. In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority shall 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 provision when they decide the way in which their names being provided for share registration.

As at the date of this notice, the Board of Directors of the Company comprises, Mr. LI Lihui (Vice Chairman), Mr. HE Guangbei (Vice Chairman and Chief Executive), Mr. LI Zaohang*, Mr. ZHOU Zaiqun*, Mr. CHEN Siqing*, Mr. GAO Yingxin, Dr. FUNG Victor Kwok King**, Mr. KOH Beng Seng**, Mr. NING Gaoning**, Mr. SHAN Weijian**, Mr. TUNG Chee Chen** and Mr. TUNG Savio Wai-Hok**.*

* *Non-executive Directors*

** *Independent Non-executive Directors*