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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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the Company will be held on Wednesday, 11 June 2014 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, at Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong for the purpose of transacting the following business:

#### ORDINARY RESOLUTION

**THAT** the Continuing Connected Transactions and the New Caps, as defined and described in the circular dated 31 December 2013 to the shareholders of the Company, be and are hereby confirmed, approved and ratified.

By Order of the Board  
CHAN Chun Ying  
Company Secretary

Hong Kong, 14 April 2014

*Registered Office:*

52nd Floor  
Bank of China Tower  
1 Garden Road  
Hong Kong

*Notes:*

1. According to the requirement of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the above resolution will be voted on by poll and the Controlling Shareholder of the Company and its associates (as defined under the Listing Rules) will abstain from voting.
2. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint 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 him/her.
3. 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 or sent it to the Company's share registrar by way of email to bochk.eproxy@computershare.com.hk, 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.
4. The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend and vote at the meeting convened by this notice, from Friday, 6 June 2014 to Wednesday, 11 June 2014 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the meeting convened by this notice, 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 Thursday, 5 June 2014.
5. In case of joint shareholding, 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 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. TIAN Guoli\* (Chairman), Mr. CHEN Siqing\* (Vice Chairman), Mr. HE Guangbei (Vice Chairman and Chief Executive), Mr. LI Zaohang\*, Mr. GAO Yingxin, Dr. FUNG Victor Kwok King\*\*, Mr. KOH Beng Seng\*\*, Mr. NING Gaoning\*\*, Mr. SHAN Weijian\*\* and Mr. TUNG Savio Wai-Hok\*\*.*

\* Non-executive Directors

\*\* Independent Non-executive Directors