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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 Wednesday, 11 June 2014 at 2:00 p.m. (registration will begin at 1:15 p.m.) at Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong for the purpose of transacting the following businesses:

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 2013.
2. To declare a final dividend of HK\$0.465 per share for the year ended 31 December 2013.
3. To re-elect Directors.
4. To re-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.

To consider and, if thought fit, to pass with or without modification the following resolutions of which resolutions 5-7 will be proposed as ordinary resolutions and resolution 8 will be proposed as special resolution:

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 total number of shares in issue as at the date of passing of this Resolution (subject to adjustment in the case of any subdivision and consolidation of shares after the passing of this Resolution).
6. To grant a general mandate to the Board of Directors to buy back shares in the Company, not exceeding 10% of the total number of shares in issue as at the date of passing of this Resolution (subject to adjustment in the case of any subdivision and consolidation of shares after the passing of 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 the total number of shares bought back by the Company under the general mandate granted pursuant to Resolution 6.

Special Resolution

8. THAT the regulations contained in the document which has been produced at the meeting and marked "A" and signed by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the new articles of association of the Company, in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.

By Order of the Board
CHAN Chun Ying
Company Secretary

14 April 2014

Notes:

1. This is a summary of the full text of the Notice of Annual General Meeting. The full text of Resolutions 5, 6, 7 and 8 is set out in the Notice of Annual General Meeting which is included in the circular despatched to members of the Company on 14 April 2014 (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 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 or sent it 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.
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 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, 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.
6. The Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to the proposed final dividend, from Tuesday, 17 June 2014 to Friday, 20 June 2014 (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 Monday, 16 June 2014.

7. In relation to Resolution 3, the biographical details of all the retiring Directors standing for re-election are provided in the section headed “Board of Directors and Senior Management” of the Company’s Annual Report 2013 and also in Appendix II to the Circular.
8. In relation to Resolution 6, an explanatory statement (as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) 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 140-141 of the New Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 total number of shares in issue as at the date of passing the relevant Resolutions of the Company (subject to adjustment in the case of any subdivision and consolidation of shares after the passing of the relevant Resolutions) of the Company, together with such number of shares as may be bought back by the Company pursuant to the general mandate under Resolution 6, as more particularly described in Resolutions 5, 6 and 7.
10. In relation to Resolution 8, key amendments to the existing memorandum and articles of association of the Company are set out in Appendix IV to the Circular.
11. 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. 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*