



**SECOND PROXY FORM FOR ANNUAL GENERAL MEETING**

**Supplemental proxy form for use at  
the Annual General Meeting of BOC Hong Kong (Holdings) Limited (the “Company”)  
on 11 June 2014 and at any adjournment thereof**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 2)</sup> \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_ ordinary  
shares in the capital of the Company, hereby appoint the Chairman of the meeting <sup>(Notes 4 and 5)</sup> 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 Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour  
Road, Wan Chai, Hong Kong on Wednesday, 11 June 2014 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, for  
the purpose of considering and, if thought fit, passing the resolutions as set out in the supplemental notice of the  
Company dated 26 May 2014.

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

Ordinary Resolutions	For	Against
3. (d) To re-elect Mr. ZHU Shumin as a Director of the Company.		
(e) To re-elect Mr. YUE Yi as a Director of the Company.		

Signature \_\_\_\_\_ <sup>(Note 7)</sup> Dated \_\_\_\_\_, 2014

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 second 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 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 second 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 second 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 second 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 second 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 second 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, or you may send it to the Company’s share registrar via email to bochk.eproxy@computershare.com.hk, **at least 48 hours before the AGM (or the adjournment thereof)**. If this second 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 or send it to the Company’s share registrar via email to bochk.eproxy@computershare.com.hk with this proxy form.
- This second proxy form will not affect the validity of the first proxy form (despatched to shareholders together with the notice of the AGM) duly completed by you in respect of the resolutions set out in the notice of the AGM dated 14 April 2014. If you have already validly appointed proxy/proxies to attend and act on your behalf at the AGM but have not completed and returned this second proxy form, your proxy/proxies will have the right to vote on the resolutions set out in the supplemental notice of the Company dated 26 May 2014 at his/her discretion.
- If the proxy/proxies being appointed to attend the AGM under this second proxy form is different from the proxy/proxies appointed under the first proxy form and both proxies attended the AGM, only the proxy/proxies validly appointed under the first proxy form shall be deemed to have the right to attend and vote at the AGM.