



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)

26 May 2014

Dear Shareholders,

**LETTER TO SHAREHOLDERS SUPPLEMENTAL TO
THE CIRCULAR DATED 14 APRIL 2014 RELATING TO RE-ELECTION OF
DIRECTORS AT THE ANNUAL GENERAL MEETING AND ENCLOSING
THE SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON 11 JUNE 2014**

This letter and the supplemental notice enclosed should be read together with the circular issued by the Company to the shareholders dated 14 April 2014 (the “Circular”) and the notice (the “2014 AGM Notice”) convening the annual general meeting of the Company (the “2014 AGM”) to be held on Wednesday, 11 June 2014 at 2:00 p.m. at Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong.

The Company announced on 22 May 2014 that Mr. Zhu Shumin 祝樹民 (“Mr. Zhu”) and Mr. Yue Yi 岳毅 (“Mr. Yue”) have been appointed as non-executive directors, members of each of the Strategy and Budget Committee and the Risk Committee of the Company and its principal operating subsidiary, Bank of China (Hong Kong) Limited (“BOCHK”) with effect from 22 May 2014. Details of such appointment were set out in the announcement of the Company dated 22 May 2014. In accordance with article 103 of the articles of association of the Company (the “Articles”), any director who was newly appointed by the board of directors of the Company (the “Board”) shall hold office only until the next following annual general meeting of the Company, and shall then be eligible for re-election. Accordingly, the terms of Mr. Zhu and Mr. Yue (the “Retiring Directors”), being directors so appointed during the year, shall expire at the 2014 AGM, and being eligible, offer themselves for re-election.

The purpose of this letter is to provide you with further information in relation to the re-election of the Retiring Directors, and to give you a supplemental notice of the 2014 AGM and the second proxy form (the “Second Proxy Form”) for use at the 2014 AGM.

PROPOSED RE-ELECTION OF DIRECTORS

Information on the biographical details of the Retiring Directors standing for re-election at the 2014 AGM is set out below:

1. **Mr. Zhu Shumin, Non-Executive Director**

Aged 53 and appointed on 22 May 2014, is a Non-executive Director, a member of the Strategy and Budget Committee and the Risk Committee of the Company and BOCHK. Mr. Zhu is the Executive Vice President of Bank of China Limited (“Bank of China”) since August 2010. Bank of China is the controlling shareholder of the Company owning approximately 66.06% of the Company’s issued shares. Mr. Zhu joined Bank of China in 1988 and served as Global Head of Personal Banking Business from May 2009 to July 2010. From July 2003 to May 2009, Mr. Zhu served as General Manager of the Jiangsu Branch. From November 2000 to July 2003, Mr. Zhu served as Deputy General Manager of the Jiangsu Branch and General Manager of the Suzhou Branch. Mr. Zhu previously held various positions in the Suzhou Branch, the Taizhou Branch and the Yangzhou Branch of Jiangsu. Mr. Zhu has been serving as Chairman of the Board of Directors of Bank of China Consumer Finance Company Limited since June 2010 and as Chairman of BOC Credit Card (International) Limited since September 2009. Mr. Zhu received an MBA from Fudan University in 2008.

2. **Mr. Yue Yi, Non-Executive Director**

Aged 57 and appointed on 22 May 2014, is a Non-executive Director, a member of the Strategy and Budget Committee and the Risk Committee of the Company and BOCHK. Mr. Yue is the Executive Vice President of Bank of China since August 2010. Mr. Yue joined Bank of China in 1980 and served as Global Head of Financial Markets Business from March 2009 to July 2010. From March 2008 to March 2009, Mr. Yue served as Global Head of Personal Banking Business. From February 2005 to August 2008, Mr. Yue served as General Manager of the Personal Banking Department. Mr. Yue previously held various positions in the Retail Banking Department of the Head Office, the Seoul Branch and the Beijing Branch of Bank of China. Mr. Yue has been serving as Chairman of Bank of China (UK) Limited since September 2010, as Chairman of the Board of Directors of BOC International Holdings Limited since November 2011 and as Chairman of the Board of Directors of Bank of China (Luxembourg) S.A. since January 2014. Mr. Yue has been serving as Chairman of Bohai Industrial Investment Fund Management Co., Ltd. since March 2012. Mr. Yue received his Master’s Degree in Finance from Wuhan University in 1999.

All of the Retiring Directors are appointed for a term of approximately 3 years subject to rotation in accordance with the Articles and pursuant to the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”). The aforesaid 3-year term will commence from the date of the annual general meeting at which their respective original term expires until the date of the third annual general meeting thereafter. Formal letters of appointment of non-executive directors are in place to set out the key terms and conditions in relation to their respective appointments. Save as aforesaid, the Retiring Directors do not have any service contracts with the Company.

Each director of the Company is entitled to receive a Director’s fee of HK\$200,000 per annum together with additional fees for any service rendered for the Board Committee(s), such fees are HK\$50,000 per annum for serving as a Committee member. The present scale of Director’s fees were determined with reference to the duties and responsibilities with the Company and prevailing market conditions, and were approved by the shareholders at previous general meetings of the Company.

Save as disclosed above, none of the Retiring Directors has any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the date of this letter, Mr. Zhu and Mr. Yue do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters concerning the Retiring Directors that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Listing Rule 13.51(2).

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since both the 2014 AGM Notice dated 14 April 2014 and the form of proxy (“**First Proxy Form**”) were sent together with the Circular which do not contain the proposed resolutions of the re-election of Mr. Zhu and Mr. Yue as directors, a supplemental notice of the 2014 AGM (the “**Supplemental Notice**”) and the Second Proxy Form are enclosed with this letter to include such proposed resolutions.

Any member entitled to attend and vote at the meeting convened by the 2014 AGM Notice and the Supplemental Notice is entitled to appoint proxies to attend and vote instead of him/her. The Second Proxy Form will not affect the validity of the First Proxy Form duly completed by you in respect of the resolutions set out in the 2014 AGM Notice. If you have already validly appointed proxy/proxies to attend and act on your behalf at the 2014 AGM but have not completed and returned the Second Proxy Form, your proxy/proxies will have the right to vote on the resolutions set out in the Supplemental Notice at his/her discretion. If the proxy/proxies being appointed to attend the 2014 AGM under the Second Proxy Form is different from the proxy/proxies appointed under the First Proxy Form and both proxies attended the 2014 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 2014 AGM. Whether or not you are able to attend the 2014 AGM, you are advised to read the 2014 AGM Notice, the Supplemental Notice and to complete and return the First Proxy Form and the Second Proxy Form, in accordance with the instructions printed thereon, to the registered office of the Company at 52nd Floor, Bank of China Tower, 1 Garden Road, Hong Kong, or send it to the Company’s share registrar via email to bochk.eproxy@computershare.com.hk, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2014 AGM. Completion of the proxy form(s) and its/their return will not preclude you from attending and voting in person at the 2014 AGM if you so wish.

You may view and download the Circular, 2014 AGM Notice, this letter, the Supplemental Notice, the First Proxy Form and the Second Proxy Form from the Company’s website at www.bochk.com or the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

If you have any queries, please do not hesitate to call the Company’s enquiry hotline at (852) 2846 2700 during business hours from 9:00 a.m. to 6:00 p.m. from Monday to Friday, excluding Hong Kong public holidays.

By Order of the Board
BOC Hong Kong (Holdings) Limited
Chan Chun Ying
Company Secretary