

**BOC HONG KONG (HOLDINGS) LIMITED**

(the “Company”)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING**

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**Date:** 11 June 2014 (Wednesday)  
**Time:** 2:42 p.m. to 3:00 p.m.  
**Venue:** Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong

**Directors:**       **Present:**  
Mr. He Guangbei (Chairman of the meeting)  
Mr. Zhu Shumin\*  
Mr. Yue Yi\*  
Mr. Gao Yingxin  
Mr. Koh Beng Seng  
Mr. Tung Savio Wai-Hok

**With Apology:**  
Mr. Tian Guoli  
Mr. Chen Siqing  
Mr. Li Zaohang  
Dr. Fung Victor Kwok King  
Mr. Ning Gaoning  
Mr. Shan Weijian

\* *attended via video conference*

**Shareholders:** As per the attached shareholders’ attendance lists

**In Attendance:** Mr. Zhuo Chengwen (Chief Financial Officer)  
Mr. Yeung Jason Chi Wai (Deputy Chief Executive)  
Mr. Li Jiuzhong (Chief Risk Officer)  
Mr. Lee Alex Wing Kwai (Chief Operating Officer)  
Mdm. Zhu Yanlai (Deputy Chief Executive)  
Mr. Huang Hong (Deputy Chief Executive)  
Mr. Chan Chun Ying (Company Secretary)  
Mr. Jimmy Chung (Representative of Independent Financial Adviser, Investec Capital Asia Limited)  
Mr. James Wong (Representative of Share Registrar, Computershare Hong Kong Investor Services Limited)

**Scrutineer:** Computershare Hong Kong Investor Services Limited

*Note: This meeting was conducted in Mandarin or Cantonese with English simultaneous translation.*

1. **Chairman**

Vice Chairman and Chief Executive He took the chair of this meeting.

2. **Quorum and Notice of Meeting**

Mr. Chan Chun Ying, the Company Secretary, confirmed that a quorum was present and CE He called the meeting to order. As the notice convening this meeting had been served, and with the shareholders' consent, the notice was taken as read.

3. **Voting at the Meeting**

In accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the transactions proposed to be put to shareholders for approval at this meeting constituted connected transactions of the Company. Therefore, all connected persons were required to abstain from voting on the relevant resolution. Further, the votes for approving the resolution would be taken by way of poll. The Company had appointed Computershare Hong Kong Investor Services Limited ("**Computershare**"), the Company's Share Registrar, as the scrutineer for the poll voting.

4. **Resolution – To confirm, approve and ratify the Continuing Connected Transactions and the New Caps**

The only resolution of this meeting was related to the Continuing Connected Transactions and the New Caps. Details of the aforesaid together with the recommendation of the Independent Board Committee and Independent Financial Adviser were set out in the circular dated 31 December 2013, which had been sent to the shareholders of the Company and was tabled at the meeting.

Director Tung Savio Wai-Hok, Chairman of the Independent Board Committee, reported that having taken into account the advice of the Independent Financial Adviser and its recommendation in relation thereto, the Committee considered that the Continuing Connected Transactions and the New Caps were in the interests of the Company and its shareholders as a whole and were fair and reasonable so far as

the independent shareholders are concerned. Accordingly, the Committee recommended the independent shareholders to vote in favour of the ordinary resolution in relation to the Continuing Connected Transactions and the New Caps.

CE He invited questions from the floor, and no question was raised.

The following resolution was proposed by Ms. Chen Haochen (as proxy for a shareholder, Mdm. Fong Wai Yee) and seconded by Mr. Mok Yan Ting (as proxy for a shareholder, Mdm. Choy Lai Kuen):

“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 confirmed, approved and ratified.”

#### **5. Voting by Poll**

The meeting proceeded to take the votes on the resolution by poll. As the resolution proposed to be put to shareholders for approval at this meeting related to connected transactions of the Company, the resolution was required to be approved by independent shareholders pursuant to the Listing Rules. Bank of China Limited, the controlling shareholder of the Company, and its associates were therefore required to abstain from voting on this resolution. At the request of CE He, Mr. James Wong, Chief Executive Officer of Computershare, explained the poll voting procedures to the independent shareholders of the Company.

After all independent shareholders have finished voting, Computershare collected the voting papers and proceeded to count the votes.

CE He informed the shareholders that the poll results would be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company as soon as practicable following conclusion of the vote counting.

#### **6. Closure of Meeting**

As all the agenda have been discussed, the meeting was declared closed.

**Postscript:**

Following the conclusion of this meeting and completion of the vote counting, the Company announced the following poll results in an announcement published on the websites of Hong Kong Exchanges and Clearing Limited and the Company on Wednesday, 11 June 2014:

There were 1,222,610,281 votes (99.7128%) in favour of, and 3,521,386 votes (0.2872%) against, the resolution as set out in the notice of this meeting regarding the Continuing Connected Transactions and the New Caps. As more than 50% of the votes were cast in favour of the said resolution, the resolution was duly passed as an ordinary resolution.

**(SD.) MR. HE GUANGBEI**

Chairman of the Meeting