

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 Tuesday, 16 June 2015 at 2:00 p.m. (registration will begin at 1:15 p.m.) at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, 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 2014.
2. To declare a final dividend of HK\$0.575 per share for the year ended 31 December 2014.
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 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.

By Order of the Board
CHAN Chun Ying
Company Secretary

13 April 2015

Notes:

1. This is a summary of the full text of the Notice of Annual General Meeting. The full text of Resolutions 5, 6 and 7 is set out in the Notice of Annual General Meeting which is included in the circular despatched to members of the Company on 13 April 2015 (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 Thursday, 11 June 2015 to Tuesday, 16 June 2015 (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 Wednesday, 10 June 2015.
6. The Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to the proposed final dividend, from Monday, 22 June 2015 to Thursday, 25 June 2015 (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 Friday, 19 June 2015.

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 2014 and also in Appendix II to the Circular. Further, Mr KOH Beng Seng and Mr TUNG Savio Wai-Hok, the retiring Independent Non-executive Directors, who were appointed in 2006 and 2005 respectively, have been serving the Board of the Company for more than 9 years. They have given annual confirmation of independence respectively to the Company. Based on such confirmation and the information available to the Board, and by reference to the “Policy on Independence of Directors” adopted by the Board which sets out more stringent independence criteria than those contained in the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Board considers that Mr KOH Beng Seng and Mr TUNG Savio Wai-Hok are independent. In view of the extensive knowledge and experience of Mr KOH Beng Seng and Mr TUNG Savio Wai-Hok, the Board believes that the re-elections of them are in the best interests of the Company and its shareholders as a whole.
8. In relation to Resolution 6, an explanatory statement (as required by the Listing Rules) 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 sections 140-141 of the Companies Ordinance and the Listing Rules, 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 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 YUE Yi (Vice Chairman and Chief Executive), Mr LI Zaohang*, Mr GAO Yingxin*, Mr LI Jiuzhong, Madam CHENG Eva**, Mr KOH Beng Seng**, Mr SHAN Weijian** and Mr TUNG Savio Wai-Hok**.*

* *Non-executive Directors*

** *Independent Non-executive Directors*