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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 a hybrid Annual General Meeting of the Company will be held on Thursday, 29 June 2023 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 and online for the purpose of transacting the following businesses:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and of the Auditor of the Company for the year ended 31 December 2022.
2. To declare a final dividend of HK\$0.910 per share for the year ended 31 December 2022.
3. To re-elect Directors.
4. To re-appoint Messrs PricewaterhouseCoopers 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 as 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 10% or, in the case of issue of shares solely for cash and unrelated to any asset acquisition, 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) and the discount rate of issue price shall not exceed 10% of the Company’s benchmarked price.
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. the Continued Connected Transactions and the New Caps, as defined and described in the circular dated 26 January 2023 to the shareholders of the Company, be and are hereby confirmed, approved and ratified.

By Order of the Board  
LUO Nan  
*Company Secretary*

Hong Kong, 28 April 2023

*Registered Office:*

53rd Floor  
Bank of China Tower  
1 Garden Road  
Hong Kong

*Notes:*

1. This is a summary of the full text of the Notice of Annual General Meeting. The full text of Resolutions 5 and 6 is set out in the Notice of Annual General Meeting which is included in the circular despatched to shareholders of the Company on 28 April 2023 (the “Circular”). Details of Resolution 7 was set out in the Circular regarding the Continued Connected Transactions despatched to shareholders of the Company on 26 January 2023 (the “CCT Circular”). The Circular and the CCT Circular can also be viewed and downloaded from the website of the Company at [www.bochk.com](http://www.bochk.com) or the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).
2. The Annual General Meeting will be conducted as a hybrid meeting which allows shareholders to attend, participate and vote in a convenient and efficient way by visiting <http://meetings.computershare.com/BOCHK2023AGM> (the “Online Platform”) from anywhere with an internet connection. Through the Online Platform, shareholders will be able to view the live webcast and participate in voting and submit questions in written form to the Annual General Meeting via their mobile phones, tablets, or computers. Shareholders attending the meeting by using the Online Platform will be counted towards the quorum.
3. According to the requirement of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), all resolutions put to shareholders at the Annual General Meeting will be voted on by poll. The controlling shareholder of the Company and its associates (as defined under the Listing Rules) will abstain from voting on Resolution 7.
4. Any shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend, speak and vote instead of him/her, provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy form. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent the shareholder.
5. 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 office of the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong or sent by way of email to [bochk.epoxy@computershare.com.hk](mailto:bochk.epoxy@computershare.com.hk), at least 48 hours (excluding any part of a day that is a public holiday) before the time fixed for holding the meeting (i.e. at or before 2:00 p.m. on Tuesday, 27 June 2023) or any adjournment thereof.

Completion and return of a proxy form will not preclude a shareholder from attending and voting online or in person at the meeting or any adjournment thereof should he/she so wish.

6. 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 Monday, 26 June 2023 to Thursday, 29 June 2023 (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 Friday, 23 June 2023.
7. The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to the proposed final dividend, from Wednesday, 5 July 2023 to Monday, 10 July 2023 (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 Tuesday, 4 July 2023.
8. 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 2022 and also in Appendix II to the Circular.
9. By Resolution 5, approval is being sought from shareholders, as a general mandate in compliance with sections 140 and 141 of the 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 10% or 5% (as the case may be) of the total number of Shares in issue as at the date of passing of 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).
10. 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.
11. Details of Resolution 7 was set out in the Circular regarding the Continuing Connected Transactions dispatched to shareholders of the Company on 26 January 2023 (the "**CCT Circular**"). The Circular and the CCT Circular can also be viewed and downloaded from the website of the Company at [www.bochk.com](http://www.bochk.com) or the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).
12. 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 vote(s) 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.

13. For online voting at the Annual General Meeting, shareholders can refer to our enclosed letter and the Online Meeting User Guide for details. If you have any queries on the above, please contact the Company's share registrar, Computershare Hong Kong Investor Services Limited, via their hotline at (852) 2862 8555 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).
14. Your proxy's authority and instruction will be revoked if you attend and vote in person at the Annual General Meeting or via the Online Platform. Non-registered holders whose shares of the Company are held through banks, brokers or custodians may be able to attend the Annual General Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements. For corporate shareholders who wish to attend the Annual General Meeting and to vote online, please contact the Company's share registrar at (852) 2862 8555 for arrangement.

*As at the date of this notice, the Board comprises Mr GE Haijiao\* (Chairman), Mr LIU Jin\* (Vice Chairman), Mr SUN Yu (Vice Chairman and Chief Executive), Mr LIN Jingzhen\*, Madam CHENG Eva\*\*, Dr CHOI Koon Shum\*\*, Madam FUNG Yuen Mei Anita\*\*, Mr KOH Beng Seng\*\*, Mr LAW Yee Kwan Quinn\*\*, Mr Lee Sunny Wai Kwong\*\* and Mr TUNG Savio Wai-Hok\*\*.*

\* *Non-executive Directors*

\*\* *Independent Non-executive Directors*