

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in BOC Hong Kong (Holdings) Limited (中銀香港(控股)有限公司), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

Stock Codes: 2388 (HKD counter) and 82388 (RMB counter)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 25 APRIL 2024

**PROPOSED APPOINTMENT OF ACCOUNTING FIRM
FOR THE PROVISION OF PROFESSIONAL SERVICE OF THE
2024 INTERIM FINANCIAL REPORT REVIEW**

AND

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular dated 25 April 2024 published by the Company to the shareholders of the Company and the notice convening the 2024 Annual General Meeting ("2024 AGM") dated 25 April 2024 ("2024 AGM Notice"). A supplemental notice of the 2024 AGM, which should be read in conjunction with the 2024 AGM Notice, is set out on page 4 to 5 of this supplemental circular.

A letter from the Board is set out on pages 2 to 3 of this supplemental circular.

Whether or not you are able to attend the 2024 AGM physically or online, you are advised to read the supplemental notice and to complete and return the enclosed supplemental proxy form, in accordance with the instructions printed thereon, to 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 via email to bochk.eproxy@computershare.com.hk, as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the 2024 AGM. Completion of the proxy form and its return will not preclude you from attending and voting in person (whether physically or by means of electronic facilities) at the 2024 AGM if you so wish.

The Company would not distribute any corporate gift nor provide any refreshment to the attendees at 2024 AGM.

12 June 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2024 AGM”	means the annual general meeting of the Company to be held on Thursday, 27 June 2024 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 any adjournment thereof);
“2024 AGM Notice”	means the notice of 2024 AGM dated 25 April 2024 published by the Company;
“Audit Committee”	means the audit committee established by the Board of Directors;
“Board” or “Board of Directors”	means the Board of Directors of the Company;
“Circular”	means the circular dated 25 April 2024 published by the Company to the shareholders of the Company;
“Committee(s)”	means the committee(s) established by the Board of Directors from time to time;
“Company”	means BOC Hong Kong (Holdings) Limited, a company incorporated under the laws of Hong Kong, the Shares of which are listed on the Hong Kong Stock Exchange;
“Director(s)”	means the director(s) of the Company;
“Hong Kong” or “HKSAR”	means the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited; and
“PRC”	means the People’s Republic of China.



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Board of Directors:

Mr GE Haijiao* (Chairman)
Mr LIU Jin* (Vice Chairman)
Mr SUN Yu (Vice Chairman and Chief Executive)
Mr LIN Jingzhen*
Mdm CHENG Eva**
Dr CHOI Koon Shum**
Mdm FUNG Yuen Mei Anita**
Mr LAW Yee Kwan Quinn**
Mr LEE Sunny Wai Kwong**
Mr LIP Sai Wo**
Prof MA Si Hang Frederick**

Registered Office:

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

* Non-executive Directors

** Independent Non-executive Directors

12 June 2024

Dear Shareholders,

INTRODUCTION

This supplemental circular and supplemental notice of the 2024 AGM should be read in conjunction with the Circular and the 2024 AGM Notice of the Company.

The purpose of this supplemental circular is to provide you with supplemental information in relation to the proposed resolution on the appointment of Messrs PricewaterhouseCoopers for provision of professional service of the 2024 interim financial report review and to give you a supplemental notice of the 2024 AGM (the “**Supplemental Notice**”) and a supplemental proxy form (the “**Supplemental Proxy Form**”) for the 2024 AGM.

MODIFICATION OF RESOLUTION AND SUPPLEMENTAL RESOLUTION REGARDING PROPOSED APPOINTMENT OF ACCOUNTING FIRM FOR PROVISION OF PROFESSIONAL SERVICE OF 2024 INTERIM FINANCIAL REPORT REVIEW

Reference is made to the 2024 AGM Notice and the Circular regarding, among other thing, the proposed re-appointment of 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. Taking into account the recent market information, based on prudent practice and business needs of the Company as well as acting in the best interest of the Company and its shareholders as a whole, the Board of Directors recommended the shareholders of the Company to consider and approve the appointment of Messrs PricewaterhouseCoopers for provision of professional service of the 2024 interim financial report review at the 2024 AGM. The Company will commence the selection process for appointment of auditor and further announcement will be made in relation thereto as and when appropriate. Accordingly, the ordinary resolution number 4 as set out in the 2024 AGM Notice will be modified and replaced by the ordinary resolution number 4A for the appointment of Messrs PricewaterhouseCoopers for provision of professional service of the 2024 interim financial report review and authorization of the Board of Directors or the Audit Committee to determine the fee for such provision of professional service of the 2024 interim financial report review at the 2024 AGM.

LETTER FROM THE BOARD

ACTION TO BE TAKEN

Since both the 2024 AGM Notice and the form of proxy (the “First Proxy Form”) that were sent together with the Circular do not contain the newly proposed resolution number 4A, the Supplemental Notice and the Supplemental Proxy Form are enclosed with this circular to include such proposed resolution.

Any shareholder entitled to attend and vote at the meeting convened by the 2024 AGM Notice and the Supplemental Notice is entitled to appoint proxies to attend and vote instead of him/her. The Supplemental 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 2024 AGM Notice. If you have already validly appointed proxy/proxies under the First Proxy Form to attend and act on your behalf at the 2024 AGM but have not completed and returned the Supplemental Proxy Form, your proxy/proxies will have the right to vote on resolution number 4A set out in the Supplemental Notice at his/her discretion. If the proxy/proxies being appointed to attend the 2024 AGM under the Supplemental Proxy Form is different from the proxy/proxies appointed under the First Proxy Form and both proxies attend the 2024 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 2024 AGM. Whether or not you are able to attend the 2024 AGM, you are advised to complete and return the First Proxy Form (if you have not yet done so) and the Supplemental Proxy Form, in accordance with the instructions printed thereon, to 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 via email to bochk.eproxy@computershare.com.hk, as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the 2024 AGM (i.e. at or before 2:00 p.m. on Tuesday, 25 June 2024). Completion and return of the proxy form(s) will not preclude you from attending and voting in person at the 2024 AGM if you so wish.

Apart from the modification of resolution number 4 as set forth in the 2024 AGM Notice and the new proposed resolution number 4A as mentioned above, all other resolutions as set forth in the 2024 AGM Notice shall remain unchanged and shall be valid for consideration and approval by the shareholders of the Company at the 2024 AGM. You may view and download the Circular, the 2024 AGM Notice, this supplemental circular, the Supplemental Notice, the First Proxy Form and the Supplemental 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.

RECOMMENDATION

The Board considers that the newly proposed resolution number 4A for consideration and approval by the shareholders at the 2024 AGM is in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends the shareholders to vote in favour of the proposed resolution.

We look forward to seeing you and answering your questions at the 2024 AGM.

Yours faithfully,
On behalf of the Board
GE Haijiao
Chairman



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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “**2024 AGM**”) of the Company dated 25 April 2024 (the “**2024 AGM Notice**”) to convene the 2024 AGM on Thursday, 27 June 2024 at 2:00 p.m. as a hybrid meeting at Four Seasons Grand Ballroom, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong with online access.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that resolution number 4 in the 2024 AGM Notice regarding the re-appointment of Messrs PricewaterhouseCoopers as auditor of the Company will be modified and replaced by the following resolution number 4A and the same be put forward to the shareholders of the Company for the purpose of considering and, if thought fit, passing the following resolution:

- 4A. To appoint Messrs PricewaterhouseCoopers for provision of professional service of the 2024 interim financial report review and authorise the Board of Directors or the Audit Committee to determine the fee for provision of professional service of the 2024 interim financial report review.

As stated in the supplemental circular to shareholders dated 12 June 2024, resolution number 4 with respect to the re-appointment of auditor as set out in the 2024 AGM Notice will be modified and replaced by resolution 4A regarding the appointment of Messrs PricewaterhouseCoopers for provision of professional service of the 2024 interim financial report review to be submitted to shareholders for consideration. Taking into account the recent market information, based on prudent practice and business needs of the Company as well as acting in the best interest of the Company and its shareholders as a whole, the Board of Directors recommended the shareholders of the Company to consider and approve the appointment of Messrs PricewaterhouseCoopers for provision of professional service of the 2024 interim financial report review at the 2024 AGM. The Company will commence the selection process for appointment of auditor and further announcement will be made in relation thereto as and when appropriate.

By Order of the Board
LUO Nan
Company Secretary

Hong Kong, 12 June 2024

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For details of the above resolution number 4A, please refer to the supplemental circular dated 12 June 2024 (the “**Supplemental Circular**”). A supplemental proxy form (the “**Supplemental Proxy Form**”) for the above resolution number 4A is enclosed with the Supplemental Circular. In order to be valid, the completed Supplemental Proxy Form 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.eproxy@computershare.com.hk, at least 48 hours (excluding any part of a day that is a public holiday) (i.e. at or before 2:00 p.m. on Tuesday, 25 June 2024) before the time fixed for holding the 2024 AGM.
2. If you have already validly appointed proxy/proxies under the First Proxy Form (as defined in the Supplemental Circular) to attend and act on your behalf at the 2024 AGM but have not completed and returned the Supplemental Proxy Form, your proxy/proxies will have the right to vote on resolution number 4A set out in this supplemental notice at his/her discretion. If the proxy/proxies being appointed to attend the 2024 AGM under the Supplemental Proxy Form is different from the proxy/proxies appointed under the First Proxy Form and both proxies attend the 2024 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 2024 AGM.
3. Please refer to the 2024 AGM Notice and the circular of the Company both dated 25 April 2024 for details in respect of the other resolutions to be transacted at the 2024 AGM, eligibility for attending the 2024 AGM, appointment of proxy, registration procedures, closure of register of members and other relevant matters.