

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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**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The letter from the Board is set out on pages 3 to 4 of this circular.

A notice convening the Extraordinary General Meeting of BOC Hong Kong (Holdings) Limited to be held as a hybrid meeting at Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Tuesday, 24 September 2024 at 2:00 p.m. (registration will begin at 1:15 p.m.) with online access through online platform is set out on page 5 of this circular.

Whether or not you are able to attend the Extraordinary General Meeting in person or online, you are advised to read the notice and to complete and return the enclosed 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 Extraordinary General Meeting. Completion of the proxy form and its return will not preclude you from attending and voting (whether in person or through online platform) at the Extraordinary General Meeting if you so wish.

The Company would not distribute any corporate gift nor provide any refreshment to the attendees at the Extraordinary General Meeting.

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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 held on 27 June 2024;
“2024 Interim Financial Report Review Service”	means the appointment of PwC for provision of professional service of the 2024 interim financial report review for 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;
“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;
“EGM”	means the extraordinary general meeting of the Company to be held on Tuesday, 24 September 2024 at 2:00 p.m. (registration will begin at 1:15 p.m.) (and any adjournment thereof);
“EY”	means Ernst & Young, the accounting firm proposed to be appointed as auditor of the Company for the financial year 2024;
“Hong Kong” or “HKSAR”	means the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	means 2 September 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	means The Rules Governing the Listing of Securities on Hong Kong Stock Exchange;
“Notice of EGM”	means the notice of EGM dated 29 August 2024 published by the Company;
“Proposed Appointment of Auditor”	means the proposed appointment of EY as the auditor of the Company;
“PwC”	means PricewaterhouseCoopers, the accounting firm appointed by the Company for provision of 2024 Interim Financial Report Review Service and the auditor of the Company for financial year 2023;
“Shares”	means the ordinary shares of the Company; and
“Shareholders”	means holder(s) of Shares.

GUIDANCE FOR THE EXTRAORDINARY GENERAL MEETING

ATTENDING THE EGM BY MEANS OF ELECTRONIC FACILITIES

The EGM will be conducted as a hybrid meeting. In addition to the traditional physical attendance at the EGM, Shareholders have the option of attending, participating and voting at the EGM through online access by visiting the website – <http://meetings.computershare.com/BOCHK2024EGM> (the “**Online Platform**”). Shareholders participating in the EGM using the Online Platform will also be counted towards the quorum and they will be able to cast their vote and submit questions through the Online Platform.

The Online Platform will be opened for the registered shareholders and non-registered shareholders (see below for login details and arrangement) to log in from 1:30 p.m. on 24 September 2024 (i.e. approximately 30 minutes prior to the commencement of the EGM) and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. If assistance is required, please refer to the Online Meeting User Guide provided by Computershare Hong Kong Investor Services Limited despatched together with this circular.

Login details for registered shareholders

Details regarding the EGM arrangements including login details to access the Online Platform are included in the Company’s notification letter to registered shareholders sent together with this circular.

Login details for non-registered shareholders

Non-registered shareholders who wish to attend and vote at the EGM using the Online Platform should (1) contact and instruct their banks, brokers, custodians or HKSCC Nominees Limited through which their Shares are held (together, the “**Intermediary**”) to appoint themselves as proxy or corporate representative to attend the EGM and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary. Details regarding the EGM arrangements including login details to access the Online Platform will be sent by the Company’s share registrar, Computershare Hong Kong Investor Services Limited, to the email address of the non-registered shareholders provided by the relevant Intermediary for this purpose. Any non-registered shareholder who has provided an email address through the relevant Intermediary but has not received the login details by email should reach out to the share registrar of the Company 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) for assistance. Without the login details, non-registered shareholders will not be able to participate and vote using the Online Platform. Non-registered shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

Registered and non-registered shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the EGM and do not disclose them to anyone else. Neither the Company nor its share registrar assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

QUESTIONS AT THE EGM

Shareholders attending the EGM using the Online Platform will be able to submit questions relevant to the proposed resolution online during the EGM. Due to time limitation, the Company will arrange for as many of the questions asked to be answered as possible at the EGM.

VOTING BY PROXY IN ADVANCE OF THE EGM

Shareholders are encouraged to exercise their rights to attend and vote at the EGM. Physical attendance is not necessary for the purpose of exercising the shareholders’ rights. Shareholders shall submit their completed proxy forms well in advance of the EGM. Return of a completed proxy form will not preclude Shareholders from attending and voting (whether in person or through Online Platform) at the EGM or any adjournment thereof should they subsequently so wish.

Submission of proxy forms for registered shareholders

A proxy form for use at the EGM is enclosed with this circular. A copy of the proxy form can also be downloaded from the websites of the Company at www.bochk.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

The deadline to submit completed proxy forms is 2:00 p.m. on Saturday, 21 September 2024. Completed proxy forms must be returned 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 sent by way of email to bochk.eproxy@computershare.com.hk.

Appointment of proxy for non-registered shareholders

Non-registered shareholders should contact their Intermediary as soon as possible for assistance in the appointment of proxy.

LETTER FROM THE BOARD



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)

Board of Directors:

Mr GE Haijiao* (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

6 September 2024

Dear Shareholders,

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF EGM

INTRODUCTION

The purpose of this circular is to provide you with information on the Proposed Appointment of Auditor and the notice convening the EGM.

PROPOSED APPOINTMENT OF AUDITOR FOR THE FINANCIAL YEAR 2024

Taking into account market conditions and the Company's business needs, and based on the principle of prudence, the Board, on the recommendation of the Audit Committee, resolved to propose the appointment of EY as the auditor of the Company for the financial year 2024, subject to the approval by the Shareholders at the EGM. It is proposed that EY shall, if appointed, hold office until the conclusion of the next annual general meeting of the Company.

The Audit Committee has assessed EY's eligibility and suitability to act as the auditor of the Company and is of the view that EY is qualified and competent to provide audit services to the Company. The Board is of the view that the Proposed Appointment of Auditor would be in the best interest of the Company and the Shareholders as a whole.

PwC, the auditor of the Company for the financial year 2023, had been appointed for the provision of 2024 Interim Financial Report Review Service which was completed on 29 August 2024. PwC had confirmed in writing that there are no matters in relation to the Proposed Appointment of Auditor which are needed to be brought to the attention of the Shareholders.

The Board confirmed that, the Company has no disagreement with PwC, and there are no other matters in connection with the Proposed Appointment of Auditor that should be brought to the attention of the Shareholders.

Subject to the authorisation by the Shareholders, the Board or the Audit Committee will be authorised to determine the remuneration of EY.

EGM

The Company will convene the EGM on Tuesday, 24 September 2024 at 2:00 p.m. (registration will begin at 1:15 p.m.) at Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong to consider and, if thought fit, to pass resolution in respect of the matter set out in the notice of EGM. A proxy form has been despatched to the Shareholders in accordance with the Listing Rules together with this circular. The notice of the EGM is set out on page 5 of this circular.

Whether or not you are able to attend the EGM in person or online, you are advised to read the notice and to complete and return the 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,

LETTER FROM THE BOARD

Wan Chai, Hong Kong or via email to bochk.epoxy@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 EGM. Completion of the proxy form and its return will not preclude you from attending and voting (whether in person or through Online Platform) at the EGM if you so wish.

VOTING BY POLL AT THE EGM

The resolution put to Shareholders at the EGM will be voted on by poll. For such purpose, the Company has engaged Computershare Hong Kong Investor Services Limited, the Company's share registrar, to act as the scrutineer. Results of the poll voting will be published on the Company's website at www.bochk.com and the Hong Kong Stock Exchange's website at www.hkexnews.hk.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed, for the purpose of determining Shareholders' entitlement to attend and vote at the EGM from Monday, 16 September 2024 to Tuesday, 24 September 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend and vote at the EGM, 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 13 September 2024.

RECOMMENDATION

The Board considers that the Proposed Appointment of Auditor is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the proposed resolution at the EGM.

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

Yours faithfully,
On behalf of the Board
GE Haijiao
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that a hybrid Extraordinary General Meeting of BOC Hong Kong (Holdings) Limited (the "Company") will be held on Tuesday, 24 September 2024 at 2:00 p.m. (registration will begin at 1:15 p.m.) at Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong with online access through online platform for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"THAT Ernst & Young be appointed as auditor of the Company for the financial year 2024 and the board of directors or the audit committee of the Company be authorised to determine the remuneration of the auditor."

By Order of the Board
HUANG Xuefei
Company Secretary

Hong Kong, 29 August 2024

Notes:

1. The register of members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend and vote at the extraordinary general meeting ("EGM") from Monday, 16 September 2024 to Tuesday, 24 September 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the EGM, 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 13 September 2024.
2. Any shareholder entitled to attend and vote at the EGM 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.
3. 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.eproxy@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 EGM (i.e. at or before 2:00 p.m. on Saturday, 21 September 2024) or any adjournment thereof. Completion and return of a proxy form will not preclude a shareholder from attending and voting in person or online at the meeting or any adjournment thereof should he/she so wish.
4. 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.
5. Your proxy's authority and instruction will be revoked if you attend and vote in person at the EGM or via the online platform at <http://meetings.computershare.com/BOCHK2024EGM> (the "Online Platform"). Non-registered holders whose shares of the Company are held through banks, brokers or custodians may be able to attend, vote and submit questions in person or through the Online Platform at the EGM. 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 EGM and to vote online, please contact the Company's share registrar at (852) 2862 8555 for arrangement.
6. The EGM will be conducted as a hybrid meeting which allows shareholders to attend, participate and vote in a convenient and efficient way by visiting the Online Platform from anywhere with an internet connection. Through the Online Platform, shareholders will be able to view the live webcast, participate in voting and submit questions in written form to the EGM via their mobile phones, tablets or computers. Shareholders attending the meeting by using the Online Platform will be counted towards the quorum.
7. For online voting at the EGM, shareholders can refer to this circular.
8. The resolution put to shareholders at the EGM will be voted on by poll.

FREQUENTLY ASKED QUESTIONS ON VOTING AND EXTRAORDINARY GENERAL MEETING

Q : AM I ENTITLED TO VOTE?

A : You are entitled to vote if you are a holder of Shares as of the record date on Tuesday, 24 September 2024.

Q : HOW CAN I VOTE?

A : How you vote depends on whether you are a registered or non-registered shareholder. You are a registered shareholder if you have a share certificate registered in your name. You are a non-registered shareholder if your Shares are registered in the name of an intermediary (for example, a bank, a trustee or a securities broker). Please refer to the following Q&As on how to exercise your right to vote in either case.

Q : HOW CAN I VOTE IF I AM A REGISTERED SHAREHOLDER?

A : As a registered shareholder, you may vote in one of the following ways:

(a) Attend the meeting in person or online

You are entitled to attend the EGM and cast your vote in person or online. In the case of corporate shareholder, the corporation must have submitted a properly executed proxy form or letter of appointment of corporate representative. If corporate shareholders wish to attend and vote online, please contact the Company's share registrar at (852) 2862 8555 for arrangement.

OR

(b) By proxy

If you are unable to attend the EGM, you may cast your vote by proxy in either one of the following ways:

- You may authorise the Chairman of the EGM to vote your Shares. You may convey your voting instructions on how the Chairman cast your vote by completing the enclosed proxy form in accordance with the instructions printed thereon, sign and return it to the office of the Company's share registrar or via email; OR
- You may appoint some other person to attend the EGM and vote in respect of your Shares on your behalf. Your proxy need not be a shareholder of the Company but he/she must attend the EGM in person. If you choose this option, you should fill in the enclosed proxy form with your proxy/proxies' name(s) and relevant information in accordance with the instructions printed thereon and return the proxy form.

To ensure that your vote is properly recorded, your proxy form must be deposited at the office of the Company's share registrar or via email to bochk.eproxy@computershare.com.hk no later than 2:00 p.m. on Saturday, 21 September 2024.

Q : HOW CAN I VOTE IF I AM A NON-REGISTERED SHAREHOLDER?

A : If you are a non-registered shareholder and your Shares are held by an intermediary (for example, a bank, a trustee or a securities broker), you will not receive a proxy form. You should contact the intermediary if you wish to vote.

Q : HOW WILL MY SHARES BE VOTED IF I RETURN A PROXY FORM?

A : By properly completing and returning a proxy form, you are authorising the person named in the proxy form to attend the EGM and to vote in respect of your Shares. Your proxy must vote in accordance with your voting instructions as specified in the proxy form. If you do not specify your voting instructions in the proxy form, your proxy will exercise his/her discretion to vote at the EGM.

Q : CAN I REVOKE A PROXY?

A : If you are a registered shareholder and have returned a proxy form, you may revoke it by completing and signing a proxy form bearing a later date, and delivering it to the Company's share registrar or via email to bochk.eproxy@computershare.com.hk.

However, in order to be valid, this latter proxy form must be deposited at the office of the Company's share registrar or via email no later than 2:00 p.m. on Saturday, 21 September 2024.

If you are a non-registered shareholder, you may revoke a proxy or voting instructions previously given to an intermediary by written notice to the intermediary, provided that the revocation is received before the deadline prescribed by the intermediary for such purpose.

Q : CAN I ATTEND AND VOTE AT THE EGM IF I HAVE RETURNED A PROXY FORM?

A : Even if you have completed and returned a proxy form, you can still attend and vote in person or online at the EGM if you so wish. In such event, the proxy form shall be deemed to be revoked.

Q : HOW CAN I REGISTER TO ATTEND AND VOTE AT THE EGM ONLINE?

A : Please refer to the Guidance for the Extraordinary General Meeting in this circular.

Q : HOW CAN I VOTE IF I CHOOSE TO ATTEND THE EGM THROUGH ONLINE PLATFORM?

A : The Online Platform supports online voting. Please refer to the Online Meeting User Guide despatched together with this circular.

Q : HOW ARE VOTES TAKEN AT THE EGM?

A : All resolutions put to the shareholders at the EGM will be voted on by poll.

Q : HOW CAN I KNOW THE RESULTS OF THE POLL?

A : The results of the poll will be posted on the Company's website at www.bochk.com and the Stock Exchange's website at www.hkexnews.hk as soon as practicable following conclusion of the EGM.

Q : WHAT IS TYPHOON AND RAINSTORM ARRANGEMENTS AT EGM DATE?

A : If typhoon signal no. 8 (or above) remains hoisted or a black rainstorm warning signal is in force or "extreme condition" resulting from a typhoon or a rainstorm is announced by the HKSAR Government at or at any time after 12:00 noon on the date of the meeting, the meeting may be postponed or adjourned to a later date and/or time as determined by the Company. If the meeting is postponed, the Company will, as soon as practicable, post an announcement on its website and on the website of the Hong Kong Stock Exchange to notify Shareholders that the meeting has been postponed (however, a failure to post such a notice shall not affect the postponement of such meeting). Shareholders may call the Company's enquiry hotline at (852) 2846 2700 to enquire whether the meeting has been cancelled.

The EGM will be held as scheduled when an amber or red rainstorm warning signal and/or a typhoon signal no. 3 or below is in force.

Q : WHAT IF I HAVE A QUESTION?

A : You are welcome to send in any written enquiries to the Board for the attention of the Company Secretary either by post to the registered office of the Company at 53rd Floor, Bank of China Tower, 1 Garden Road, Hong Kong or by way of email to investor_relations@bochk.com.

The Company Secretary would direct the enquiries received to appropriate Board Member(s) or the Chairman of the Committee(s) who is in charge of the areas of concern referred therein for further handling. The Board, assisted by the Company Secretary, would make its best efforts to ensure that all such enquiries are addressed in a timely manner.