



PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

**For the Extraordinary General Meeting of BOC Hong Kong (Holdings) Limited (the "Company")
on 11 June 2014 and at any adjournment thereof**

I/We ^(Note 1) _____
of ^(Note 2) _____
being the registered holder(s) of ^(Note 3) _____ ordinary
shares in the capital of the Company, hereby appoint the Chairman of the meeting ^(Notes 4 and 5) or _____
_____ of _____
_____ and/or
_____ of _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the "EGM") of the Company to be held at Grand Ballroom, The Lobby Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Wednesday, 11 June 2014 at 2:30 p.m. or immediately after conclusion of the Company's annual general meeting to be held on the same day, whichever is later, and at any adjournment thereof and to exercise all rights conferred on proxies under law, regulation and the Articles of Association of the Company.

I/We wish my/our proxy to vote as indicated below in respect of the resolution to be proposed at the EGM (and at any adjournment thereof).

Please indicate how you wish your vote(s) to be cast by ticking the appropriate box next to each resolution. ^(Note 6)

Resolution	For	Against
THAT the Continuing Connected Transactions and the New Cap, as defined and described in the circular dated 31 December 2013 to the shareholders of the Company, be and are hereby confirmed, approved and ratified.		

Signature _____ ^(Note 7) Dated _____, 2014

Notes:

- Please insert full name(s) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert full address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the number of shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- If you are a shareholder who is entitled to attend and vote at the EGM, you are entitled to appoint proxies to attend instead of you and to vote on your behalf whether on a show of hands or on a poll. A proxy need not be a shareholder of the Company, but must attend the EGM in person in order to represent you.
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **Any changes should be initialed.**
- If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the EGM.
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. **In case of joint shareholding, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint shareholding.**
- In order to be valid, this proxy form must be completed and deposited at the Company's registered office at 52nd Floor, Bank of China Tower, 1 Garden Road, Hong Kong, or you may send it to the Company's share registrar via email to bochk.eproxy@computershare.com.hk, **at least 48 hours before the EGM (or the adjournment thereof)**. If this proxy form is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a notary public) must be deposited at the Company's registered office or send it to the Company's share registrar via email to bochk.eproxy@computershare.com.hk with this proxy form.
- Completion and delivery of this proxy will not preclude you from attending and voting in person at the EGM (and at any adjournment thereof) if you so wish.