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BOCOM INTERNATIONAL HOLDINGS COMPANY LIMITED
交銀國際控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 3329)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of BOCOM International Holdings Company Limited (the “**Company**”) will be held at Salon 6 of JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 15 June 2018 at 10:30 a.m. for the following purposes:

1. To receive the audited consolidated financial statements and the reports of the Directors and Auditor for the year ended 31 December 2017.
2. To declare a final dividend of HK\$0.08 per share.
3. To re-elect Directors and to authorise the Board of Directors to fix the remuneration of Directors:
4. To re-appoint PricewaterhouseCoopers as Auditor and to authorise the Board of Directors to fix its remuneration.

and to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

5. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for the Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers whether during or after the end of the Relevant Period (as defined below) be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares allotted or agreed to be allotted by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, other than pursuant to a (i) rights issue, (ii) any scrip dividend scheme or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares or (iii) a specific authority granted by the Shareholders in general meeting, shall not exceed the aggregate of:

(A) 20% of the total number of Shares in issue as at the date of passing of this Resolution; and

(B) (if the Directors of the Company are so authorised by a separate ordinary resolution of the Shareholders) the aggregate number of Shares bought back by the Company (if any) under the general mandate to buy back Shares referred to in Resolution numbered 6 below,

and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution numbered 5, “Relevant Period” means the period from the passing of the resolution until the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the end of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting; and

(iii) the date on which the mandate is varied or revoked by an ordinary resolution of the Shareholders in general meeting.

(d) for the purpose of this resolution numbered 5, “Shares” mean ordinary shares of the Company; “Shareholders” mean holders of the Shares.”

6. **“THAT:**

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back the Shares on The Stock Exchange of Hong Kong Limited, or on any other stock exchange on which the Shares may be listed (and which is recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose), be and is hereby generally and unconditionally approved;

- (b) the maximum number of Shares to be bought back by the Company pursuant to the approval in paragraph (a) shall not exceed in aggregate 10% of the total number of Shares in issue as at the date of passing of this Resolution and at such price or prices as may be determined by the Directors of the Company, provided the purchase price shall not be 5% or more than the average closing market price for the five preceding trading days on which the Shares were traded on the Stock Exchange, and otherwise in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution numbered 6, “Relevant Period” means the period from the passing of the resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company,
 - (ii) the end of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting and
 - (iii) the date on which the mandate is varied or revoked by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (d) for the purpose of this resolution numbered 6, “Shares” mean ordinary shares of the Company; “Shareholders” mean holders of the Shares.”
7. “**THAT** conditional on the passing of Resolutions 5 and 6, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue, grant or otherwise deal with additional Shares in the Company pursuant to Resolution 5 be and is hereby extended by the addition thereto of the total number of Shares bought back by the Company under the general mandate granted pursuant to Resolution 6, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing of Resolutions 5 and 6.”

By Order of the Board
BOCOM International Holdings Company Limited
YI Li
Joint Company Secretary

Hong Kong, 23 April 2018

Notes:

1. In order to determine the eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from 12 June 2018 to 15 June 2018 (both dates inclusive). To qualify to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 11 June 2018.
2. For the purpose of determining the entitlements of the Shareholders to the proposed final dividend upon passing of the relevant resolution, the register of members of the Company will be closed on 25 June 2018. To qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 22 June 2018.
3. Any member of the Company entitled to attend and vote at the above meeting (or any adjournment thereof) is entitled to appoint one or more persons as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
4. In the case of joint registered holders of any shares in the Company, any one of such persons may vote at the above meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, that one so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. In order to be valid, the completed form of proxy must be deposited at the Company's Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM and any adjournment thereof if you so wish, and if such event, the form of proxy will be deemed to be revoked.
6. Shareholders are suggested to telephone the Company's hotline on (852) 3710 3328 for arrangements of the meeting in the event that a gale warning (tropical cyclone no. 8 or above) or black rainstorm warning is hoisted on the day of the meeting.

As at the date of this announcement, the Board of Directors of the Company comprises Mr. TAN Yueheng, Mr. LI Ying and Mr. CHENG Chuange as Executive Directors; Mr. WANG Yijun, Ms. LIN Zhihong and Mr. SHOU Fugang as Non-executive Directors; Mr. TSE Yung Hoi, Mr. MA Ning and Mr. LIN Zhijun as Independent Non-executive Directors.