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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 Conference Room 1, 9/F, Man Yee Building, 68 Des Voeux Road Central, Hong Kong and online through the online platform [https://meetings.computershare.com/BOCOMI\\_2023AGM](https://meetings.computershare.com/BOCOMI_2023AGM) on Thursday, 29 June 2023 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditor for the year ended 31 December 2022.
2. To re-elect Directors and to authorise the Board of Directors to fix the remuneration of Directors.
3. To elect Mr. SHAN Zengjian as a new Director and to authorise the Board of Directors to fix his remuneration.
4. To re-appoint KPMG as the auditor of the Company and to authorise the Board 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 the resolution numbered 6 below,

and the said approval shall be limited accordingly;

(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; and

(d) for the purpose of this resolution numbered 5, “Shares” means ordinary shares of the Company and “Shareholders” means 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, 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 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;
  - (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” means ordinary shares of the Company, “Shareholders” means holders of the Shares and “Stock Exchange” means The Stock Exchange of Hong Kong Limited.”
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**  
*Company Secretary*

Hong Kong, 5 June 2023

*Notes:*

1. To promote better engagement with and maximise participation by Shareholders, the AGM will be a hybrid meeting. The Company encourages Shareholders to exercise their rights to attend and vote at the AGM by electronic facilities.

By logging in the dedicated online platform [https://meetings.computershare.com/BOCOMI\\_2023AGM](https://meetings.computershare.com/BOCOMI_2023AGM) (the “**Platform**”), Shareholders will be able to view a live webcast of the AGM, submit questions, and cast vote in real-time. Non-registered Shareholders who wish to attend and vote at the AGM online should (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominee Limited through which their shares are held (together, the “**Intermediary**”) to appoint themselves as proxy or corporate representative to attend the AGM online, and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

2. 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 Monday, 26 June 2023 to Thursday, 29 June 2023 (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 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 Friday, 23 June 2023.
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 through the online platform or by proxy, in respect of such shares as if he/she were solely entitled to voting; but if more than one of such joint holders are present at the above meeting through the online platform 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 of such shares.
5. A form of proxy by the Shareholders at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.bocomgroup.com](http://www.bocomgroup.com)). Shareholders are encouraged to appoint the Chairman of the AGM as their proxy by completing the enclosed form of proxy in accordance with the instructions printed on the form and return it to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the AGM or any adjournment of the AGM (as the case may be). If the proxy appointed is not the Chairman of the Meeting, you are requested to provide a valid email address of your proxy for him or her to receive the login details to participate online via the online platform. If no email address is provided, your proxy cannot participate and cast votes via the online platform. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person or online at the AGM or any adjournment of the AGM (as the case may be) should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

6. Shareholders are suggested to telephone the Company's hotline at (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 notice, the board of Directors of the Company comprises Mr. TAN Yueheng, Ms. ZHU Chen and Mr. CHENG Chuange as executive Directors; Ms. PO Ying and Mr. WANG Xianjia as non-executive Directors; Mr. TSE Yung Hoi, Mr. MA Ning and Mr. LIN Zhijun as independent non-executive Directors.*