

EXHIBIT A

FORM OF CERTIFICATE FOR TRANSFERS OF INTEREST IN A RESTRICTED GLOBAL  
CERTIFICATE TO AN INTEREST IN AN UNRESTRICTED GLOBAL CERTIFICATE OR FOR  
THE REMOVAL OF THE RULE 144A LEGEND FROM A RESTRICTED CERTIFICATE

BANK OF CHINA (HONG KONG) LIMITED  
U.S.\$15,000,000,000  
MEDIUM TERM NOTE PROGRAMME

To: [●]  
Attention: [●]

In connection with our sale of [●] nominal amount of Registered Notes (the "Notes"), we confirm that such sale has been effected pursuant to and in accordance with Regulation S under the U.S. Securities Act of 1933 ("Regulation S"), and accordingly we represent that:

- 1 the offer of the Registered Notes was made in an offshore transaction within the meaning of Rule 902 of Regulation S;
- 2 no "directed selling efforts" have been made in the United States within the meaning of Rule 902 and Rule 903(a)(2) or Rule 904(a)(2) of Regulation S, as applicable; and
- 3 the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.

In addition, (a) if such sale is made during the distribution compliance period applicable to the Registered Notes and the provisions of Rule 903(b)(2) or Rule 904(b)(1) of Regulation S are applicable thereto, we confirm that such sale has been made in accordance with the applicable provisions of Rule 903(b)(2) or Rule 904(b)(1) of Regulation S, as the case may be, and (b) if the undersigned is an officer or director of the Issuer or a distributor or any affiliate of the Issuer solely by virtue of holding such position, such sale is made in accordance with the applicable provisions of Rule 904(b)(2) of Regulation S. Accordingly, we request that you [transfer or exchange the Notes for Certificates registered in the name of [insert name of transferee]<sup>1</sup>/[transfer or exchange our interest in the Notes evidenced by the Restricted Global Note [(CUSIP No.[●]) with DTC][Euroclear][Clearstream, Luxembourg] (ISIN No. XS[●]) for Certificates registered in the name of [insert name of transferee]<sup>2</sup>/[transfer our interest in the Notes evidenced by the Restricted Global Certificate (CUSIP No.[●]) with DTC for an interest evidenced by the Unrestricted Global Certificate to be [registered in the name of a nominee for DTC (CUSIP No.[●]) or] held with [[Euroclear][Clearstream, Luxembourg] (ISIN No. XS[●])][(CUSIP No.[●])] in the name of [insert name of transferee]<sup>3</sup>. This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer. Terms used in this certificate have the meanings set forth in Regulation S and the Agency Agreement dated 2 September 2011 (and as amended or restated from time to time) constituting the Notes.

[Details of the relevant accounts at The Depository Trust Company/Euroclear Bank S.A./N.V. or Clearstream, Luxembourg, as the case may be, and The Depository Trust Company, to be credited and debited, respectively, are as follows: [insert details].]

<sup>1</sup> Insert for transfers of Notes evidenced by Certificates bearing the Rule 144A Legend to transferees that take delivery of Notes evidenced by Certificates not bearing the Rule 144A Legend.

<sup>2</sup> Insert for transfers of interests in Notes evidenced by the Restricted Global Certificate to transferees that take delivery of Notes evidenced by Certificates not bearing the Rule 144A Legend.

<sup>3</sup> Insert for transfers of interests in Notes evidenced by the Restricted Global Certificate to transferees that take delivery of interests in Notes evidenced by the Unrestricted Global Certificate.

[Name of Transferor]

By:

Authorised Signature

EXHIBIT B

FORM OF CERTIFICATE TO BE DELIVERED IN CONNECTION WITH TRANSFERS OF  
INTEREST IN AN UNRESTRICTED GLOBAL CERTIFICATE TO AN INTEREST IN A  
RESTRICTED GLOBAL CERTIFICATE OR FOR THE ADDITION OF THE RULE 144A LEGEND  
TO AN UNRESTRICTED CERTIFICATE

PART I  
CLEARING SYSTEM CERTIFICATE  
BANK OF CHINA (HONG KONG) LIMITED  
U.S.\$15,000,000,000  
MEDIUM TERM NOTE PROGRAMME  
Series No. [●] Tranche No. [●]  
(the "Notes")

To: [●]  
Attention: [●]

This is to certify that, based solely on a certificate we have received in writing, by electronic transmission from a member organisation appearing in our records as a person being entitled to the nominal amount set out below (our "**Member Organisation**") substantially to the effect set out in this certificate and the form of which is set out in Exhibit B Part II to Schedule 2 of the Agency Agreement dated 2 September 2011 (and as amended or restated from time to time) (the "**Agency Agreement**") relating to the Notes, as of the date hereof, [●] nominal amount of the Notes has been sold by such Member Organisation pursuant to and in accordance with Rule 144A under the U.S. Securities Act of 1933, as amended (the "**Restricted Notes**"), is being transferred to a transferee which such Member Organisation reasonably believes is a "qualified institutional buyer" within the meaning of Rule 144A (a "**QIB**"), acting for its own account, or for the account of one or more QIBs, not formed for the purpose of investing in the Restricted Notes of Bank of China (Hong Kong) Limited and aware that the sale to it is being made in reliance on Rule 144A, in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any State of the United States or any other jurisdiction.

We hereby request that you [transfer or exchange interests in the Restricted Notes evidenced by the Restricted Global Certificate [(CUSIP No.[●]) with DTC in] [ISIN No. XS[●] with [Euroclear][Clearstream, Luxembourg]] the name of [insert name of transferor] for Certificates registered in the name of [insert name of transferee]<sup>1</sup> / [transfer interests in the Notes evidenced by the Unrestricted Global Certificate in the name of [insert name of transferor] [registered in the name of a nominee for DTC (CUSIP No.[●]) or] held with [[Euroclear][Clearstream, Luxembourg] (ISIN No. XS[●])] [CMU [CMU Instrument No. [●]][(CUSIP No.[●]) with DTC] for an interest evidenced by the Restricted Global Certificate [(CUSIP No.[●]) with DTC] [ISIN No. XS[●] with [[DTC](CUSIP No.[●]][Euroclear][Clearstream, Luxembourg]]][CMU Instrument No. [●]] with CMU] in the name of [insert name of transferee]<sup>2</sup>.

We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or

<sup>1</sup> Insert for transfers of interests in Notes evidenced by the Restricted Global Certificate to transferees that take delivery of Notes evidenced by Certificates bearing the Rule 144A Legend.

<sup>2</sup> Insert for transfers of interests in Notes evidenced by the Unrestricted Global Certificate to transferees that take delivery of interests in Notes evidenced by the Restricted Global Certificate.

threatened in connection with which this certificate is or would be relevant, we irrevocably authorise you to produce this certificate to any interested party in such proceedings.

Yours faithfully

[The Depository Trust Company] or [Euroclear Bank S.A./N.V.]<sup>+</sup> or [Clearstream, Luxembourg]<sup>+</sup>

By:

Date:

20[●]<sup>\*</sup>

Authorised signature

\* Not earlier than the certification event to which the certificate relates.

+ Delete as appropriate