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中國銀行股份有限公司
BANK OF CHINA LIMITED

(a joint stock company incorporated in the People's Republic of China with limited liability)
(the "Bank")

Stock Codes: 3988 and 4601 (Preference Shares)

ANNOUNCEMENT

Poll Results of the 2015 First Extraordinary General Meeting, 2015 First A Shareholders Class Meeting and 2015 First H Shareholders Class Meeting

The Board of Directors of the Bank (the "**Board**") is pleased to announce the poll results of the 2015 First Extraordinary General Meeting (the "**EGM**"), the 2015 First A Shareholders Class Meeting (the "**A Shareholders Class Meeting**") and the 2015 First H Shareholders Class Meeting of the Bank (the "**H Shareholders Class Meeting**", together with the EGM and the A Shareholders Class Meeting, the "**Meetings**").

Reference is made to the circular of the Meetings of the Bank dated 19 October 2015. Unless the context otherwise requires, terms defined in the Meetings circular shall have the same meanings as those used in this announcement.

1. Convening and Attendance of the Meetings

The Meetings were held as on-site meetings on Friday, 4 December 2015 at Bank of China Head Office Building, No.1 Fuxingmen Nei Dajie, Beijing, China. The shareholders present at the Meetings and the shares they held are shown as follows:

(a) EGM

The total number of issued shares with voting rights of the Bank as at 26 November 2015, the shareholding record date of the EGM, was 294,387,791,241 shares, which was the total number of shares entitling their holders to attend and vote on Resolutions 1-8 proposed at the EGM. Central Huijin Investment Ltd. ("**Huijin**"), the controlling shareholder of the Bank, which held 190,271,558,107 A Shares of the Bank on the shareholding record date, abstained from voting on Resolution 9 considered at the EGM and therefore, the total number

of shares entitling their holders to attend and vote on Resolution 9 proposed at the EGM was 104,116,233,134 shares.

1. Total number of shareholders and authorized proxies present at the EGM (including those attending the EGM and voting through online voting)	63
including: number of A-Share Holders	58
number of H-Share Holders	5
2. Total number of shares with voting rights held by those shareholders who were present at the EGM	220,265,528,720
including: total number of shares held by A-Share Holders	191,825,211,561
total number of shares held by H-Share Holders	28,440,317,159
3. Percentage of total shares of the Bank with voting rights held by those shareholders who were present at the EGM (%)	74.821557
including: percentage of total shares held by A-Share Holders (%)	65.160722
percentage of total shares held by H-Share Holders (%)	9.660835

(b) A Shareholders Class Meeting

The total number of issued A Shares with voting rights of the Bank as at 26 November 2015, the shareholding record date of the A Shareholders Class Meeting, was 210,765,514,846 shares. Huijin, the controlling shareholder of the Bank, which held 190,271,558,107 A Shares of the Bank on the shareholding record date, abstained from voting on the resolution proposed at the A Shareholders Class Meeting and therefore, the total number of A Shares entitling their holders to attend and vote on the resolution proposed at the A Shareholders Class Meeting was 20,493,956,739 shares.

1. Total number of A-Share Holders and authorized proxies present at the A Shareholders Class Meeting (including those attending the A Shareholders Class Meeting and voting through online voting)	57
2. Total number of shares with voting rights held by those A-Share Holders who were present at the A Shareholders Class Meeting	1,553,653,454
3. Percentage of total A Shares of the Bank with voting rights held by those A-Share Holders who were present at the A Shareholders Class Meeting (%)	7.581032

(c) H Shareholders Class Meeting

The total number of issued H Shares with voting rights of the Bank as at 26 November 2015, the shareholding record date of the H Shareholders Class Meeting, was 83,622,276,395 shares, which was the total number of H Shares entitling their holders to attend and vote on the resolution proposed at the H Shareholders Class Meeting.

1. Total number of H-Share Holders and authorized proxies present at the H Shareholders Class Meeting	5
2. Total number of shares with voting rights held by those H-Share Holders who were present at the H Shareholders Class Meeting	28,400,085,627
3. Percentage of total H Shares of the Bank with voting rights held by those H-Share Holders who were present at the H Shareholders Class Meeting (%)	33.962345

There were no shares of the Bank entitling the holders to attend the Meetings and abstain from voting in favour of the proposed resolutions pursuant to Rule 13.40 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the “**Listing Rules**”). No other shareholder of the Bank, except Huijin, was required under the Listing Rules to abstain from voting at the Meetings.

According to the Articles of Association of the Bank and the circumstances of the Meetings, the resolutions proposed at the Meetings were not required to be considered by the holders of preference shares of the Bank. Therefore, the holders of preference shares did not attend the Meetings.

The Meetings were chaired by the Chairman of the Board Mr. Tian Guoli. Onsite and online voting methods were adopted at the EGM and A Shareholders Class Meeting, which were in compliance with the relevant provisions of the *Company Law of the People’s Republic of China, the Shanghai Stock Exchange Implementation Rules for Online Voting at Shareholders’ Meeting of Listed Companies (2015 Revision)* and the Articles of Association of the Bank. Online voting was conducted through the trading system of the Shanghai Stock Exchange, in which the A-Share Holders of the Bank participated. The H Shareholders Class Meeting adopted on-site voting method.

All of the 13 incumbent directors of the Bank and 6 of the 7 incumbent supervisors of the Bank, the Secretary to the Board of Directors and the Company Secretary attended the Meetings, together with the senior management members of the Bank. The Employee Supervisor Mr. Deng Zhiying did not attend the meeting due to other work arrangements.

2. Voting Results of the Meetings

(a) Voting details of the resolutions under non-cumulative voting

EGM

1. To consider and approve the Proposal on the Election of Mr. Zhu Hexin as Executive Director of the Bank

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	191,824,972,260	99.999875	96,701	0.000051	142,600	0.000074
H Shares	27,749,236,039	97.570065	520,858,819	1.831410	170,222,301	0.598525
Total Ordinary Shares	219,574,208,299	99.686142	520,955,520	0.236513	170,364,901	0.077345

2. To consider and approve the Proposal on the Election of Mr. Zhang Jinliang as Executive Director of the Bank

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	191,824,972,060	99.999875	96,701	0.000051	142,800	0.000074
H Shares	27,749,235,939	97.570065	520,858,919	1.831410	170,222,301	0.598525
Total Ordinary Shares	219,574,207,999	99.686142	520,955,620	0.236513	170,365,101	0.077345

3. To consider and approve the Remuneration Distribution Plan for the Chairman of the Board of Directors, Executive Directors, the Chairman of the Board of Supervisors and the Shareholder Representative Supervisors in 2014

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	191,824,970,260	99.999874	148,701	0.000078	92,600	0.000048
H Shares	28,120,906,440	98.876909	145,689,419	0.512263	173,721,300	0.610828
Total Ordinary Shares	219,945,876,700	99.854879	145,838,120	0.066210	173,813,900	0.078911

4. To consider and approve the Proposal in Relation to the Plan of the Overseas Listing of BOC Aviation Pte. Ltd.

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	191,825,022,260	99.999901	96,701	0.000051	92,600	0.000048
H Shares	28,265,412,855	99.385013	1,250,004	0.004395	173,654,300	0.610592
Total Ordinary Shares	220,090,435,115	99.920508	1,346,705	0.000611	173,746,900	0.078881

5. To consider and approve the Proposal in Relation to the Authorization to the Board and its Authorized Persons to Deal with the Overseas Listing Matters of BOC Aviation Pte. Ltd.

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	191,825,022,260	99.999901	96,701	0.000051	92,600	0.000048
H Shares	28,265,412,851	99.385013	1,250,008	0.004395	173,654,300	0.610592
Total Ordinary Shares	220,090,435,111	99.920508	1,346,709	0.000611	173,746,900	0.078881

6. To consider and approve the Proposal in Relation to the Description of the Sustainable Profitability and Prospects of the Bank

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	191,824,972,260	99.999875	96,701	0.000051	142,600	0.000074
H Shares	28,265,413,750	99.385016	1,248,108	0.004388	173,655,301	0.610596
Total Ordinary Shares	220,090,386,010	99.920486	1,344,809	0.000610	173,797,901	0.078904

7. To consider and approve the Proposal in Relation to the Undertaking of the Bank to Maintain its Independent Listing Status

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	191,825,037,160	99.999909	95,801	0.000050	78,600	0.000041
H Shares	28,265,417,851	99.385030	1,247,008	0.004385	173,652,300	0.610585
Total Ordinary Shares	220,090,455,011	99.920517	1,342,809	0.000610	173,730,900	0.078873

8. To consider and approve the Proposal in Relation to the Compliance of the Overseas Listing of BOC Aviation Pte. Ltd. with the *Circular on Issues in Relation to Regulating Overseas Listing of Subsidiaries of Domestic Listed Companies*

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	191,825,036,260	99.999909	96,701	0.000050	78,600	0.000041
H Shares	28,265,407,751	99.384995	1,253,108	0.004406	173,656,300	0.610599
Total Ordinary Shares	220,090,444,011	99.920512	1,349,809	0.000613	173,734,900	0.078875

9. To consider and approve the Proposal Regarding the Provision of Assured Entitlement to H-share Shareholders Only for the Spin-off of BOC Aviation Pte. Ltd.

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	45,080,557	2.901584	1,441,709,544	92.794795	66,863,353	4.303621
H Shares	28,265,378,651	99.384893	1,283,108	0.004511	173,655,400	0.610596
Total Ordinary Shares	28,310,459,208	94.387167	1,442,992,652	4.810943	240,518,753	0.801890

A Shareholders Class Meeting

To consider and approve the Proposal Regarding the Provision of Assured Entitlement to H-share Shareholders Only for the Spin-off of BOC Aviation Pte. Ltd.

Voting Results: Not Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	45,080,557	2.901584	1,441,709,544	92.794795	66,863,353	4.303621

H Shareholders Class Meeting

To consider and approve the Proposal Regarding the Provision of Assured Entitlement to H-share Shareholders Only for the Spin-off of BOC Aviation Pte. Ltd.

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
H Shares	28,228,085,218	99.394367	1,770,904	0.006235	170,229,505	0.599398

(b) Voting details of A-Share Holders holding less than 5% of the shares with voting rights of the Bank in respect of significant matters at the EGM

Resolution number	Name of resolution	For		Against		Abstain	
		Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
1	To consider and approve the Proposal on the Election of Mr. Zhu Hexin as Executive Director of the Bank	1,553,414,153	99.984598	96,701	0.006224	142,600	0.009178
2	To consider and approve the Proposal on the Election of Mr. Zhang Jinliang as Executive Director of the Bank	1,553,413,953	99.984585	96,701	0.006224	142,800	0.009191
3	To consider and approve the Remuneration Distribution Plan for the Chairman of the Board of Directors, Executive Directors, the Chairman of the Board of Supervisors and the Shareholder Representative Supervisors in 2014	1,553,412,153	99.984469	148,701	0.009571	92,600	0.005960

(c) Relevant information in relation to the voting details of the resolutions

Resolutions 1-8 of the EGM are ordinary resolutions and were approved by more than 50% of voting shares held by the shareholders with voting rights present at the EGM (including authorized proxies) voting in favour.

Resolution 9 of the EGM and the resolution of each of the A Shareholders Class Meeting and H Shareholders Class Meeting, being “To consider and approve the Proposal Regarding the Provision of Assured Entitlement to H-share Shareholders Only for the Spin-off of BOC Aviation Pte. Ltd.”, are special resolutions. The relevant resolutions were approved at the EGM and the H Shareholders Class Meeting by more than two-thirds of voting shares held by the shareholders with voting rights present at the respective meetings (including authorized proxies) voting in favour, but not approved at the A Shareholders Class Meeting by more than two-thirds of voting shares held by the shareholders with voting rights present at the meeting (including authorized proxies) voting in favour. Pursuant to the relevant provisions under the Articles of Association of the Bank, as such resolutions were not approved by the EGM, A Shareholders Class Meeting and H Shareholders Class Meeting at the same time, the Bank will not provide assured entitlement to any shareholders of the Bank (including A-Share Holders and H-Share Holders) for the spin-off and overseas listing of BOC Aviation Pte. Ltd.

The term of office of Mr. Zhu Hexin and Mr. Zhang Jinliang as Executive Directors of the Bank will commence from the date of approval of their respective qualifications by the China Banking Regulatory Commission.

Computershare Hong Kong Investor Services Limited (the H-Share Registrar of the Bank) was the scrutineer of the Meetings.

For details of the aforesaid resolutions, shareholders of the Bank may refer to the circular of the Meetings issued by the Bank dated 19 October 2015, which can also be reviewed and downloaded from the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.boc.cn).

3. Witnessing by Lawyers

King & Wood Mallesons Lawyers witnessed the Meetings and issued following concluding opinion certifying that the convening, procedures and other relevant matters of the Meetings were in compliance with the requirements of the laws and administrative regulations of PRC, the *Rules for General Meeting of Shareholders of Listed Company* as issued by China Securities Regulatory Commission, the *Shanghai Stock Exchange Implementation Rules for Online Voting at Shareholders' Meeting of Listed Companies (2015 Revision)* and the Articles of Association of the Bank; the qualifications of the attendees and the convener were lawful and valid; the voting process and the voting results were lawful and valid; and the resolutions made by the Meetings were lawful and valid.

By Order of the Board
Bank of China Limited
Geng Wei

Secretary to the Board of Directors and Company Secretary

Beijing, PRC
4 December 2015

As at the date of this announcement, the directors of the Bank are: Tian Guoli, Chen Siqing, Zhang Xiangdong, Zhang Qi*, Wang Yong*, Wang Wei*, Liu Xianghui*, Li Jucui*, Chow Man Yiu, Paul#, Jackson Tai#, Nout Wellink#, Lu Zhengfei# and Leung Cheuk Yan#.*

* *Non-Executive Directors*

Independent Non-Executive Directors