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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)
(Stock Code: 3988)

NOTICE OF 2012 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2012 first extraordinary general meeting (the “**EGM**”) of the shareholders of Bank of China Limited (the “**Bank**”) will be held at the Multi-function Hall, B2, Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, the People’s Republic of China (“**PRC**”) at 9:30 a.m. (registration will begin at 8:30 a.m.) on Friday, 6 January 2012 for the purpose of considering and approving the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the Remuneration Plan for the Chairman, Executive Directors, Chairman of Board of Supervisors and Shareholder Representative Supervisors of 2010.
2. To consider and approve the proposal in relation to the election of Mr. WANG Yongli as Executive Director of the Bank.

SPECIAL RESOLUTION

3. To consider and approve the proposal in relation to the amendment of the Articles of Association of the Bank as follows:

Article 134 of the Articles of Association before the proposed amendment reads:

“At least three (3) of the members of the board of directors shall be independent directors. When an independent director fails to satisfy the independence requirements or there are other circumstances that he/she is not fit to continuously perform the duty as an independent director, causing the number of independent directors fail to meet the requirement hereof, the Bank shall elect supplementary independent directors in accordance with relevant stipulations.”

Article 134 of the Articles of Association after the proposed amendment shall read (the proposed amendment is underlined and bolded for ease of reference):

“At least three (3) of the members of the board of directors shall be independent directors, **and the independent directors shall account for at least one third of the total board members.** When an independent director fails to satisfy the independence requirements or there are other circumstances that he/she is not fit to continuously perform the duty as an independent director, causing the number of independent directors fail to meet the requirement hereof, the Bank shall elect supplementary independent directors in accordance with relevant stipulations.”

By Order of the Board
Bank of China Limited
YEUNG Cheung Ying
Company Secretary

17 November 2011

Notes:

1. For details of the Remuneration Plan for the Chairman, Executive Directors, Chairman of Board of Supervisors and Shareholder Representative Supervisors of 2010, please refer to Exhibit I of this notice. For the biographical details of Mr. WANG Yongli, please refer to Exhibit II of this notice.
2. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in this notice of EGM will be voted by poll.
3. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Bank. Results of the poll voting will be published on the Bank’s website at www.boc.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, should be completed and deposited at the Bank’s Board Secretariat (for A Shareholders) or the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (for H Shareholders), in person or by post at least 24 hours before the EGM or any adjourned meeting thereof. The Bank’s Board Secretariat is located at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, PRC. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Completion and return of a proxy form will not preclude a shareholder of the Bank from attending in person and voting at the EGM or any adjourned meeting thereof should he/she so wish.
5. The H Share Register of Members of the Bank will be closed, for the purpose of determining the eligibility of H Shareholders to attend, and vote at, the EGM, from Wednesday, 7 December 2011 to Friday, 6 January 2012 (both days inclusive), during which period no transfer of H shares of the Bank will be registered. For H Shareholders who wish to attend the EGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by 4:30 p.m. on Tuesday, 6 December 2011. Any H Shareholders whose names appear on the Register of Members of the Bank maintained by Computershare Hong Kong Investor Services Limited as at the close of business on Tuesday, 6 December 2011 will be eligible to attend, and vote at, the EGM.

6. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip for the EGM to the Board Secretariat of the Bank (for A Shareholders) by courier, by post or by fax or the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders), by courier or by post on or before Friday, 16 December 2011. The address of the Bank's Board Secretariat is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, PRC (Telephone: (8610) 6659 2756, Fax: (8610) 6659 4579). Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Telephone: (852) 2862 8555).
7. In case of joint shareholdings, 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 Bank in respect of the joint shareholding.
8. The EGM is estimated to last for about half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the EGM.

As at the date of this announcement, the directors of the Bank are: XIAO Gang, LI Lihui, LI Zaohang, CAI Haoyi, SUN Zhijun*, LIU Lina*, JIANG Yansong*, ZHANG Xiangdong*, ZHANG Qi*, Anthony Francis NEOH**, Alberto TOGNI**, HUANG Shizhong**, HUANG Danhan**, CHOW Man Yiu, Paul** and Jackson P. TAI**.*

* *non-executive directors*

** *independent non-executive directors*

Remuneration Plan for the Chairman, Executive Directors, Chairman of Board of Supervisors and Shareholder Representative Supervisors of 2010

According to the applicable policies of the PRC and the relevant administrative measures of the Bank and on the basis of the 2010 annual performance appraisal results of the Chairman, Executive Directors, Chairman of the Board of Supervisors and Shareholder Representative Supervisors, the remuneration plan for the above mentioned persons of 2010 is proposed as follows:

Remuneration Plan for the Chairman and Executive Directors

Unit: RMB Thousand (before tax)

Name	Position	Annual Basic Salary	Annual Performance Bonus
Xiao Gang	Chairman	427.5	1014.6
Li Lihui	Vice Chairman, President	384.8	913.1
Li Zaohang	Executive Director, Vice President	369.7	876.3
Zhou Zaiqun	Executive Director, Vice President	369.7	871.5

Remuneration Plan for the Chairman of Board of Supervisors and Shareholder Representative Supervisors

Unit: RMB Thousand (before tax)

Name	Position	Annual Basic Salary	Annual Performance Bonus
Li Jun	Chairman of Board of Supervisors (appointed in March 2010)	311.7	739.8
Liu Ziqiang	Chairman of Board of Supervisors (resigned in March 2010)	93.5	221.9
Wang Xueqiang	Supervisor	386.3	572.9
Liu Wanming	Supervisor	386.3	539.3

Note: Mr. LI Jun was elected as the Chairman of the Board of Supervisors in March 2010. Mr. LIU Ziqiang ceased to serve as Supervisor and the Chairman of the Board of Supervisors in March 2010. Their compensations are calculated on the basis of their actual time working as the supervisors with the Bank in 2010.

Proposal in Relation to the Election of Mr. WANG Yongli as Executive Director of the Bank

According to the relevant provision in the Articles of Association of the Bank, directors shall be elected by the shareholders' meeting and serve a term of office of three years starting from the date of receiving approval from the China Banking Regulatory Commission ("CBRC"). A director may serve consecutive terms if re-elected upon the expiration of his/her term. As approved by the Board, it is proposed to appoint Mr. WANG Yongli as executive director of the Bank and the proposal is hereby submitted to the EGM for review and approval.

Subject to obtaining the respective approvals from the shareholders' meeting of the Bank and CBRC, Mr. WANG will be appointed for a term of three years. His term of office will commence from the date of approval of his appointment by CBRC and will end on the date of the Bank's annual general meeting in 2015. Mr. WANG has not entered into any service contract with the Bank as at the date of this notice.

Currently, the emoluments of the Bank's executive directors are as follows: an executive director does not receive director's fee but receive corresponding emolument in accordance with his/her position in the Bank, including salary, bonus and allowance. The Bank provides pension fund scheme for executive directors. The emolument of executive directors is determined by reference to the relevant remuneration system of the Bank. The Personnel and Remuneration Committee of the Bank is responsible for determining the annual remuneration scheme and it will become effective upon approval by the Board and the shareholders' meeting. Mr. WANG Yongli received a total amount of pre-tax compensation of RMB1,452,100 (including contribution by the employer to compulsory insurances, housing allowances) from the Bank in year 2010 for his service rendered to the Bank. Further details of such compensation was set out in the Announcement of Supplementary Information Regarding the Compensation for Directors, Supervisors and Senior Management Members in 2010 dated 27 May 2011.

The biographical details of Mr. WANG Yongli are as follows: Mr. WANG Yongli, aged 47, has served as Executive Vice President of the Bank since August 2006. Mr. WANG joined the Bank in 1989 and served as Executive Assistant President of the Bank from November 2003 to August 2006. From April 1999 to January 2004, Mr. WANG held various positions in the Bank, including General Manager of the Asset-Liability Management Department, Acting Deputy General Manager and General Manager of the Fujian Branch, and General Manager of the Hebei Branch. Mr. WANG graduated from Renmin University of China with a Master's degree in 1987. He also obtained a Doctor's degree from Xiamen University in 2005. He is a senior accountant.

As far as the directors of the Bank are aware and save as disclosed above, Mr. WANG did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the date of this notice, Mr. WANG does not have any relationship with any director, senior management or substantial or controlling shareholder of the Bank, nor does he hold any position in the Bank or any of its subsidiaries. Mr. WANG does not have any interest in the shares of the Bank or its associated companies within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance.

Save as disclosed above, there is no other information in relation to the appointment of Mr. WANG that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, nor are there any other matters that need to be brought to the attention of the shareholders of the Bank. Mr. WANG has not been penalized by the China Securities Regulatory Commission or other relevant departments or stock exchange.