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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM” or “**Annual General Meeting**”) of Bank of China Limited (the “**Bank**”) will be held at Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong, China and at the Multi-function Hall, B2, Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Beijing, China at 9:30 a.m. on Wednesday, 30 May 2012 (registration will begin at 8:30 a.m.) for the purpose of considering and approving the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the 2011 Work Report of the Board of Directors of the Bank.
2. To consider and approve the 2011 Work Report of the Board of Supervisors of the Bank.
3. To consider and approve the 2011 Annual Financial Statements of the Bank.
4. To consider and approve the 2011 Profit Distribution Plan of the Bank.
5. To consider and approve the 2012 Annual Budget of the Bank.
6. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers Hong Kong as the Bank’s external auditors for 2012.
7. To consider and approve the proposal on election of Independent Non-executive Director of the Bank.

## SPECIAL RESOLUTION

9. To consider and approve the proposal to amend the Articles of Association of the Bank.

The Stock Exchange of Hong Kong Limited amended the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and its appendix 14 Code on Corporate Governance Practices (the “Code”) in October 2011. The Bank has fully reviewed the Articles of Association of the Bank against the aforesaid amendments. To further improve the corporate governance system of the Bank, it is suggested that the following amendments be made to the Articles of Association of the Bank according to the Hong Kong Listing Rules and Code.

I. Article 96 before amendment:

“Votes of the shareholders’ meeting shall be taken by raising hands for resolutions, unless requested by the listing rules of the place where the Banks’ shares are listed or the following persons require voting by poll before or after any vote by raising hands:

1. the chairman of the meeting;
2. at least two shareholders with voting rights or their proxies; or
3. one or several shareholders (including proxies) holding jointly or separately 10% (inclusive) or more of the shares carrying the right to vote at the meeting.

Unless somebody proposes voting by ballot, the chairman of the meeting shall declare whether the proposal has been adopted according to the results of the vote by raising hands, and shall record the same in the minutes of the meeting, which shall serve as the final evidence without having to state the number or proportion of the votes for or against resolution adopted at the meeting.

The demand for a vote by ballot may be withdrawn by the person who made it.”

Article 96 after amendment:

**“Any vote of shareholders at the shareholders’ meeting shall be taken by poll.”**

II. Article 97 before amendment:

“If the matter demanded to be voted by ballot is the election of the chairman or the adjournment of the meeting, a ballot shall be taken immediately. If a ballot is demanded for any other matters, such ballot shall be taken at the time decided upon by the chairman and the meeting may proceed with the discussion of other matters; the result of the ballot shall still be regarded as a resolution passed at that meeting.”

Article 97 after amendment:

**“The chairman of the shareholders’ meeting may decide to allow a resolution which relates to a procedural or administrative matter to be voted by a show of hands.”**

III. Add an item after Item (4) Article 125:

**“(5) the directors take an active interest in the Bank’s affairs and follow up anything untoward that comes to their attention;”**

IV. Add an item after Item (10) Article 142:

**“(11) to develop and review corporate governance policies of the Bank;”**

V. Article 162 before amendment:

“Special committees are set up under the board of directors, which shall assist the board of directors to fulfill its functions under the authorization of the board. The special committees set up under the board of directors include without limitation: Strategy Development Committee, Audit Committee, Risk Policy Committee, Personnel and Remuneration Committee, and Connected Transaction Control Committee, etc. Each special committee is responsible to the board of directors and is composed of at least three members who must be directors. The president of the Audit Committee shall be an independent director. The board of directors can establish other committees or make adjustment to the existing committees according to its needs. The board of directors will make procedures of all special committees.”

Article 162 after amendment:

“Special committees are set up under the board of directors, which shall assist the board of directors to fulfill its functions under the authorization of the board. The special committees set up under the board of directors include without limitation: Strategy Development Committee, Audit Committee, Risk Policy Committee, Personnel and Remuneration Committee, and Connected Transaction Control Committee, etc. Each special committee is responsible to the board of directors and is composed of at least three members who must be directors. **The chairmen of the Audit Committee, Personnel and Remuneration Committee and Connected Transaction Control Committee shall be served by independent directors.** The board of directors can establish other committees or make adjustment to the existing committees according to its needs. The board of directors will make procedures of all special committees.”

VI. Add an item after Item (5) Article 165:

**“(6) To review employee reporting system and urge the Bank to conduct fair investigation and to take appropriate measures regarding the matters reported by the employees;”**

VII. Item (2) Article 166 before amendment:

“To make suggestions to the board regarding the scale and composition of the board of directors in accordance with the Bank’s operation situation, size of assets and shareholding structure;”

Item (2) Article 166 after amendment:

“To **review the structure, size and composition of the board of directors on an annual basis, and** make suggestions to the board regarding the scale and composition of the board of directors in accordance with the Bank’s **strategic plan**, operation situation, size of assets and shareholding structure;”

And add an item after Item (3) Article 166:

“(4) **To identify individuals suitably qualified to become directors and making recommendations to the board of directors on the selection of individuals nominated for directorships;**”

The Bank continued to enhance its corporate governance mechanisms and improve corporate governance efficiency. With regard to the amendments to the Hong Kong Listing Rules and the Code made by The Stock Exchange of Hong Kong Limited in October 2011, the Bank has already taken steps to address these amendments prior to them coming into effect. All of the amendments as contained in this proposal are made in line with the amendments to the Hong Kong Listing Rules and the Code. The Bank will strictly follow the amended Hong Kong Listing Rules, the Code as well as the Articles of Association of the Bank.

In addition, it is hereby proposed at the shareholders’ meeting to authorize the Board of Directors, which will then re-delegate such authorization to the Board Secretary, to amend the relevant provisions as contained in this proposal in the Bank of China Limited Procedural Rules for Shareholders’ Meeting and Bank of China Limited Procedural Rules for Board of Directors after such amendments have been approved by the China Banking Regulatory Commission.

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

12 April 2012

*As at the date of this announcement, the Directors of the Bank are: XIAO Gang, LI Lihui, LI Zaohang, WANG Yongli, 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*

*Notes:*

1. Details of the above resolutions are set out in Appendix I of the circular of 2011 Annual General Meeting of the Bank. Additional information of the 2011 Work Report of the Board of Directors of the Bank, the 2011 Work Report of the Board of Supervisors of the Bank, and the 2011 Annual Financial Statements of the Bank, etc are set out in Attachment A, Attachment B and Attachment C of the circular of 2011 Annual General Meeting of the Bank, respectively.
2. Pursuant to the requirements under the Rules of Shareholders' Meeting of Listed Companies of the CSRC, independent directors shall issue a duty report at the annual general meeting. Such report will be submitted to shareholders for consideration but not for shareholders' approval. The Duty Report of Independent Directors of the Bank is set out in Appendix II of the circular of 2011 Annual General Meeting of the Bank for shareholders' information.
3. **The Board of Directors of the Bank has recommended a final dividend of RMB0.155 per share (before tax) for the year ended 31 December 2011 and, if such proposed dividend distribution set out in Resolution No. 4 is approved by the shareholders, the final dividend will be distributed to those shareholders whose names appear on the register of members of the Bank on Tuesday, 12 June 2012.**

**According to the Law on Corporate Income Tax of the People's Republic of China and its implementing rules which came into effect on 1 January 2008 and other relevant rules, the Bank is required to withhold corporate income tax at the rate of 10% before distributing the 2011 final dividend to non-resident enterprise shareholders as appearing on the H-Share register of members of the Bank. Any shares registered in the name of the non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the corporate income tax.**

**In accordance with the relevant People's Republic of China tax regulations, the dividend received by overseas resident individual shareholders from the stocks issued by domestic non-foreign investment enterprises in Hong Kong is subject to the payment of individual income tax, which shall be withheld by the withholding agents. However, overseas resident individual shareholders of the stocks issued by domestic non-foreign investment enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries in which they are residents and China, or the tax arrangements between the Chinese mainland and Hong Kong and Macau. Accordingly, the Bank will withhold 10% of the dividend to be distributed to the individual H-Share Holders as individual income tax unless otherwise specified by the relevant tax regulations and tax agreements.**

**The H-Share register of members of the Bank will be closed from Friday, 8 June 2012 to Tuesday, 12 June 2012 (both days inclusive) for the purpose of determining the list of shareholders entitled to the final dividend. For such entitlements, H-Share Holders who have not registered the related transfer documents are required to lodge them, together with the relevant share certificates, with the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Thursday, 7 June 2012. The ex-dividend date of the Bank’s Shares will be on Wednesday, 6 June 2012.**

4. Pursuant to the Hong Kong Listing Rules, each of the resolutions set out in the Notice of AGM will be voted on by poll. Results of the poll voting will be published on the Bank’s website at [www.boc.cn](http://www.boc.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.
5. Any shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Bank.
6. 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, must be completed and deposited at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at least 24 hours before the AGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Completion and return of a proxy form will not preclude a shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.
7. **The H-Share register of members of the Bank will be closed, for the purpose of determining shareholders’ entitlement to attend the AGM, from Monday, 30 April 2012 to Wednesday, 30 May 2012 (both days inclusive), during which period no transfer of shares will be registered. In order to attend the Annual General Meeting, 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, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 27 April 2012. H-Share Holders who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the Annual General Meeting.**
8. 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.

9. Shareholders who intend to attend the Annual General Meeting in person or by proxy should return the reply slip for the Annual General Meeting to the Board Secretariat of the Bank or the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, by hand, by post or by fax on or before Wednesday, 9 May 2012. The address of the Bank's Board Secretariat is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Beijing 100818, the People's Republic of China (Telephone: (8610) 6659 4582 or (8610) 6659 4750, Fax: (8610) 6659 4579). Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).
10. The AGM 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 AGM.