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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 and 4601 (Preference Shares))

**NOTICE OF THE 2016
FIRST EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2016 First Extraordinary General Meeting (“EGM”) of Bank of China Limited (the “**Bank**”) will be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Beijing, China at 9:30 a.m. on Friday, 18 November 2016 (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 Election of Mr. Wang Xiquan to be appointed as Shareholders’ Representative Supervisor of the Bank
2. To consider and approve the Election of Mr. Ren Deqi to be appointed as Executive Director of the Bank
3. To consider and approve the Election of Mr. Gao Yingxin to be appointed as Executive Director of the Bank
4. To consider and approve the Election of Ms. Angela Chao to be appointed as Independent Non-executive Director of the Bank
5. To consider and approve the 2015 Remuneration Distribution Plan for Chairman of the Board of Directors, Executive Directors, Chairman of the Board of Supervisors and Shareholders’ Representative Supervisors
6. To consider and approve the Establishment of the Charity Foundation of Bank of China

SPECIAL RESOLUTION

7. To consider and approve the Amendments to the Articles of Association

By Order of the Board
Bank of China Limited
Geng Wei

Secretary to the Board of Directors and Company Secretary

30 September 2016

As at the date of this notice, the Directors of the Bank are: Tian Guoli, Chen Siqing, Zhang Xiangdong, Zhang Qi*, Wang Wei*, Liu Xianghui*, Li Jucui*, Nout Wellink#, Lu Zhengfei#, Leung Cheuk Yan# and Wang Changyun#.*

* *Non-executive Directors*

Independent Non-executive Directors

Notes:

1. Details of the above resolutions are set out in Appendix I to the Circular of the EGM, and please refer to Attachment A to the Circular of the EGM for details of the proposed amendments to the *Articles of Association of Bank of China Limited*.
2. Pursuant to the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, each of the resolutions set out in the Notice of the EGM will be voted on by poll. 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.
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 instead of him/her. A proxy need not be a shareholder of the Bank.
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, 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 EGM 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 EGM or any adjourned meeting thereof should he/she so wish.
5. **The H-Share register of shareholders of the Bank will be closed, for the purpose of determining shareholders' entitlement to attend the EGM, from Wednesday, 19 October 2016 to Friday, 18 November 2016 (both days inclusive), during which period no transfer of shares will be registered. In order 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 Rooms 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 18 October 2016. H-Share Holders who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the EGM.**
6. 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 shareholders of the Bank in respect of the joint shareholding.
7. 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 or the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, by post, by fax or by e-mail on or before Saturday, 29 October 2016. The address of the Bank's Board Secretariat is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Beijing 100818, PRC (Telephone: (8610) 6659 4582, Fax: (8610) 6659 4579, E-mail: ir@bankofchina.com). 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).
8. According to the Articles of Association of the Bank and the circumstances of this EGM, resolutions proposed at this EGM are not required to be reviewed by the holders of the preference shares of the Bank. Therefore, such holders will not attend this EGM.
9. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the EGM.