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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 2009 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2009 First Extraordinary General Meeting (the “EGM”) 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 on Monday, 23 March 2009 at 9:30 a.m. (registration will begin at 8:30 a.m.) for the purpose of considering and approving the following ordinary resolution:

To consider and approve the proposal on change in the means for distribution of periodic reports to H-Share holders.

By Order of the Board
YEUNG Cheung Ying
Company Secretary

4 February 2009

Notes:

1. Details of the resolution are set out in the Letter from the Board in the circular of the Bank dated 4 February 2009.
2. In accordance with the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution set out in the notice of the EGM will be voted on 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 needs 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, should be completed and deposited at the Bank’s Board Secretariat (for A-Share holders) or the H-Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (for H-Share holders), 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 Rooms 1806-1807, 18th 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 in person and voting at the EGM or any adjournment thereof should he/she so wish.

5. **The H-Share Register of Members of the Bank will be closed, for the purpose of determining entitlement of H-Share holders to attend the EGM, from Saturday, 21 February 2009 to Monday, 23 March 2009 (both days inclusive)**, during which period no transfer of H shares of the Bank will be registered. For H Share holders 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 20 February 2009. **H-Share holders whose names appear on the H-Share Register of Members maintained by Computershare Hong Kong Investor Services Limited as at the close of business on Friday, 20 February 2009, will be eligible to attend 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-Share holders) or the Bank's H-Share Registrar, Computershare Hong Kong Investor Services Limited (for H-Share holders), by hand, by post or by fax before Tuesday, 3 March 2009. The address of the Bank's Board Secretariat is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, the People's Republic of China (Telephone: (8610) 6659 4572 or (8610) 6659 2756, Fax: (8610) 6659 4579). Computershare Hong Kong Investor Services Limited is located at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8633).
7. 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 travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the EGM.

As at the date of this statement, the directors of the Bank are: XIAO Gang, LI Lihui, LI Zaohang, ZHOU Zaiqun, ZHANG Jinghua, HONG Zhihua*, HUANG Haibo*, CAI Haoyi*, WANG Gang*, LIN Yongze*, SEAH Lim Huat Peter*, Anthony Francis NEOH**, Alberto TOGNI**, HUANG Shizhong** and HUANG Danhan**.*

* *Non-executive directors*

** *Independent non-executive directors*