

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bank of China Limited** (中國銀行股份有限公司), you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

2009 First Extraordinary General Meeting

Change in the means for distribution of periodic reports to H-Share holders

A notice convening the Extraordinary General Meeting of Bank of China Limited to be held at the Multi-function Hall, B2, Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, PRC on Monday, 23 March 2009 at 9:30 a.m. (registration will begin at 8:30 a.m.) is set out in pages 3 to 4 of this circular.

Whether or not you are able to attend the Extraordinary General Meeting, you are advised to read the notice of the Extraordinary General Meeting and to complete and return the enclosed proxy form, in accordance with the instructions printed thereon. For H-Share holders, the proxy form should be returned to the Bank's H-Share Registrar, Computershare Hong Kong Investor Services Limited, and for A-Share holders, the proxy form should be returned to the Bank's Board Secretariat in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the Extraordinary General Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending, and voting at, the Extraordinary General Meeting or at any adjourned meeting if you so wish.

If you intend to attend the Extraordinary General Meeting in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited (for H-Share holders) or to the Bank's Board Secretariat (for A-Share holders) before Tuesday, 3 March 2009.

LETTER FROM THE BOARD



中國銀行

BANK OF CHINA

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)

Board of Directors:

- Mr. XIAO Gang (*Chairman*)
- Mr. LI Lihui (*Vice-chairman and President*)
- Mr. LI Zaohang
- Mr. ZHOU Zaiqun
- * Mr. ZHANG Jinghua
- * Mdm. HONG Zihua
- * Mdm. HUANG Haibo
- * Mr. CAI Haoyi
- * Mr. WANG Gang
- * Mr. LIN Yongze
- * Mr. SEAH Lim Huat Peter
- ** Mr. Anthony Francis NEOH
- ** Mr. Alberto TOGNI
- ** Mr. HUANG Shizhong
- ** Mdm. HUANG Danhan

* *Non-executive Directors*

** *Independent Non-executive Directors*

Registered Office:

No. 1 Fuxingmen Nei Dajie
Xicheng District
Beijing 100818
PRC

Place of Business in Hong Kong:

8th Floor
Bank of China Tower
1 Garden Road
Hong Kong

4 February 2009

Dear Shareholders,

2009 First Extraordinary General Meeting Change in the means for distribution of periodic reports to H-Share holders

1. INTRODUCTION

On behalf of the board of directors (the “**Board**”) of Bank of China Limited (the “**Bank**”), I write to invite you to attend the 2009 first extraordinary general meeting (the “**EGM**”) of the Bank to 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.

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution at the EGM.

2. BUSINESS TO BE CONSIDERED AT THE EGM

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

The amendments to the Rules (the “**Hong Kong Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited came into effect on 1 January 2009. Under the amended Hong Kong Listing Rules, a listed issuer is permitted to provide communication documents to its shareholders by means of publication on website after obtaining the approval of its shareholders in a general meeting by way of resolution. The listed issuer is required to issue a letter to ascertain the preference of each of the H-Share holders as to the preferred form of corporate communication. If an H-Share holder elects to receive the printed version of corporate communication, the listed issuer will provide the elected form of corporate communication in accordance with the instructions of the H-Share holders. For the purposes of proactively fulfilling the Bank’s social responsibilities of

LETTER FROM THE BOARD

environmental protection and reducing the costs of printing periodic reports, the Board proposes to seek approval of the shareholders of the Bank for the distribution of periodic reports (including annual reports, interim reports and quarterly reports (if applicable)) of the Bank to its H-Share holders by way of website publication at the EGM. The website for publication of the periodic reports of the Bank is www.boc.cn.

After obtaining shareholders' approval of the above proposal at the EGM, the Bank is still obliged to, under the relevant provisions of the Hong Kong Listing Rules, send an election letter to solicit the election of the H-Share holders as to the preferred form of corporate communication. Printed periodic reports will be mailed to the H-Share holders who elect to receive printed versions of periodic reports (in Chinese, English or in both Chinese and English). The Bank will provide periodic reports by website to the H-Share holders who elect to access periodic reports by website. An H-Share holder is deemed to have consented to corporate communication being made available to him or her solely on website if the Bank does not receive a response within a period of 28 days beginning from the date on which the Bank's election letter was sent.

3. THE EGM

The EGM notice, proxy form and the reply slip of the EGM are also enclosed herewith.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible. For H-Share holders, the proxy form should be returned to the Bank's H-Share Registrar, Computershare Hong Kong Investor Services Limited, and for A-Shares holders of the Bank, the proxy form should be returned to the Bank's Board Secretariat in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited (for H-share holders) or to the Bank's Board Secretariat (for A-Share holders) before Tuesday, 3 March 2009. The Bank's Board Secretariat is located at 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). The Bank's H-Share Registrar, 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).

4. VOTING BY POLL

Pursuant to the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, the resolution sets 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.

5. RECOMMENDATION

The Board considers that the resolution in relation to the distribution of periodic reports of the Bank by making them available on the Bank's own website at the EGM is in the interests of the Bank and its shareholders as a whole. Accordingly, the Board recommends the shareholders to vote in favour of the proposed resolution.

Yours faithfully,
By order of the Board
Bank of China Limited
XIAO Gang
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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.**

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.