

**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)

**PROXY FORM**

**For the Extraordinary General Meeting of Bank of China Limited  
 to be held on 23 March 2009 and at any adjourned meeting thereof**

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of <sup>(Note 2)</sup> \_\_\_\_\_  
 \_\_\_\_\_ being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_  
 A shares/H shares <sup>(Note 3)</sup> of RMB1.00 each in the share capital of the Bank of China Limited (the "Bank"), hereby appoint the Chairman of the  
 meeting <sup>(Notes 4 and 5)</sup> or \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ and/or \_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting ("EGM") of the Bank to be held at Multi-function Hall, B2, Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, the People's Republic of China at 9:30 a.m. on Monday, 23 March 2009 and at any adjournment thereof and to exercise all rights conferred on proxies under law, regulation and the Articles of Association of the Bank.

I/We wish my/our proxy to vote as indicated below in respect of the resolution to be proposed at the EGM.

Please indicate how you wish your vote(s) to be cast by ticking the appropriate box next to the resolution. <sup>(Note 6)</sup>

Ordinary Resolution	For	Against	Abstain
To consider and approve the proposal on change in the means for distribution of periodic reports to H-Share holders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature \_\_\_\_\_ <sup>(Note 7)</sup> Date \_\_\_\_\_ 2009

**NOTES:**

- Please insert full name(s) in **BLOCK CAPITALS**.
- Please insert full address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all shares in the capital of the Bank registered in your name(s). Please cross out the type of shares (A shares or H shares) to which this proxy form does not relate.
- If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf. A proxy need not be a shareholder of the Bank, but must attend the meeting in person in order to represent you.
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **Any changes should be initialed.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED "ABSTAIN"**. If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorized in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. **In case of joint shareholdings, any one shareholder may sign this proxy form. 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.**
- To be valid, this proxy form, 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 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 meeting or adjourned meeting**. 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. 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. The effective period of appointment of your proxy appointed under this proxy form shall cease upon conclusion of the EGM or any adjourned meeting.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.