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(a joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 3988)

## **Supplemental Notice of the 2009 First Extraordinary General Meeting**

According to the Articles of Association of Bank of China Limited (the "Bank"), a shareholder holding more than 3% of total shares with the right to vote of the Bank has the right to propose a resolution 10 days before a general meeting and to send it to the Board of Directors of the Bank (the "Board") in writing. The Board should notify the other shareholders within 2 days from the date of receipt of the proposal and to include the matters which are within the power of the general meeting as matters to be considered at the general meeting.

On 4 March 2009, Central SAFE Investments Limited, who holds 67.53% of the Bank's outstanding shares, submitted a proposal to the Board in writing in connection with the issue of subordinated bonds by the Bank. In accordance with the relevant laws and regulations and the Articles of Association of the Bank, the Board agreed to put the proposal to the EGM for consideration and approval.

A Supplemental Notice is hereby given that the *2009 First Extraordinary General Meeting* will be held as originally scheduled on Monday, 23 March 2009 at 9:30 a.m. (registration will commence at 8:30 a.m.) 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. Apart from the resolution contained in the *Notice of the 2009 First Extraordinary General Meeting* dated 4 February 2009 (the "EGM Notice"), the following resolution will also be considered and approved as a special resolution:

### **PROPOSED SPECIAL RESOLUTION**

#### **Proposed that:**

1. Approval be and is hereby given to the Bank to issue subordinated bonds on the following principal terms and conditions:
  - (1) Aggregate principal amount: not more than RMB120 billion;

- (2) Term of the bonds: not less than 5 years;
  - (3) Interest rates of the bonds: to be determined by reference to market interest rates;
  - (4) Method to repay principal and pay interest: to be determined taking into consideration the specific circumstances at the time of the issue;
  - (5) Use of proceeds raised: to supplement the supplemental capital of the Bank;
  - (6) Period of validity of the resolution: from the date of approval by shareholders at the EGM to 31 December 2012.
2. The Board be and is hereby authorised to deal with all related matters in connection with the issue of the subordinated bonds, including but not limited to determining the specific terms of each issue of the subordinated bonds (such as the date of the issue, principal amount to be issued, term of the bonds, interest rates of the bonds, and method of repayment of the principal and payment of interest etc.), and the authority has the same validity period as the resolution.
  3. Permission be and is hereby given to the Board to delegate its power in connection with the above matters to the management for the management to execute matters in connection with the issue of the subordinated bonds in accordance with the specific circumstances.

Except as stated above, this Supplemental Notice does not affect the other proposal contained in the EGM Notice or any information contained in the Circular to shareholders dated 4 February 2009.

By order of the Board  
**Yeung Cheung Ying**  
*Company Secretary*

6 March 2009

**Notes:**

1. Shareholders may review and download the Supplemental Notice of the 2009 First Extraordinary Meeting and details in connection with the Proposed New Special Resolution at the website of Hong Kong Exchanges and Clearing Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and at the website of the Bank ([www.boc.cn](http://www.boc.cn)).
2. The Bank has on this date issued to shareholders the Supplemental Proxy Form. If you intend to appoint a proxy, you should complete and return the enclosed Supplemental Proxy Form in accordance with the instructions printed thereon

and return it at least 24 hours before the time stipulated for convening the EGM or any adjourned meeting (as circumstances require). If you have already validly appointed a proxy to act for you at the EGM but have not completed and returned the Supplemental Proxy Form, your proxy will have the right to vote at his/her discretion.

3. Apart from the Proposed New Special Resolution, all matters in connection with the EGM remain the same. For details in connection with the other resolution to be put forward at the EGM, qualification for attending, registration procedure, appointment of proxy and other related matters, please refer to the *Notice of the 2009 First Extraordinary General Meeting* dated 4 February 2009 which may be viewed at the website of Hong Kong Exchanges and Clearing Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and at the website of the Bank ([www.boc.cn](http://www.boc.cn)).

*As at the date of this statement, the directors of the Bank are: XIAO Gang, LI Lihui, LI Zaohang, ZHOU Zaiqun, ZHANG Jinghua\*, HONG Zihua\*, 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*