

**Bank of China Limited**  
**Supplemental Notice of 2006 Annual General Meeting**

Bank of China Limited (hereinafter the “Bank”) and all members of the Board of Directors (hereinafter the “Board”) warrant that the information disclosed is authentic, accurate and complete, and contains no false representations, misleading statements or material omissions.

The Board of the Bank published “Bank of China Limited Notice of 2006 Annual General Meeting” on China Securities, Shanghai Securities, Securities Times, China Daily, the website of the Shanghai Stock Exchange ([www.sse.com.cn](http://www.sse.com.cn)) and the website of the Bank ([www.boc.cn](http://www.boc.cn)) on April 25, 2007.

The Articles of Association of the Bank provides that a shareholder holding 5% or more of the total shares with voting power of the Bank shall have the right to propose additional motion(s) in connection with nomination of directors and supervisors to the shareholders’ general meeting; a shareholder holding 3% or more of the total shares with voting power of the Bank shall have the right to propose other additional motion(s) to the shareholders’ general meeting. On May 24, 2007, Central SAFE Investments Limited (hereinafter “Huijin”), which currently owns 67.49% of the total issued capital of the Bank, submitted to the Board the following interim proposals: proposals regarding elections of directors and supervisors of the Bank, and proposal on the issue of Renminbi-denominated bonds in Hong Kong for an amount not exceeding RMB 3 billion and the authorization of the Board to finalize and deal with all related matters.

Huijin proposes to nominate Mr. Zhang Jinghua, Ms. Hong Zhihua, Ms. Huang Haibo, Mr. Cai Haoyi, Mr. Lin Yongze and Mr. Wang Gang as non-executive directors of the Bank; nominate Mr. Liu Ziqiang, Mr. Wang Xueqiang and Mr. Liu Wanming as shareholder’s representative supervisors of the Bank; and to submit the aforesaid proposals to the 2006 Annual General Meeting of the Bank for approval. Upon request of the Bank, Huijin proposes to the 2006 Annual General Meeting to approve the issue of Renminbi-denominated bonds in Hong Kong for an amount not exceeding RMB 3 billion and the authorization of the Board to finalize and deal with all related matters. According to the relevant provisions of the applicable laws and regulations as well as the Articles of Association of the Bank, the aforesaid proposals will be listed as additional proposals to the 2006 Annual General Meeting for approval.

1. Proposals regarding elections of directors and supervisors of the Bank (Ordinary

## Resolutions)

Articles 122 and 175 of the Bank's Articles of Association provide that directors and shareholder's representative supervisors shall be elected by the shareholders' meeting and shall serve a term of office of three years commencing from the date of approval by the China Banking Regulatory Commission. A director and/or a supervisor may serve consecutive terms if he/she is re-elected upon the expiration of his/her term. Mr. Zhang Jinghua, Mr. Yu Erniu, Mr. Zhang Xinze, Ms. Zhu Yan, Ms. Hong Zhihua and Ms. Huang Haibo are non-executive directors whose terms of office will expire in August 2007. Mr. Liu Ziqiang, Mr. Wang Xueqiang and Mr. Liu Wanming are supervisors whose terms of office will expire in August 2007. Due to personal reasons, Mr. Yu Erniu, Mr. Zhang Xinze and Ms. Zhu Yan will retire from office upon the expiration of their current terms. Each of the remaining directors and supervisors has been nominated by Huijin and will offer themselves for re-election at the forthcoming Annual General Meeting. Furthermore, Huijin also proposes to nominate Mr. Cai Haoyi, Mr. Lin Yongze and Mr. Wang Gang as candidates for non-executive directors of the Bank in order to replace Mr. Yu Erniu, Mr. Zhang Xinze and Ms. Zhu Yan who will retire from office upon the expiration of their term of office. Accordingly, ordinary resolutions will be proposed at the forthcoming Annual General Meeting to re-elect Mr. Zhang Jinghua, Ms. Hong Zhihua and Ms. Huang Haibo as non-executive directors, to elect Mr. Cai Haoyi, Mr. Lin Yongze and Mr. Wang Gang as non-executive directors and to re-elect Mr. Liu Ziqiang, Mr. Wang Xueqiang and Mr. Liu Wanming as shareholder's representative supervisors of the Bank.

All the retiring directors and supervisors who offered themselves for re-election will be appointed for a term of three years which will end on the date of the Bank's Annual General Meeting in 2010. The term of office of the above newly nominated non-executive directors will commence from the date Mr. Yu Erniu, Mr. Zhang Xinze and Ms. Zhu Yan vacate their office or the date of approval by China Banking Regulatory Commission (whichever is later) and will end on the date of the Bank's Annual General Meeting in 2010.

None of the retiring directors who offered themselves for re-election and the proposed new directors has received any compensation from the Bank. They are instead remunerated by Huijin where they hold a position. All the retiring shareholder's representative supervisors who offered themselves for re-election receive compensation from the Bank according to the resolution of the shareholders' meeting. Except for those set forth above, none of the retiring directors and supervisors who offered themselves for re-election and the proposed new directors has any other relationship with any director, senior management, or substantial or controlling shareholder of the Bank.

In respect of each of the aforesaid retiring directors and supervisors who offered

themselves for re-election and the proposed new directors, none of them has any interests in the shares of the Bank or its associated companies within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong. Moreover, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules nor is there any issues which need to be brought to the attention of the shareholders. None of the retiring directors who offered themselves for re-election and the proposed new directors has been penalized by the China Securities Regulatory Commission or other relevant departments and stock exchange. None of the independent non-executive directors of the Bank has indicated any objection to the aforesaid retiring directors who offered themselves for re-election and the proposed new directors.

In respect of each of the aforesaid retiring directors and supervisors who offered themselves for re-election, please refer to the Bank's 2006 Annual Report for their personal particulars. The personal particulars of Mr. Cai Haoyi, Mr. Lin Yongze and Mr. Wang Gang are as follows:

Cai Haoyi, aged 52, worked in several positions in the People's Bank of China from 1986 to present, including Deputy Director of the Graduate School of the People's Bank of China, Deputy Director of Research Institute of Finance and Banking, Deputy Director of the Research Bureau, General Secretary of the Monetary Policy Committee and Deputy Director of the Monetary Policy Department. Mr. Cai has the professional title of research fellow, and currently serves as the tutor for postgraduate students of Financial Research Institute, the tutor for doctoral students of the University of International Business and Economics, and a member of China Society for Finance and Banking. He graduated from Economics Department of Peking University in 1983 with the bachelor's degree in economics. In 1986, he graduated from the Graduate School of the People's Bank of China with the master's degree in economics. In 1995, he continued the doctoral degree program of economics in the Graduate School of the People's Bank of China and got his Ph.D. in 2001.

Lin Yongze, aged 56, worked in several positions in the Ministry of Finance from 1986 to present, including Deputy Director and Director of the Agricultural Finance Department, Agricultural Taxation Department and Tax Policy Department, researcher of Tax System and Rule Department and Tax Policy Department, member of the Rural Tax and Fee Reform Working Group Office of the State Council, Deputy Director of Tax Policy Department, Deputy Director of Xinjiang Finance Department, and Deputy Ombudsman of Tariff Policy Department. Mr. Lin graduated from Zhongshan University in 1976 with a bachelor's degree.

Wang Gang, aged 54, worked in several positions in the Ministry of Finance from 1989 to present, including official and Deputy Director of Income Tax Division of Tax Policy Department, Tax Policy Department and International Tax Department,

Director of Turnover Tax Department, and Deputy Ombudsman of Tax Policy Department. Mr. Wang graduated from Finance Department of Central University of Finance and Economics, majoring in Finance. He received a master's degree in economics from the Tax Department of the university in 1988 and another master's degree in economics from the George Washington University in 1998.

2. Proposal on the issue of Renminbi-denominated bonds in Hong Kong for an amount not exceeding RMB 3 billion and the authorization of the Board to finalize and deal with all related matters (Special Resolution)

It is proposed to authorize the Bank to issue bonds denominated in Renminbi on the following principal terms and the Board to finalize the terms of such issue including the timing of the issue, the issue size, the term and the interest rate and the execution of all related documentations.

(1) Issue size

Taking into account the total amount of Renminbi-denominated deposit in Hong Kong, the development of Hong Kong bond market and the random survey of the views of Hong Kong investors, the issue size will not exceed RMB 3 billion.

(2) Term

In accordance with investment preference of Hong Kong investors and the utilization of the Bank's funds, the term will not exceed three years.

(3) Interest rate

The nominal rate of the Renminbi-denominated bonds will be determined by reference to the level of Renminbi deposit rate on the Chinese mainland and Hong Kong and the level of bond yield in the relevant bond market, and will be finalized by reference to the term of the bonds and prevailing market conditions.

Save as aforesaid issues, no other changes have been made to "Bank of China Limited Notice of 2006 Annual General Meeting" which was published by the Bank on April 25, 2007.

Contact method of the Meeting

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The announcement is hereby made.

Board of Directors of Bank of China Limited

May 28, 2007

Appendix:

Proxy Form for the interim proposals of the Annual General Meeting of Bank of China Limited on 14 June 2007 and at any adjournment thereof

Appendix

**PROXY FORM**

**For the interim proposals of the Annual General Meeting of Bank of China Limited on 14 June 2007 and at any adjournment thereof**

I (We), as shareholder(s) of Bank of China Limited, entrust the chairman of the Meeting to vote on or entrust (Mr./Ms)\_\_\_\_\_ to attend and vote on the following interim proposals at 2006 Annual General Meeting of the Bank dated June 14, 2007 on behalf of me/us.

Voting Instructions:

No.	Proposals	For	Against	Abstain
<b>Ordinary resolution (Interim Proposals)</b>				
11A	To consider and approve the election and re-election of directors of the Bank			
11A.1	To consider and approve the re-election of Mr. Zhang Jinghua as non-executive director of the Bank			
11A.2	To consider and approve the re-election of Ms. Hong Zhihua as non-executive director of the Bank			
11A.3	To consider and approve the re-election of Ms. Huang Haibo as non-executive director of the Bank			
11A.4	To consider and approve the election of Mr. Cai Haoyi as non-executive director of the Bank			
11A.5	To consider and approve the election of Mr. Lin Yongze as non-executive director of the Bank			
11A.6	To consider and approve the election of Mr. Wang Gang as non-executive director of the Bank			
11B	To consider and approve the re-election of supervisors of the Bank			
11B.1	To consider and approve the re-election of Mr. Liu Ziqiang as supervisor of the Bank			
11B.2	To consider and approve the re-election of Mr. Wang Xueqiang as supervisor of the Bank			
11B.3	To consider and approve the re-election of Mr. Liu Wanming as supervisor of the Bank			

<b>Special resolution (Interim Proposals)</b>				
16	To consider and approve the issue of Renminbi-denominated bonds in Hong Kong for an amount not exceeding RMB 3 billion and the authorization of the Board to finalize and deal with all related matters			
<p>Note:</p> <ol style="list-style-type: none"> <li>1. For above proposals, the trustor could tick in boxes of for, against and abstain for voting instruction.</li> <li>2. A proxy could vote on his/her own intention if the trustor has no voting instruction.</li> <li>3. Any press cutting, copy or home made copy of the proxy form is valid.</li> <li>4. The proxy form becomes effective upon being completed and delivered to Board Secretariat of Bank of China Limited by hand, mailing, fax, or email by 3:00 p.m. of June 13, 2007.</li> </ol>				
Signature/Stamp of Trustor		Identification Card Number of Trustor		
Number of Shares held by Trustor		Shareholder Account of Trustor		
Signature of Proxy		Identification Card Number of Proxy		
Power of Proxy:				
Date of Proxy:		Effective period of proxy is ended on the termination of this Meeting and/or any its adjourned meeting		
Note: Individual shareholder shall sign and legal person shareholder shall affix the official seal to the proxy form.				