

**Bank of China Limited**  
**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.

**Notice for Material Contents:**

- Time of Annual General Meeting (hereinafter the “Meeting”): 3:00 p.m. of June 14, 2007
- Venue of the Meeting: Central Garden Hotel, No. 18 Gaoliangqiaoxiejie, Xizhimenwai Ave., Haidian District, Beijing, the People’s Republic of China
- Method of the Meeting: on-site meeting, and on-site voting
- Agenda of the Meeting:
  1. To consider and approve the 2006 Annual Report of the Bank;
  2. To consider and approve the 2006 working report of the Board of Directors of the Bank;
  3. To consider and approve the 2006 working report of the Board of Supervisors of the Bank;
  4. To consider and approve the 2006 annual financial statements of the Bank;
  5. To consider and approve the 2007 annual budget of the Bank;
  6. To consider and approve the 2006 profit distribution plan of the Bank;
  7. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers Hong Kong as the Bank’s external auditors for 2007;
  8. To consider and approve the amendments to the Bank’s *Procedural Rules for Shareholders’ Meeting*;
  9. To consider and approve the amendments to the Bank’s *Procedural Rules for Board of Directors*;
  10. To consider and approve the amendments to the Bank’s *Procedural Rules for Board of Supervisors*;
  11. To consider and approve the election of directors of the Bank;
  12. To consider and approve the remuneration schemes for the Chairman of the Board of Directors, the Chairman of the Board of Supervisors and

Independent Non-Executive Directors;

13. To consider and approve the 2006 performance appraisal results and performance bonus plans for the Chairman of the Board of Directors, the Chairman of the Board of Supervisors and the Supervisors;
14. To consider the duty report of Independent Non-Executive Directors;
15. To consider and approve the amendments to the Articles of Association of the Bank.

Pursuant to Resolutions passed by the Board of Directors dated March 22, 2007 and the Board of Supervisors at the 2<sup>nd</sup> meeting of the 1<sup>st</sup> session of the Board of Supervisors, details of 2006 Annual General Meeting of the Bank are as follows:

#### I. Basic Information of the Meeting

1. The convener of the Meeting: Board of Directors of the Bank
2. Date and time of the Meeting: 3:00 p.m. on June 14, 2007
3. Venue of the Meeting: Central Garden Hotel, No. 18 Gaoliangqiaoxiejie, Xizhimenwai Ave., Haidian District, Beijing, the People's Republic of China
4. Method of the Meeting: on-site meeting, and on-site voting

#### II. Proposals to be Considered/Approved in the Meeting

##### 1. Issues to be resolved by ordinary resolutions

- (1) To consider and approve the 2006 Annual Report of the Bank;
- (2) To consider and approve the 2006 working report of the Board of Directors of the Bank;
- (3) To consider and approve the 2006 working report of the Board of Supervisors of the Bank;
- (4) To consider and approve the 2006 annual financial statements of the Bank;
- (5) To consider and approve the 2007 annual budget of the Bank;
- (6) To consider and approve the 2006 profit distribution plan of the Bank;
- (7) To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers Hong Kong as the Bank's external auditors for 2007;
- (8) To consider and approve the amendments to the Bank's *Procedural Rules for*

*Shareholders' Meeting;*

- (9) To consider and approve the amendments to the Bank's *Procedural Rules for Board of Directors*;
- (10) To consider and approve the amendments to the Bank's *Procedural Rules for Board of Supervisors*;
- (11) To consider and approve the election of directors of the Bank;
  - (11.1) To consider and approve the election of Mr. XIAO Gang as executive director of the Bank;
  - (11.2) To consider and approve the election of Mr. LI Lihui as executive director of the Bank;
  - (11.3) To consider and approve the election of Mr. HUA Qingshan as executive director of the Bank;
  - (11.4) To consider and approve the election of Mr. LI Zaohang as executive director of the Bank;
  - (11.5) To consider and approve the election of Mr. Anthony Francis NEOH as independent non-executive director of the Bank;
  - (11.6) To consider and approve the election of Mr. HUANG Shizhong as independent non-executive director of the Bank;
  - (11.7) To consider and approve the election of Madam. HUANG Danhan as independent non-executive director of the Bank;
- (12) To consider and approve the remuneration schemes for the Chairman of the Board of Directors, the Chairman of the Board of Supervisors and Independent Non-Executive Directors;
  - (12.1) To consider and approve the remuneration scheme for the Chairman of the Board of Directors, the Chairman of the Board of Supervisors;
  - (12.2) To consider and approve the remuneration scheme for Independent Non-Executive Directors;
- (13) To consider and approve the 2006 performance appraisal results and performance bonus plans for the Chairman of the Board of Directors, the Chairman of the Board of Supervisors and the Supervisors;
  - (13.1) To consider and approve the 2006 performance appraisal results and performance bonus plan for the Chairman of the Board of Directors of the

Bank;

(13.2) To consider and approve the 2006 performance appraisal results and performance bonus plan for the Chairman of the Board of Supervisors of the Bank;

(13.3) To consider and approve the 2006 performance appraisal results and performance bonus plan for the Supervisors of the Bank;

(14) To consider the duty report of Independent Non-Executive Directors (this issue does not need a resolution);

2. Issue to be resolved by special resolution

(15) To consider and approve the amendments to the Articles of Association of the Bank.

It is proposed to amend the Bank's Articles of Association as follows:

- a. Article 1: "The Articles of Association (hereinafter referred to as the "Articles") is formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as "Company Law"), Commercial Banking Law of the People's Republic of China (hereinafter referred to as "Commercial Banking Law"), Special Provisions on Companies Limited by Shares Issuing Shares and Offshore Public Listing by the State Council (hereinafter referred to as "Special Provisions"), Prerequisite Clauses of Articles of Association of Companies Seeking for Offshore Public Listing (hereinafter referred to as "Prerequisite Clauses") and other relative laws, administrative regulations and rules, for the purpose of protecting the legitimate rights and interests of Bank of China Limited (hereinafter referred to as the "Bank" or "BOC"), its shareholders and creditors, and standardizing the organization and activities of the Bank." is proposed to be amended as:

"The Articles of Association (hereinafter referred to as the "Articles") is formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as "Securities Law"), Commercial Banking Law of the People's Republic of China (hereinafter referred to as "Commercial Banking Law"), Special Provisions on Companies Limited by Shares Issuing Shares and Offshore Public Listing by the State Council (hereinafter referred to as "Special Provisions"), Prerequisite Clauses of Articles

of Association of Companies Seeking for Offshore Public Listing (hereinafter referred to as “Prerequisite Clauses”) and other relevant laws, administrative regulations and rules, for the purpose of protecting the legitimate rights and interests of Bank of China Limited (hereinafter referred to as the “Bank” or “BOC”), its shareholders and creditors, and regulating the organization and activities of the Bank.”

- b. Article 24: “1.offering new shares to non-specific investors” is proposed to be amended to:

“1. public offering; 2. private placing ”

- c. Section 1 of Article 65: “Shareholders’ meeting shall be the body of authority of the Bank. It shall exercise the following functions and powers according to law: 1.Decide on the business operation policies, review and approve material investment plans of the Bank that are required to be submitted to shareholders’ meeting for approval; 2.Elect and replace directors and decide on matters concerning the remuneration of directors; 3.Elect and replace the supervisors appointed from the shareholder representatives and external supervisors, and decide on matters concerning the remuneration of supervisors; 4. Examine and approve reports of the board of directors; 5.Examine and approve reports of the board of supervisors; 6.Examine and approve the Bank’s annual financial budget and final account proposals; 7. Examine and approve the Bank’s plans for profit distribution and loss make-up; 8. Adopt resolutions concerning the increase or reduction of the Bank’s registered capital; 9.Adopt resolutions on matters such as merger, division, dissolution, liquidation or change of incorporation nature of the Bank; 10.Adopt resolutions on bonds issuance by the Bank; 11.Adopt resolutions on any other issuance of securities and public listing plans; 12.Amend the Articles of the Bank; 13. Adopt resolutions on the appointment or dismissal or cessation of appointment of accounting firms by the Bank; 14.Examine proposals raised by the shareholders representing 3% or more of the Bank’s voting shares; and 15.Examine other matters to be resolved by shareholders’ meeting under laws, administrative regulations, listing rules of the place of listing and the Articles.” is proposed to be amended as:

“Shareholders’ meeting shall be the body of authority of the Bank. It shall exercise the following functions and powers according to law: 1. Decide on the business operation policies, review and approve material investment plans of the

Bank that are required to be submitted to shareholders' meeting for approval; 2. Elect and replace directors and decide on matters concerning the remuneration of directors; 3. Elect and replace the supervisors appointed from the shareholder representatives and the external supervisors, and decide on matters concerning the remuneration of supervisors; 4. Examine and approve reports of the board of directors; 5. Examine and approve reports of the board of supervisors; 6. Examine and approve proposals on the Bank's annual financial budget and financial statements; 7. Examine and approve the Bank's plans for profit distribution and loss make-up; 8. Adopt resolutions concerning the increase or reduction of the Bank's registered capital; 9. Adopt resolutions on matters such as merger, division, dissolution, liquidation or change of nature of organization of the Bank; 10. Adopt resolutions on bonds issuance by the Bank; 11. Adopt resolutions on any other issuance of securities and public listing plans; 12. Amend the Articles of the Bank; 13. Adopt resolutions on the appointment or dismissal or cessation of appointment of accounting firms by the Bank; 14. Examine and approve the purchase or sale of material assets that exceeding 30% of the latest audited total assets; 15. Examine and approve the change of use of capital raised; 16. Examine and approve share incentive scheme; 17. Examine and approve proposals raised by the shareholders individually or in aggregate representing 3% or more of the Bank's voting shares; and 18. Examine and approve other matters to be resolved by shareholders' meeting under laws, administrative regulations, listing rules of the place of listing and the Articles."

- d. The following is proposed to be added immediately after Article 66:

"The venue of a shareholders' meeting of the Bank shall be the domicile of the Bank or any other place resolved by the board of directors."

- e. Article 77: "Legal person shareholders shall be represented by its legal representative or proxy entrusted by its legal representative to attend the meeting. Legal representative attending the meeting shall present his/her identification card, effective proof to his/her qualification as a legal representative and certificate of shareholding. When a proxy is entrusted to attend the meeting, he/she shall present his/her identification card, written proxy or authorization letter issued by the legal representative of the legal person shareholder and certificate of shareholding." is proposed to be amended as:

"Individual shareholder attending the meeting in person shall present his/her

identification card, effective certificate/proof of his/her identification and certificate of shareholding. When a proxy attends the meeting in place of the shareholder, he/she shall present his/her valid identification card, written proxy or authorization letter issued by the individual shareholder. Legal person shareholders shall be represented by its legal representative or proxy entrusted by its legal representative to attend the meeting. Legal representative attending the meeting shall present his/her identification card, effective proof of his/her qualification as a legal representative. When a proxy is entrusted to attend the meeting, he/she shall present his/her identification card, written proxy or authorization letter issued by the legal representative of the legal person shareholder.”

- f. Article 83: “Two or more shareholders (“Proposing Shareholders”) holding a total of 10% or more of the shares carrying voting right of the Bank may sign one or more written requests of identical form and substance requesting the board of directors to convene an extraordinary shareholders' meeting or a meeting of shareholders of different categories and stating the subject of the meeting. The Proposing Shareholders shall make sure that the content of the proposal is in compliance with laws, administrative regulations and the Articles. The aforesaid shareholding shall be calculated as of the day on which the written request is made.” is proposed to be amended as:

“Shareholders (“Proposing Shareholders”) individually or in aggregate holding a total of 10% or more of the shares of the Bank have the right to request in writing to the board of directors to convene an extraordinary shareholders' meeting or a meeting of shareholders of different categories. Two or more shareholders holding a total of 10% or more of the shares carrying voting right of the Bank may sign one or more written requests of identical form and substance requesting the board of directors to convene a meeting of shareholders of different categories and stating the subject of the meeting. The Proposing Shareholders shall ensure that the content of the proposal is in compliance with laws, administrative regulations and the Articles. The aforesaid shareholding shall be calculated as of the day on which the written request is made.”

- g. Article 89: “Any shareholders who hold, severally or jointly with others, 3% or more voting shares of the Bank shall have the right to propose and submit in writing to the board of directors special proposals 10 days prior to the convening of shareholders’ meeting. The Bank shall notify other shareholders within 2 days

of receipt of such proposals and include in the agenda for the meeting the matters in the proposals that fall within the scope of duties of the shareholders' meeting.

The contents of a special proposal shall fall within the scope of duties of the shareholders' meeting and shall contain definite subject and specific matters to be decided.” is proposed to be amended as:

“The board of directors, the board of supervisors, and any shareholders who hold, individually or in aggregate, 3% or more voting shares of the Bank shall have the right to propose a resolution in shareholders’ meeting.

Any shareholders who hold, individually or in aggregate, 3% or more voting shares of the Bank shall have the right to propose and submit in writing to the board of directors interim proposals 10 days prior to convening the shareholders’ meeting. The Bank shall notify other shareholders within 2 days of receipt of such proposals and include in the agenda for the meeting the matters in the proposals that fall within the scope of duties of the shareholders' meeting.

The contents of an interim proposal shall fall within the scope of duties of the shareholders’ meeting and shall contain definite subject and specific matters to be decided.

Except as prescribed for in the above paragraph, after having circulated the notice for shareholders meeting, the convener shall not change the proposals included in the notice for shareholder meeting or add any new proposals.

Shareholders shall not vote and resolve on a proposal which is not included in the notice for a shareholder meeting or one which is not in compliance with Article 91.”

- h. Article 101: “The following items shall be adopted in the form of special resolutions: 1. Increase or reduction of the Bank’s registered capital or issuance of any category of shares, warrants of share subscription or other similar securities; 2. Issuance of the Bank’s bonds; 3. Plans of issuance of other securities or public listing; 4. Purchase or sale of material assets or provision of security interest with an amount of more than 30% of the Bank’s total assets value within one year period; 5. Division, merger, dissolution, liquidation or change of organizational form of the Bank; 6. Amendment to the Articles; 7. Repurchase of shares of the Bank; and 8. Other matters stipulated by the Articles and decided in ordinary resolutions adopted by the shareholders’ meeting as having significant impact on the Bank and requiring adoption by way of special resolutions.” is proposed to be amended as:

“The following items shall be adopted in the form of special resolutions: 1. Increase or reduction of the Bank’s registered capital or issuance of any category of shares, warrants of share subscription or other similar securities; 2. Issuance of the Bank’s bonds; 3. Plans of issuance of other securities or public listing; 4. Purchase or sale of material assets or provision of security interest having the value of more than 30% of the Bank’s total assets within a one year period; 5. Division, merger, dissolution, liquidation or change of nature of organization of the Bank; 6. Amendment to the Articles; 7. Repurchase of shares of the Bank 8. Share incentive scheme; and 9. Other matters stipulated by the laws, regulations, Articles and resolutions which have been adopted by ordinary resolutions of a shareholders meeting as having significant impact on the Bank and requiring adoption by way of special resolution.”

- i. Article 108: “Shareholders’ meeting shall maintain meeting minutes, which shall record the following information: 1. The number of voting shares held by shareholders who attend shareholders’ meeting, and its proportion to the total number of shares of the Bank; 2. The convening date and venue of the meeting; 3. Name of the chairman of the meeting and agenda of the meeting; 4. Key points of the speech by each speaker on every item for resolution; 5. The voting result on each item for resolution; 6. The resolutions regarding the proposals raised by shareholders shall list out the name or trade name of the shareholders, the shareholding percentage and the content of such proposals; 7. Shareholders’ enquiries and suggestions, and the answers and explanation of board of directors and the board of supervisors; 8. Other contents deemed as necessary by shareholders’ meeting and stipulated under the Articles to be recorded in minutes of shareholders’ meeting.” is proposed to be amended as:

“Minutes of meetings shall be kept for shareholders’ meeting, and the secretary of the board of directors shall be responsible for such minutes. The meeting minutes shall record the following information: 1. The number of voting shares held by shareholders who attend shareholders’ meeting, and its proportion to the total number of shares of the Bank; 2. The convening date and venue of the meeting; 3. Name of the chairman of the meeting, agenda of the meeting and the name of the convener; 4. Key points of the speech by each speaker on every item for resolution; 5. The voting result on each item for resolution; 6. The resolutions regarding the proposals raised by shareholders shall list out the name or trade name of the shareholders, the shareholding percentage and the content of such proposals; 7. Shareholders’ enquiries and suggestions, and the answers and

explanation of board of directors and the board of supervisors; 8 Names of Lawyer, tally clerk and scrutineer; 9. Other contents deemed as necessary by shareholders' meeting and stipulated under the Articles to be recorded in minutes of shareholders' meeting."

- j. Article 109: "Minutes of shareholders' meeting shall be signed by the chairman of the meeting, attending directors and recorder, and filed by the board secretary at the Bank's domicile for the Bank's record at the Bank's domicile, together with the signature book of the attending directors and proxy letters of the proxies." is proposed to be amended as:

"Minutes of shareholders' meeting shall be signed by the chairman of the meeting, attending directors, supervisors, the secretary of the board of directors, the convener or its representative and the recorder, and filed by the board secretary for the Bank's record at the Bank's domicile, together with the signature book of the attending directors and proxy letters of the proxies."

- k. Article 112: "The board of directors can engage lawyers to witness the shareholders' meeting and issue legal opinions. The board of directors can engage notaries to witness the shareholders' meeting." is proposed to be amended as:

"The board of directors shall engage lawyers to issue legal opinions and make announcement in respect of the following issues: 1. Whether the taking place of and the procedures for the shareholders' meeting is in compliance with the laws, regulations and this Article; 2. Whether the qualification of the person attending the shareholders' meeting and the person convening the shareholders' meeting are valid; 3. Whether the voting procedure and consequence are valid; 4. Other matters as required by the Bank."

- l. Article 128: "If the resignation of a director causes the number of directors on the Bank's board of directors to fall below the minimum number of directors required by law, the resignation of such director shall only become effective after his/her successor fills the vacancy of director caused by such resignation. If the resignation of an independent director causes the number of independent directors on the Bank's board of directors to fall below the minimum number of independent directors required by law, the written resignation of such independent director shall only become effective after his/her successor fills the vacancy of independent director caused by such resignation."

Board of directors shall convene an extraordinary shareholders' meeting at the earliest opportunity to elect a director to fill the vacancy." is proposed to be amended as:

"If the resignation of a director causes the number of directors on the Bank's board of directors to fall below the minimum number of directors required by law, the resignation of such director shall only become effective after his/her successor fills the vacancy of director caused by such resignation. If the resignation of an independent director causes the number of independent directors on the Bank's board of directors to fall below the minimum number of independent directors required by law, the written resignation of such independent director shall only become effective after his/her successor fills the vacancy of independent director caused by such resignation.

Unless the resignation falls within the circumstances stated above, the resignation becomes effective when the resignation report is submitted to the board of directors.

Board of directors shall convene an extraordinary shareholders' meeting at the earliest opportunity to elect a director to fill the vacancy."

m. The following is proposed to be added after Article 252:

"A notice sent by the bank may be made by way of an announcement; once announced, the notice is deemed as being received by all relevant parties."

n. Section 4 of Article 267: "pay off outstanding taxes" is proposed to be amended as: "pay off outstanding taxes and those taxes arising from liquidation"

The Board of Directors proposes to be authorized to adjust the sequence of articles according to above amendments, and make amendments to those designated articles according to requirements of relevant regulatory authorities.

Please refer to the announcements of Board Meeting Resolutions publicized on China Securities, Shanghai Securities, and Securities Times on March 23, 2007 for information in which the independent opinions of the Independent Non-Executive Directors regarding the above proposals are included. The CVs and other information need to be disclosed of the candidates for the directors of the Bank are included in the Bank's 2006 Annual Report which was available on 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)), and the materials of the Annual General Meeting which have been uploaded today on aforesaid websites.

### III. Meeting Participants

1. A Share shareholders who register with Shanghai branch of China Securities Depository and Clearing Corporation Limited, and H Share shareholders who register with Central Registration Hong Kong Limited on and before the record date for the Meeting, which is June 8, 2007 (Friday);
2. Proxy/proxies who are entrusted by shareholders who have the right to attend the Meeting and vote, do not have to be shareholders of the Bank (see Appendix 1 for the Proxy Form);
3. Directors, Supervisors and Senior Management of the Bank;
4. The law firms who are engaged by the Bank to witness the meeting, King & Wood PRC Lawyers, and Freshfields Bruckhaus Deringer;
5. The external auditors engaged by the Bank, PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers Hong Kong.

### IV. Registration of the Meeting

1. Time of registration: from 9:00 a.m. of June12, 2007 to 2:50 p.m. of June14, 2007.
2. Method of registration:  
On-site registration: from 9:00 a.m. of June12, 2007 to 11:00 a.m. of June14, 2007, at Board Secretariat of the Bank, 1 Fuxingmen Nei Dajie, Beijing, China; from 1:00 p.m. of June14, 2007 to 2:50 p.m. of June 14, 2007, Central Garden Hotel, No. 18 Gaoliangqiaoxiejie, Xizhimenwai Ave., Haidian District, Beijing, China.
  - a. An individual shareholder, who is qualified to attend the Meeting shall present his/her identification card or other effective certificate/proof of his/her identification, and certificate of shareholding etc. When a proxy attends the meeting in place of the shareholder, he/she shall present his/her valid

identification card, written proxy or authorization letter issued by the individual shareholder, and certificate of shareholding of the individual shareholder for registration.

- b. A legal person shareholder who is qualified to attend the Meeting shall be represented by its legal representative or proxy entrusted by its legal representative to attend the meeting. Legal representative attending the meeting shall present his/her identification card, effective proof of his/her qualification as a legal representative, and certificate of shareholding. When a proxy is entrusted to attend the meeting, he/she shall present his/her identification card, written proxy or authorization letter issued by the legal representative of the legal person shareholder, and certificate of shareholding for registration.
- c. One copy of above registration materials shall be provided. The copy of individual's material shall be signed. The copy of a legal person shareholder's material shall be affixed the official seal of the legal person.

Off-site Registration: From 9:00 a.m. of June 12, 2007 to 11:00 a.m. of June 14, 2007, all aforesaid materials shall be faxed or emailed to Board Secretariat of the Bank, 1 Fuxingmen Nei Dajie, Beijing, China for registration. All original proof documents shall be presented at the Meeting.

## V. Other Issues

1. The reply slip (see Appendix 2) shall be delivered to Board Secretariat of the Bank by hand, mailing or fax by May 23, 2007 (Wednesday), after being completed and signed.
2. Contact method of the Meeting  
Address: Board Secretariat, Bank of China Limited, 1 Fuxingmen Nei Dajie, Beijing, PRC  
Post Code: 100818  
Contact persons: Mr. Zhang Handong, Ms. Jiang Zhuo  
Phone number: 86-10-66594567, 66594981  
Fax: 86-10-66594579  
Email: [bocir@bank-of-china.com](mailto:bocir@bank-of-china.com)
3. The Meeting is predicted to last for half a day, and all Meeting participants shall bear their own transportation and accommodation expenses.

4. Materials for the Annual General Meeting of 2006 are available on 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)).

The announcement is hereby made.

Board of Directors of Bank of China Limited

April 25, 2007

Appendix:

1. Proxy Form for the Annual General Meeting of Bank of China Limited on 14 June 2007 and at any adjournment thereof
2. Reply slip for Annual General Meeting of Bank of China Limited

Appendix 1

## PROXY FORM

### For 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 at or entrust (Mr./Ms)\_\_\_\_\_ to attend and vote 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</b>				
1	To consider and approve the 2006 Annual Report of the Bank			
2	To consider and approve the 2006 working report of the Board of Directors of the Bank			
3	To consider and approve the 2006 working report of the Board of Supervisors of the Bank			
4	To consider and approve the 2006 annual financial statements of the Bank			
5	To consider and approve the 2007 annual budget of the Bank			
6	To consider and approve the 2006 profit distribution plan of the Bank			
7	To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers Hong Kong as the Bank's external auditors for 2007			
8	To consider and approve the amendments to the Bank's Procedural Rules for Shareholders' Meeting			
9	To consider and approve the amendments to the Bank's Procedural Rules for Board of Directors			
10	To consider and approve the amendments to the Bank's Procedural Rules for Board of Supervisors			
11	To consider and approve the election of directors of the Bank			

11.1	To consider and approve the election of Mr. XIAO Gang as executive director of the Bank			
11.2	To consider and approve the election of Mr. LI Lihui as executive director of the Bank			
11.3	To consider and approve the election of Mr. HUA Qingshan as executive director of the Bank			
11.4	To consider and approve the election of Mr. LI Zaohang as executive director of the Bank			
11.5	To consider and approve the election of Mr. Anthony Francis NEOH as independent non-executive director of the Bank			
11.6	To consider and approve the election of Mr. HUANG Shizhong as independent non-executive director of the Bank			
11.7	To consider and approve the election of Madam. HUANG Danhan as independent non-executive director of the Bank			
12	To consider and approve the remuneration schemes for the Chairman of the Board of Directors, the Chairman of the Board of Supervisors and Independent Non-Executive Directors			
12.1	To consider and approve the remuneration scheme for the Chairman of the Board of Directors, the Chairman of the Board of Supervisors			
12.2	To consider and approve the remuneration scheme for Independent Non-Executive Directors			
13	To consider and approve the 2006 performance appraisal results and performance bonus plans for the Chairman of the Board of Directors, the Chairman of the Board of Supervisors and the Supervisors			
13.1	To consider and approve the 2006 performance appraisal results and performance bonus plan for the Chairman of the Board of Directors of the Bank			
13.2	To consider and approve the 2006 performance appraisal results and performance bonus plan for the Chairman of the Board of Supervisors of the Bank			
13.3	To consider and approve the 2006 performance appraisal results and performance bonus plan for the Supervisors of the Bank			
14	To consider the duty report of Independent			

	Non-Executive Directors			
<b>Special resolution</b>				
15	To consider and approve the amendments to the Articles of Association of the Bank			
<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.				

**REPLY SLIP**  
**For Annual General Meeting of Bank of China Limited**

Name of Shareholder					
Address of Shareholder					
Name of person attending Annual General Meeting				Identification Card Number	
Trustor ( Name of legal representative )				Identification Card Number	
Number of Shares Held				Code of Shareholder	
Contact Person		Phone Number		Fax	
Intention of expressing opinions and points of opinions:					
Signature/Seal of Shareholder					
Date:					

Note:

1. Any press cutting, copy or home made copy of such reply slip is valid.
2. The completed and signed reply slip shall be delivered to Board Secretariat of Bank of China Limited by hand, mailing or fax on or before May 23, 2007 (Wednesday).
3. If shareholder intends to express his/her opinions at this Meeting, please indicate such intention in brief (together with approximate time required) in the above corresponding box. Please note that in view of time constraint, the expression of opinions by shareholders will be arranged in accordance with registration. The Bank could not guarantee that all shareholders who have indicated their intention to express their opinions in this reply slip could do so at the Annual General Meeting.