

中国银行股份有限公司

2006 年年度股东大会授权委托书

本人(本公司)作为中国银行股份有限公司的股东，委托股东大会主席进行如下表决或委托_____先生(女士)代表本人(本公司)出席于 2007 年 6 月 14 日召开的中国银行股份有限公司 2006 年年度股东大会。

投票指示:

序号	会议审议事项	同意	反对	弃权
普通决议案				
1	审议批准本公司 2006 年度报告			
2	审议批准本公司 2006 年度董事会工作报告			
3	审议批准本公司 2006 年度监事会工作报告			
4	审议批准本公司 2006 年度财务决算方案			
5	审议批准本公司 2007 年度财务预算方案			
6	审议批准本公司 2006 年度利润分配方案			
7	审议批准继续聘任普华永道中天会计师事务所和罗兵咸永道会计师事务所为本公司 2007 年外部审计师的议案			
8	审议批准本公司股东大会会议事规则修正案			
9	审议批准本公司董事会议事规则修正案			
10	审议批准本公司监事会议事规则修正案			
11	审议批准选举本公司董事的议案			
11.1	审议批准选举肖钢先生为本公司执行董事			
11.2	审议批准选举李礼辉先生为本公司执行董事			
11.3	审议批准选举华庆山先生为本公司执行董事			
11.4	审议批准选举李早航先生为本公司执行董事			
11.5	审议批准选举梁定邦先生为本公司独立董事			
11.6	审议批准选举黄世忠先生为本公司独立董事			
11.7	审议批准选举黄丹涵女士为本公司独立董事			
12	审议批准本公司董事长、监事长和独立董事薪酬方案			

12.1	审议批准本公司董事长、监事长薪酬方案			
12.2	审议批准本公司独立董事薪酬方案			
13	审议批准本公司 2006 年度董事长、监事长、监事的绩效考核结果及奖金分配方案			
13.1	审议批准本公司 2006 年度董事长的绩效考核结果及奖金分配方案			
13.2	审议批准本公司 2006 年度监事长的绩效考核结果及奖金分配方案			
13.3	审议批准本公司 2006 年度监事的绩效考核结果及奖金分配方案			
14	审议本公司独立董事述职报告			
特别决议案				
15	审议批准本公司章程修正案			
<p>注：</p> <p>1、上述审议事项，委托人可在“同意”、“反对”或“弃权”方框内划“V”，做出投票指示。</p> <p>2、委托人未作任何投票指示，则受托人可以按照自己的意愿表决。</p> <p>3、本授权委托书的剪报、复印件或按以上格式自制均有效。</p> <p>4、本授权委托书于 2007 年 6 月 13 日 15: 00 时前填妥并通过专人、邮寄、传真或电子邮件形式送达本公司董事会秘书部方为有效。</p>				

委托人签名（盖章）：	委托人身份证号码：
委托人持股数：	委托人股东账号：
受托人签名：	受托人身份证号码：
委托权限：	
委托日期： 年 月 日	委托期限至本次年度股东大会及其续会结束
注：自然人股东签名，法人股东加盖法人公章	

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
Ordinary resolution				
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 <i>Procedural Rules for Shareholders' Meeting</i>			
9	To consider and approve the amendments to the Bank's <i>Procedural Rules for Board of Directors</i>			
10	To consider and approve the amendments to the Bank's <i>Procedural Rules for Board of Supervisors</i>			
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			
Special resolution				
15	To consider and approve the amendments to the Articles of Association of the Bank			
<p>Note:</p> <ol style="list-style-type: none"> For above proposals, the trustor could tick in boxes of for, against and abstain for voting instruction. A proxy could vote on his/her own intention if the trustor has no voting instruction. Any press cutting, copy or home made copy of the proxy form is valid. 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. 				
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.				