

Bank of China Limited
Meeting Materials of 2006 Annual General Meeting

Board of Directors of Bank of China Limited

April 25, 2007

Agenda

Time of the Annual General Meeting (hereinafter the "Meeting"): 3:00 p.m.
on June 14, 2007

Venue of the Meeting: Central Garden Hotel, No. 18 Gaoliangqiaoxiejie,
Xizhimenwai Ave., Haidian District, Beijing, the People's Republic of
China

Convener of the Meeting: Board of Directors of Bank of China Limited
(hereinafter the "Bank")

Presider of the Meeting: Chairman Xiao Gang of Board of Directors

Agenda of the Meeting:

1. To announce the beginning of the meeting
2. To announce the attendance of the meeting
3. To introduce basic information of the Meeting and elect the tally clerk
and scrutineer
4. To consider the proposals
5. Q&A
6. Voting time
7. Adjournment (calculation of the ballots)
8. To announce the voting results and resolutions of the Meeting
9. To declare the legal opinion
10. Close of the meeting

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1. 2006 Annual Report of the Bank

Please refer to 2006 Annual Report of the Bank published at www.sse.com.cn and www.boc.cn.

2. 2006 working report of the Board of Directors of the Bank

According to the requirements of PRC Company Law, approval of the working report of the Board of Directors is the right of shareholders. Pursuant to the Rules of Shareholders' Meeting of Listed Companies of the China Securities Regulatory Commission, the Board of Directors should issue a report with respect to their work in the preceding year at annual shareholders' meeting. 2006 working report of the Board of Directors of the Bank is set out in relevant sections of the 2006 Annual Report of the Bank.

3. 2006 working report of the Board of Supervisors of the Bank

According to the requirements of PRC Company Law, approval of the working report of the Board of Supervisors is the right of shareholders. Pursuant to the Rules of Shareholders' Meeting of Listed Companies of the China Securities Regulatory Commission, the Board of Supervisors should issue a report with respect to their work in the preceding year at annual shareholders' meeting. 2006 working report of the Board of Supervisors of the Bank is set out in the "Report of Board of Supervisors" in the 2006 Annual Report of the Bank.

4. 2006 annual financial statements of the Bank

"2006 annual financial statements of the Bank" is set out in the audited financial statements as contained in the 2006 Annual Report of the Bank.

5. 2007 annual budget of the Bank

According to the overall development strategy and the requirements for business development, the Bank plans to invest RMB11.5 billion into fixed asset in 2007. Details are as follows:

Items (Unit: RMB billion)	Domestic Branches		Overseas Operations	
	Amount in 2006	Budget for 2007	Amount in 2006	Budget for 2007
Office Building (incl: information	3.19	3.15	0.13	0.41
Operating equipment	0.70	0.80	0.13	0.47
Transportation	0.30	0.15	0.04	0.02
IT investment/electronic equipment	1.74	5.20	0.53	1.30
Total	5.93	9.30	0.83	2.20

1. The budget for domestic fixed asset investment amounts to RMB9.3 billion for 2007. Of which, investment in office buildings (including information centers) amounts to RMB3.15 billion, which will mainly be used for supporting the setting up of branches and updating demands and supporting the building-up of facilities for the IT blueprint infrastructure. RMB 2.65 billion (including RMB 0.55 billion for the Beijing and Shanghai information centers infrastructure projects) will be used on items that had been approved before 2006 and RMB0.5 billion will be used on items newly added or reapplied for approval in 2007. Investment in operating equipment amounts to RMB0.8 billion, which will mainly be used for purchasing security equipment in branches. Investment in transportation amounts to RMB 0.15 billion, which will mainly be used to meet the urgent demands of some of the branches to renew the business vehicles. Investment in IT amounts to RMB 5.2 billion, of which RMB 2.6 billion will be used in connection with the IT blueprint which will mainly be used for CBS outsourcing, MIS and infrastructure facilities under the IT blueprint. Investment in other items amounts to RMB 2.6 billion, which will mainly be used in automatic banking equipments for personal banking, university campus card items, bank card equipment and security maintenance, test environment of the quality control center, etc.

2. The budget for investment in fixed asset of the overseas operations amounts to RMB2.2 billion in 2007. Of which, investment in office buildings (including information centers) amounts to RMB0.41 billion, investment in operating equipment amounts to RMB 0.47 billion, investment in transportation amounts to RMB0.02 billion and investment in IT amounts to RMB1.30 billion.

6. 2006 profit distribution plan of the Bank

Pursuant to the Dividend Distribution Policies of the Bank approved by the Board of Directors in April 2006, the proposed profit distribution for 2006 are as follows:

1. Appropriation to statutory surplus reserve of RMB2,283,685,170.09
2. Appropriation to general reserve of RMB4,537,062,364.04
3. No appropriation to discretionary reserve
4. Total dividend distribution of approximately RMB10,154 billion.

Dividends should be distributed pursuant to the Dividend Distribution Policies of the Bank and based on policy stated in the Prospectus of the Bank as follows:

“in respect of the period beginning on the date of the Global Offering and ending on June 30, 2006, no dividend will be distributed;” “in respect of the period beginning on July 1, 2006 and ending on December 31, 2006, it is anticipated that dividend will be distributed in an aggregate amount between 35% and 45% of our profit attributable to our equity holders for such period.”

The Board of Directors has recommended a final dividend of RMB0.04 per share, subject to the approval of shareholders at the forthcoming AGM to be held on Thursday, 14 June 2007. The total dividend distribution represented 44.40% (under PRC GAAP) and 43.38% (under IFRS) of the Group's net profit of the second half of 2006. If approved, detail arrangement of the final dividend distribution for each holder of A Shares and H Shares will be announced after the AGM separately.

The 2006 final dividend of the Bank will be denominated and declared in RMB. Dividend for A Share shareholders will be paid in RMB and dividend for H Share shareholders will be paid in Hong Kong dollars. RMB will be converted into Hong Kong dollars based on the average exchange rate prevailing one week before 14 June 2007 (such day inclusive), being the date of the Bank's AGM, as announced by the People's Bank of China for such conversion.

7. Proposal for the re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers Hong Kong as the Bank's external auditors for the year 2007

The Board of Directors suggested to re-appoint PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers Hong Kong as the Bank's external auditors for the year 2007 at the fee of USD 20.10 million.

For the year ended 31 December 2006, the auditors' fees paid by the Group for the audit of its financial statements (including the audit of the financial statements for overseas branches and subsidiaries) to PricewaterhouseCoopers and its member firms was RMB 183 million.

The Bank also incurred approximately RMB 136 million for the services provided by Price waterhouseCoopers Hong Kong and PricewaterhouseCoopers Zhong Tian CPAs Limited Company in respect of the initial public offerings (the "IPOs") and listing of the Bank's shares on the Shanghai Stock Exchange and Hong Kong Stock Exchange. This amount has been charged to the capital reserve account.

Except for the above-mentioned IPOs service fees, neither PricewaterhouseCoopers Hong Kong nor PricewaterhouseCoopers Zhong Tian CPAs Limited Company has provided any material non-audit services to the Bank. In 2006, the total professional fees paid for non-audit services, exclusive of the IPOs service fees, to PricewaterhouseCoopers Hong Kong and PricewaterhouseCoopers Zhong Tian CPAs Limited Company were RMB18 million.

8. Bank of China Limited Procedural Rules for Shareholders' Meeting

Chapter 1 General Provisions

Article 1 For the purpose of ensuring shareholders to legally exercise their functions and powers and shareholders' meeting to be operated stably, orderly and normatively, 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") and Bank of China Limited Articles of Association (hereinafter referred to as the "Articles") and in consideration of Bank of China Limited (hereinafter referred to as the "Bank") practical situation, the Bank formulated Bank of China Limited Procedural Rules for Shareholders' Meeting (hereinafter referred to as the "Procedural Rules").

Article 2 No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders' general meeting or 5 days prior to the record date set by the Bank for the purpose of distribution of dividends.

Article 3 When the Bank is to convene a shareholders' general meeting, distribute dividends, liquidate or carry out other acts requiring confirmation of equity interests, the board of directors shall decide a date for determination of equity interests. Shareholders whose names appear on the register at the end of that day shall be the shareholders of the Bank.

Article 4 Shareholders who legally hold the shares of the Bank have the right to attend the shareholders' meeting in person or entrust a proxy to attend the shareholders' meeting, and legally enjoy right of information, right of expressing opinion, enquiry right and voting right etc.

Article 5 While the Bank convenes a shareholders' meeting, lawyers shall be

engaged to issue legal opinions and announcement shall be made 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.

Chapter 2 Functions and Powers of Shareholders' Meeting

Article 6 Shareholders' meeting shall be the body of authority of the Bank. It shall legally exercise the following functions and powers:

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 and approve the purchase or sale of material assets that exceeding 30% of the latest audited total assets, of the most recent year;
 15. Examine and approve the change of use of raised capital;
 16. Examine and approve share incentive scheme;
 17. Examine and approve proposals raised by the shareholders severally and jointly 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.

Under necessary, reasonable and legal circumstances, the shareholders' meeting may authorize the board of directors to decide on specific matters which are related to such resolution matters but cannot or are not necessary to be determined in the shareholders' meeting immediately.

Regarding the authorization by the shareholders' meeting to the board of directors, if the authorized matters shall be approved by ordinary resolutions, such authorization shall be adopted by at least a majority of the voting rights held by the shareholders present at the shareholders' meeting (including proxies); if the matters shall be approved by special resolutions, such authorization shall be adopted by at least two-third of the voting rights held by the shareholders present at the shareholders' meeting (including proxies). The authorization shall be clear and specific.

Chapter 3 The Convening of Shareholders' Meeting

Article 7 There are two types of shareholders' meetings: the annual shareholders' meetings and the extraordinary shareholders' meetings. The shareholders' meeting shall be convened by the board of directors. Annual shareholders' meeting shall be held once a year within six (6) months after the end of the last fiscal year. In cases where the meeting is postponed for special reasons, China Banking Regulatory Commission shall be timely informed and provided with the reasons therefor.

Article 8 The extraordinary shareholders' meeting shall be convened within two (2) months upon the occurrence of any of the following events:

1. the number of directors is less than the number stipulated by PRC Company Law, or less than two-third of the number required by the Articles;
2. the outstanding balance of the Bank's loss that had not been made-up reaches one-third of the Bank's total paid-in share capital;
3. shareholder(s) who holds (or hold) ten percent (10%) or more of the Bank's shares presents a request to convene an extraordinary shareholders' meeting;
4. the board of directors deems it as necessary or the board of supervisors proposes that the meeting be convened;
5. at least half (no less than two) of independent directors propose that the meeting be convened;
6. at least half (no less than two) of external supervisors propose that the meeting be convened.

In respect of item (2) above, the limitation of time for convening the special shareholder' meeting shall be calculated from the date when the Bank knows the occurrence of such circumstance.

The number of shares held by shareholders requesting for the extraordinary shareholders' meeting in paragraph (3) shall be counted based on the record of the date the written request is presented by the shareholders.

Under above circumstances (1) and (2), if the board of directors does not convene an

extraordinary shareholders' meeting within the specified time limit, the board of supervisors or shareholders proposing the convening of a meeting may convene the extraordinary shareholders' meeting in accordance with relevant provisions of the Articles.

Article 9 In case the Bank could not hold shareholders' meeting within the time limit stated in aforesaid Article 7 and Article 8, it shall report to the branch of China Securities Regulatory Commission the Bank is domiciled and the Stock Exchange the Bank's share are listed, specify the reason and make announce.

Article 10 Shareholders' meeting shall be convened and presided over by the chairman of the board. Where the chairman is unable to convene and preside over a meeting, the vice-chairman shall convene and preside over such meeting. When both the chairman and the vice-chairman cannot convene and preside over a meeting, a director elected by at least half of all the directors shall convene and preside over such meeting.

If the board of directors fails to perform or refuses to perform the responsibility of convening a meeting of the shareholder's meeting, the board of supervisors shall promptly convene and preside over such meeting. If the board of supervisors refuses to so convene and preside over the meeting, shareholders holding individually or jointly ten percent (10%) of shares in the Bank for at least ninety (90) consecutive days may convene and preside over such meeting. If, for any reason, the shareholder cannot elect a person to be the chairman of the meeting, then the attending shareholder who holds the largest number of voting shares including his/her proxy shall serve as the chairman of the meeting.

Article 11 The board of supervisors may request the board of directors to convene an extraordinary shareholders' meeting. The board of supervisors shall submit to the board of directors in writing the subject of the meeting and proposals with complete contents, and also make sure that the contents of the proposal are in compliance with laws, administrative regulations and the Articles. After receiving the written proposal issued by the board of supervisors, the board of directors shall give notice as soon as possible to convene the shareholders' meeting and the convening procedure shall be in

compliance with the Articles.

Article 12 Shareholders (“Proposing Shareholders”) severally or jointly with others 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. 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 shareholders' 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.

Article 13 As to written proposals for the convening of an extraordinary shareholders' meeting presented by the Proposing Shareholders, the board of directors shall decide whether to convene the shareholders' meeting based on the specific circumstances in accordance with applicable laws, administrative regulations and the Articles, and the decision on whether to convene such shareholders' meeting shall be given to the Proposing Shareholders as feedback as soon as possible after the receiving date of the written proposals.

Article 14 The board of directors shall as soon as possible give notice of the shareholders' meeting if it agrees to convene shareholders' meeting. Any change to the original proposals stated in the notice shall obtain the Proposing Shareholders' consent. After sending out the notice, the board of directors shall not raise any new proposal, nor change or postpone the convening date of the shareholders' meeting without the Proposing Shareholders' consent.

Article 15 The board of directors shall decide against the convening of the shareholders' meeting and notify its feedback opinions to the Proposing Shareholders if the board believes the proposals presented by the Proposing Shareholders violate laws, administrative regulations and the Articles. The Proposing Shareholders may, within

fifteen (15) days from the receiving date of such notice, decide whether to give up convening an extraordinary shareholders' meeting, or to send notices by themselves to convene an extraordinary shareholders' meeting.

Article 16 If the board of directors fails to issue a notice of such a meeting within 30 days after having received the written request of convening an extraordinary shareholders' meeting or a meeting of shareholders of different categories submitted by the Proposing Shareholders, the Proposing Shareholders may themselves convene the meeting within four months after the board of directors received the request. The procedures according to which they convene such meeting shall, to the extent possible, be identical to the procedures according to which shareholders' meetings are to be convened by the board of directors.

Where the Proposing Shareholders convene and hold a meeting because the board of directors failed to convene such meeting pursuant to a request as mentioned above, the reasonable expenses incurred by such shareholders shall be borne by the Bank and shall be deducted from the sums owed by the Bank to the negligent directors.

Article 17 In case Proposing Shareholders decide to hold an extraordinary shareholders' meeting, they shall notify the board of directors in writing and report to China Banking Regulatory Commission, the branch of China Securities Regulatory Commission the Bank is domiciled and the Stock Exchange for filing. After the completion of aforesaid notification and filing, the Bank shall circulate the notice to convene an extraordinary shareholders' meeting, the content of which shall be in accordance with the following prescription:

1. A proposal shall not be added any new contents; otherwise the Proposing Shareholders shall re-propose the board of directors to convene a shareholders' meeting in accordance with aforesaid procedures;
2. The venue of shareholders' meeting shall be where the Bank is domiciled.

Prior to the announcement of shareholders' meeting resolutions, the shareholding of Proposing Shareholders shall not be less than 10%.

When the notice to hold a shareholders' meeting is circulated and resolutions of a

shareholders' meeting are announced, Proposing Shareholders shall submit relevant proof materials to the branch of China Securities Regulatory Commission the Bank is domiciled and the Stock Exchange.

Chapter 4 Proposals for A Shareholders' Meeting

Article 18 Proposals for shareholders' meeting shall satisfy the following conditions:

1. The content shall not be in conflict with laws, administrative regulations and the Articles, and shall be covered within the business scope of the Bank and function scope of the shareholders' meeting;
2. The proposals shall have definite subjects and specific items for resolution; and
3. The proposals shall be given or served to the board of directors in writing.

Article 19 The board of directors of the Bank shall examine the proposals of shareholders' meetings in consideration of the best interests of the Bank and its shareholders and based on the conditions provided herein.

When the board of directors decides not to include proposals of shareholders' meeting onto the meeting's agenda, it shall explain and clarify the reasons in the shareholders' meeting.

When the proposing shareholders dissent with the board of directors' decision of excluding the proposal raised by the proposing shareholders on the agenda of shareholders' meeting, they may request to call for a special shareholders' meeting by themselves based on relevant procedures stipulated in the Articles.

Article 20 When the Bank holds a shareholders' meeting, the board of directors, the board of supervisors and any shareholders who hold, individually or in aggregate, 3% or more shares of the Bank shall have the right to propose.

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 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.

Unless otherwise stated above, the convener shall not change proposals listed in the notice of shareholders' meeting or add any new proposals after the notice of shareholders' meeting is circulated.

A shareholders' meeting shall not vote and resolve any proposals which are not listed in the shareholders' meeting notice or in compliance with Article 18 of this Procedural Rules.

Chapter 5 Notice and Registration of Shareholders' Meeting

Article 21 When the Bank is to convene a shareholders' meeting, it shall issue a written notice 45 days prior to the meeting, informing all the registered shareholders of the matters to be examined at the meeting as well as the date and venue of the meeting. Shareholders that intend to attend the shareholders' meeting shall, within 20 days prior to the meeting, deliver a written reply to the Bank on the meeting attendance.

Article 22 Based on the written replies received 20 days prior to a shareholders' meeting, the Bank shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is at least half of the total number of the Bank's voting shares, the Bank may convene the shareholders' meeting. If not, the Bank shall within five days inform the shareholders once again of the matters to be examined at the meeting as well as the date and venue of the meeting in the form of a public announcement. Upon notification by public announcement, the Bank may convene the shareholders' meeting. Relevant public announcement shall be published in newspaper in compliance with relevant provisions.

Extraordinary shareholders' meeting may not decide on matters not specified in the notice or announcement.

Article 23 The notice of a shareholders' meeting shall meet the following requirements:

1. it shall be made in writing;
2. it shall specify the venue, date and time of the meeting;
3. it shall state the date on which equity of shareholders entitled to attend shareholders' meeting is registered;
4. it shall describe the matters to be discussed at the meeting;
5. it shall provide necessary information and explanations to the shareholders so as to enable them fully understand the matters to be discussed and make decisions accordingly. This principal shall apply (but not limited to) when the Bank proposes a merger, repurchase of shares, reorganization of share capital or other restructuring, it shall provide the specific conditions and contracts (if any) of the transaction under discussions and earnestly explain the cause and result of the transaction;
6. it shall disclose the nature and extent of conflict of interests, if any, of any director, supervisor, president or other senior management personnel in any matter to be discussed; and provide an explanation of the differences, if any, between the way in which the matter to be discussed would affect such director, supervisor, president or other senior management personnel in his/her capacity as shareholders and the way in which such matter would affect other shareholders of the same category;
7. it shall contain the full text of any special resolutions proposed to be adopted at the meeting;
8. it shall contain a conspicuous statement that shareholders entitled to attend and vote have the right to entrust one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder;
9. it shall state the time and place for the delivery of the meeting's proxy's forms; and

10. the name and telephone number of the permanent contact person for the meeting.

In case independent directors' opinions shall be issued on those matters to be discussed, such independent directors' opinions and reasons shall be disclosed while the notice of shareholders' meeting is circulated.

Article 24 The notice of a shareholders' meeting shall be delivered to the shareholders (whether or not entitled to vote on the shareholders' meeting) by courier or per-paid mail to the recipient's address shown in the register of shareholders. For shareholders of domestic investment shares, the notice of a shareholders' meeting may also be given by public announcement.

The public announcement referred to in the preceding paragraph shall be published in one or more newspapers or periodicals or other recognized mass media designated by the securities regulatory authorities of the State Council or the securities regulatory authorities of the place of listing during the period between 45 and 50 days before the meeting is held. Once the announcement is made, all shareholders of domestic investment shares shall be deemed to have received the notice of the relevant shareholders' meeting.

Article 25 A meeting and the resolutions adopted to thereof shall not be invalidated as a result of accidental omission to give notice of the meeting to, or the failure of receiving such notice by, a person entitled to receive such notice.

Article 26 After the circulation of a notice of a shareholders' meeting, the shareholders' meeting shall not be postponed or canceled and proposals specified in the notice of shareholders' meeting shall not be canceled without justified reason. In cases the occurrence of postpones or cancellation, the convener shall announce and explain the reasons within at least 2 days of pre-determined date of shareholders' meeting.

Article 27 Any shareholders entitled to attend and vote at a shareholders' meeting

shall have the right to appoint one or more persons (who are not necessary be shareholders) as his/her proxies to attend and vote on his/her behalf.. Shareholders shall entrust the proxy in writing, which shall be signed by the entrusting party or the agent authorized by the shareholders in writing. If the entrusting party is a legal person, the instrument shall be sealed with the legal person's stamp or signed by its director or formally authorized agent. Such proxy may exercise the following rights according to his/her entrustment by the shareholder:

1. the shareholder's right to speak at the shareholders' meeting;
2. the right to demand a ballot by himself/herself or in conjunction with others; and
3. the right to vote by hand or by ballot, except that if a shareholder has appointed more than one proxy, the proxy may only exercise the voting rights by ballot.

Article 28 The proxy letter issued by a shareholder to entrust proxy to attend shareholders' meeting shall contain the following contents:

1. Name of the proxy;
2. Proxy's voting right;
3. Instructions on each item to be discussed on the agenda of shareholders' meeting, stating whether the shareholder agrees to, objects to or abstains from voting the resolution respectively;
4. Whether the proxy has voting right on special motions possibly to be put on the agenda of shareholders' meeting; if he/she has, specific instructions on what kind of voting right he/she shall exercise;
5. The issuing date of proxy letter and its effective period; and
6. Signature or seal of the entrusting party or the proxy entrusted by it in writing; if the entrusting party is legal person, the proxy letter shall be sealed by it or signed by its director or duly authorized proxy.

Article 29 Proxy letter shall be placed at the domicile of the Bank at least twenty four (24) hours before the convening of relevant meetings or within 24 hours prior to the specified time of voting, or at other places designated in the notice of the meeting. If a

proxy letter is signed by a person authorized by the entrusting party, the authorization letter of signing the proxy letter or other authorization documents shall be notarized. Notarized authorization letter or other authorization instruments and voting right proxy letter shall be put at the domicile of the Bank, or at other places designated in the notice of the meetings.

If the entrusting party is a legal person, its legal representative or such other person as is empowered by resolutions of its board of directors or other decision-making bodies shall attend shareholders' meeting of the Bank.

If the shareholder is a Recognized Clearing Entity or its agent, the shareholder may authorize at least one person as it deems appropriate to be its proxy in any shareholders' meeting or any classified shareholders' meeting; however, if two or more persons are so authorized, the authorization letter shall specify the number and the category of shares involved in the authorization to each of such person. The person(s) so authorized shall exercise the rights on behalf of the Recognized Clearing Entity or its agent as if such authorized person is one natural person shareholder of the Bank.

Article 30 Any form issued by the board of directors of the Bank to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote and enable the shareholders to give separate instructions on each matter to be voted during discussions at the meeting. The proxy letter shall specify that in the absence of instructions from the shareholder, the proxy may vote as he/she thinks fit.

Article 31 Where the entrusting party has died, lost capacity for acts, revoked the proxy or the signed instrument of appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of proxy letter shall remain valid as long as the Bank did not receive a written notice of the event before the commencement of the relevant meeting.

Article 32 Signing book for attending persons shall be prepared by the Bank, stating names (or company names), identification card numbers, addresses of domicile, numbers of shares held or represented with voting right, and names (or company names)

of the entrusting parties, etc.

Article 33 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 to 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.

Article 34 The convener and the lawyer engaged by the Bank shall examine the legality of the shareholder's qualification according to the shareholder register provided by securities registration and clearing institution, and register names of shareholders and the percentage of shares they hold respectively. Prior to the presider of a shareholders' meeting announces the total number of shares carrying the voting rights which are held by shareholders attending the meeting and the proxy, registration of shareholders' meeting shall be terminated.

Chapter 6 The Holding of A Shareholders' Meeting

Article 35 The venue of a shareholders' meeting of the Bank shall be the domicile of the Bank or any proper place resolved by the board of directors.

Article 36 The shareholders' meeting may take the form of a physical meeting or in ways other than a physical meeting.

Article 37 A shareholders' meeting shall be held economically and simply, and none of shareholders (including their proxies) shall be given any extra financial benefits.

Article 38 In case a shareholders' meeting is held, all directors, supervisors and the secretary of board of directors shall attend the shareholders' meeting, and the president of the Bank and other senior management officers shall attend the meeting as a nonvoting delegate.

Article 39 The board of directors and board of supervisors shall take all necessary measures to ensure the seriousness and normal order of a shareholders' meeting and measures should be taken to stop any disturbance to the shareholders' meeting and infringement to the shareholders' rights which also should be reported to the competent authorities.

Article 40 Shareholders (including shareholders' proxies) attending the shareholders' meeting shall obey relevant laws, regulatory documents and the Articles, and maintain the order of the shareholders' meeting. They shall not infringe the legal interests of other shareholders.

Article 41 Shareholders attending the shareholders' meeting have the right to request for expressing their opinions, either in writing or in oral.

Article 42 Shareholders requesting for expressing their opinions shall register before the shareholders' meeting. The sequence for the expression of opinions shall in the order of aforesaid registration. The presider of a shareholders' meeting shall decide the number of shareholders expressing their opinions and the timing for them respectively according to the practical situation.

Article 43 Any shareholder who holds, individually or in aggregate, 5% or more of voting shares of the Bank shall have right to present enquiries to shareholders' meeting.

The board of directors, the board of supervisors, or other relevant senior management personnel shall attend the shareholders' meeting, accept enquiries, and answer or explain accordingly.

Article 44 While a shareholders' meeting resolves proposals, such proposals shall not be changes. Otherwise such a change would be deemed as a new proposal, which shall not be voted on this shareholders' meeting.

Chapter 7 Voting and Resolution of A Shareholders' Meeting

Article 45 Shareholders (including their proxies) exercise voting rights according to the voting shares they hold, and each share shall have one voting right. But the shares of the Bank held by the Bank shall not carry voting right.

Article 46 The presider of a shareholders' meeting shall announce the total number shares carrying the voting rights held by shareholders attending the meeting and the proxies. Such total number shall be based on the registration of the shareholders' meeting.

Article 47 Votes of the shareholders' meeting shall be taken by raising hands for resolutions, unless requested by the listing rules of the place where the Banks' shares are listed or the following persons require voting by poll before or after any vote by raising hands:

1. the chairman of the meeting;
2. at least two shareholders with voting rights or their proxies; or
3. one or several shareholders (including proxies) holding jointly or separately 10% (inclusive) or more of the shares carrying the right to vote at the meeting.

Unless somebody proposes voting by ballot, the chairman of the meeting shall declare

whether the proposal has been adopted according to the results of the vote by raising hands, and shall record the same in the minutes of the meeting, which shall serve as the final evidence without having to state the number or proportion of the votes for or against resolution adopted at the meeting.

Article 48 If the matter demanded to be voted by ballot is the election of the chairman or the adjournment of the meeting, a ballot shall be taken immediately. If a ballot is demanded for any other matters, such ballot shall be taken at the time decided upon by the chairman and the meeting may proceed with the discussion of other matters; the result of the ballot shall still be regarded as a resolution passed at that meeting.

Article 49 When a ballot is held, shareholders (including proxies) having the right to two or more votes need not use all of their voting rights in the same way.

Article 50 When the number of votes for and against a resolution is equal, regardless whether the vote is taken by raising hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.

Article 51 There are two types of shareholders' meeting resolutions: (i) ordinary resolutions, and (ii) special resolutions.

Ordinary resolutions made by shareholders' meeting shall be adopted by more than half of voting shares represented by the shareholders attending the shareholders' meeting (including their proxies).

Special resolutions made by shareholders' meeting shall be adopted by at least two-third (2/3) of voting shares represented by the shareholders attending the shareholders' meeting (including their proxies).

Article 52 Resolutions on the following items shall be adopted in the form of ordinary resolutions by a shareholders' meeting:

1. Working report of the board of directors and the board of supervisors;

2. Plans made by the board of directors on profit distribution and loss make-up;
3. Nomination and removal of members of the board of directors and the board of supervisors (except for the employee representative supervisors), and their remunerations and methods of payment;
4. Annual budget, final accounts, balance sheet, profit statement and other financial statements of the Bank;
5. Appointment or dismissal or termination of appointment of accounting firms; and
6. Items other than those stipulated by laws, administrative regulations or the Articles to be adopted by special resolutions.

Article 53 Resolutions on 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;
8. Share incentive scheme and
9. 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.

Article 54 Without the prior approval of the shareholders' meeting by means of special resolution, the Bank may not enter any contract with any person other than a

director, supervisor, president or other senior management personnel of the Bank for the delegation of the whole business management or part of the important business management of the Bank to such person.

Article 55 Votes for each item for examination shall be counted by at least two shareholder representatives and one supervisor, and the counting representatives shall announce the voting result on the spot.

Article 56 The chairman of the meeting shall decide whether resolutions are passed and announce the voting results in the meeting. The decision shall be final. The result of voting upon the resolutions shall be recorded in the meeting minutes.

Article 57 If the chairman of the meeting has any doubt on the voting result of resolutions, he/she may double count the votes. If the chairman does not re-count the votes and the attending shareholders or their proxies challenge the voting result announced by the chairman, the shareholders or their proxies can request for a re-count immediately after the announcement of the result, and the chairman shall re-count the votes immediately. If counting of votes is held at a shareholders' meeting, the result of the counting shall be recorded in the minutes of the meeting. The minutes of the meeting and the attendance records signed by the attending shareholders and proxies shall be kept at the Bank's domicile.

Article 58 When connected transactions are examined in a shareholders' meeting, affiliated shareholders shall abstain from voting, and the voting shares held by them shall not be counted into valid votes.

Affiliated shareholders may abstain from voting themselves or upon the request by other shareholders or their proxies attending the shareholders' meeting.

Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder (or proxies) in contravention of such requirement or restriction shall not be counted.

Article 59 When a shareholders' meeting is held, the convener shall ensure such a meeting is running continuously until resolutions are passed. In case a shareholders' meeting is terminated or resolutions can not be passed as a result of force majeure, necessary measures shall be taken to either resume the shareholders' meeting or directly terminate the shareholders' meeting, and timely announcement shall be made. Meanwhile, the convener shall report to the branch of China Securities Regulatory Commission the Bank is domiciled and the Stock Exchange.

Article 60 Resolutions of a shareholders' meeting shall be announced timely, specifying the number of shareholders and proxies attending the meeting, total number of shares carrying voting rights they hold, voting method, the voting result of each proposal and detailed content of passed resolutions.

Article 61 In case a proposal is not passed, or this shareholders' meeting change resolutions of previous shareholders' meeting, special notice shall be included in the announcement for resolutions of shareholders' meeting.

Chapter 8 Special Voting Procedures for Shareholders of Different Categories

Article 62 Shareholders who hold different categories of shares shall be shareholders of different categories. Shareholders of different categories shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Bank's Articles of Association.

In addition to shareholders of other categories of shares, shareholders of domestic investment shares and foreign investment shares listed outside the People's Republic of China shall be deemed as shareholders of different categories of shares.

The shares of the Bank held by founding shareholders are common shares that are tradable both onshore and offshore and enjoy the same and equal rights with all other shares. After the Bank's IPO and public trading, upon the approval of the State

Council or its authorized approving authorities, such common shares may be totally or partially converted to foreign investment shares and become publicly tradable on overseas stock exchange. The conversion of the Bank's shares held by the founding shareholders to foreign investment shares does not need the approval from the regulatory authorities of the place of listing or the approval of other shareholders of the Bank.

Article 63 If the Bank intends to change or abrogate the rights of shareholders of different categories, it may do so only after such change or abrogation has been approved by way of a special resolution of the shareholders' meeting and by a separate shareholders' meeting convened by the affected shareholders of different categories in accordance with Articles 65 to 69 of this rules.

Any change or abolition of any rights of shareholders of a certain category resulted from a change of domestic or overseas laws, administrative regulations and the listing rules of the place of listing and as a result of any decisions or orders legally announced by domestic or overseas regulatory authorities shall not be subject to approvals of shareholders meeting or meeting of categorized shareholders.

Article 64 The rights of shareholders of a certain category shall be deemed to have been changed or abrogated in the following conditions:

1. an increase or decrease in the number of shares of such category or an increase or decrease in the number of shares of a category having voting rights, distribution rights or other privileges equal or superior to those of the shares of such category;
2. a change of all or part of the shares of such category into shares of another category, a conversion of all or part of the shares of another category into shares of such category or the grant of the right to such change;
3. a removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such category;
4. a reduction or removal of a dividend preference or property distribution preference during liquidation of the Bank, attached to shares of such category;

5. an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Bank attached to shares of such category;
6. a removal or reduction of rights to receive amounts payable by the Bank in a particular currency attached to shares of such category;
7. a creation of a new category of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that category;
8. an imposition of restrictions or additional restrictions on the transfer or ownership of shares of such category;
9. an issuance of rights to subscribe for, or convert into, shares of such category or other categories;
10. an increase in the rights and privileges of shares of other categories;
11. restructuring of the Bank causes shareholders of different categories to bear liability to different extents during the restructuring; or
12. an amendment or cancellation of the provisions of this Part.

Article 65 Shareholders of the affected category, whether having the right to vote at shareholders' meeting, shall have the right to vote at meetings of shareholders of different categories in respect of matters referred to in Items (2) to (8) and (11) to (12) of the preceding article, except that interested shareholders shall not have the right to vote at meetings of shareholders of different categories.

For the purposes of the preceding paragraph, the term "interested shareholders" shall have the following meanings:

1. if the Bank has made a repurchase offer to all shareholders in the same proportion or has bought back its own shares through open transactions on a stock exchange in accordance with Article 30 hereof, the controlling shareholders as defined hereof shall be "interested shareholders";
2. if the Bank has bought back its own shares by an agreement outside a stock exchange in accordance with Article 30 hereof, shareholders of share in relation to such agreement shall be "interested shareholders"; or

3. under a restructuring proposal of the Bank, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same category, or shareholders who have an interest in a restructuring proposal of the Bank that is different from the interest in such restructuring proposal of other shareholders of the same category shall be "interested shareholders".

Article 66 Resolutions of a meeting of shareholders of different categories may be passed only by at least two-thirds of the voting rights of that category represented at the meeting in accordance with the preceding article.

Article 67 When the Bank is to convene a meeting of shareholders of different categories, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that category of the matters to be examined at the meeting as well as the date and venue of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver a written reply to the Bank on meeting attendance.

If the number of share carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is at least half of the total number of shares of that category carrying the right to vote at the meeting, the Bank may hold the meeting of shareholders of different categories. If not, the Bank shall within five days inform the shareholders once again of the matters to be examined at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by public announcement, the Bank may hold the meeting of shareholders of different categories. Relevant public announcement shall be published in newspapers in compliance with relevant provisions.

Article 68 The notice of a meeting of shareholders of different categories needs to be delivered only to the shareholders entitled to vote thereat.

The procedures according to which a meeting of shareholders of different categories is held shall, to the extent possible, be identical to the procedures according to which a shareholders' meeting is held. Provisions of the Articles relevant to procedures for the

holding of a shareholders' meeting shall be applicable to meetings of shareholders of different categories.

Article 69 The special voting procedures for shareholders of different categories shall not apply in the following circumstances:

1. where, as approved by way of a special resolution of the shareholders' meeting, the Bank issues, either separately or concurrently, domestic investment shares and foreign investment shares listed outside the People's Republic of China every 12 months, and the number of the domestic investment shares and foreign investment shares listed outside the People's Republic of China intended to be issued does not exceed 20% of the issued and outstanding shares of the respective categories; or
2. where the plan for issuance of domestic investment shares and foreign investment shares listed outside the People's Republic of China is completed within 15 months since being approved by the securities regulatory authorities of the State Council;
3. the shares of the Bank held by founding shareholders are converted into foreign investment shares upon the approval of the State Council or its authorized approving authorities and publicly tradable on overseas stock exchange.

Chapter 9 Shareholders' Meeting Minutes

Article 70 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 and 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. Name of lawyers, scrutineer and tally clerk;
9. Other contents deemed as necessary by shareholders' meeting and stipulated under the Articles to be recorded in minutes of shareholders' meeting.

Article 71 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.

Article 72 Minutes of shareholders' meeting shall be kept permanently.

Article 73 Shareholders may examine photocopies of the minutes of meetings during the Bank's office hours free of charge. If any shareholder demands from the Bank a photocopy of relevant minutes of meetings, the Bank shall send such photocopies within seven days since receiving payment of reasonable charges.

Chapter 10 Miscellaneous

Article 74 This Procedural Rules comes into effect upon approval by the shareholder's meeting. If this Procedural Rules needs to be amended, it is the board of directors that present the proposal to shareholder's meeting for approval.

Article 75 Unless there are special explanations, terms mentioned in this Procedural Rules have the same meaning with those terms referred in the Articles.

Article 76 Should the Procedural Rules conflicts with any newly issued and implemented laws, administrative regulations, listing rules of the place of listing and the Articles, the newly issued and implemented laws, administrative regulations, listing rules of the place of listing and the Articles shall apply.

Article 77 Unless otherwise provided herein, terms of “at least”, “within” and “no more than” shall include the number specified; however, terms of “more than”, “less than” and “excluding” shall exclude the number specified.

Article 78 The board of directors shall be responsible for the interpretation of the Procedural Rules.

9. Bank of China Limited Board of Directors' Procedural Rules

Chapter 1 General Provisions

Article 1. For the purpose of ensuring directors to exercise their functions and powers independently, normatively, and effectively according to laws, and board of directors to work effectively and make decisions scientifically, Bank of China Limited (hereinafter referred to as the "Bank") formulated the Bank of China Limited Board of Directors' Procedural Rules (hereinafter referred to as the "Procedural Rules") 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"), Bank of China Limited Articles of Association (hereinafter referred to as the "Articles") , and other relevant laws, regulations and regulatory documents and in consideration of the Bank's practical situation.

Article 2. The board of directors is the decision-making body of the Bank, and is responsible to the shareholder's meeting. The board of directors shall exercise its functions and powers in accordance with Company Law, Securities Law, Articles, Procedural Rules and other relevant laws, regulations and regulatory documents.

Article 3. For the purpose of laying out the rules of board of directors exclusively and completely, this Procedural Rules take certain relevant provisions from the Articles. When relevant provisions of the Articles are changed after following proper procedures, corresponding provisions of this Procedural Rules shall be changed automatically.

Chapter 2 Composition of Board of Directors

Article 4. The board of directors shall be composed of five (5) to seventeen (17) directors, including one chairman of the board and one vice chairman of the board. Directors of the Bank are composed of Executive Directors and Non-Executive Directors that include Independent Directors. The number of directors who serve as the president, vice president and hold other senior management positions of the Bank shall not exceed one third of the total number of directors of the Bank. At least three (3) of the members of the board of directors shall be independent directors. Directors shall be

elected by the shareholder's meeting and serve a term of office of three (3) years calculated from the day approved by the China Banking Regulatory Commission. A director may serve consecutive terms if re-elected upon the expiration of his/her term.

Article 5. The chairman and the vice chairman of the board shall be directors of the Bank. They shall be elected and removed by more than half of all the directors. The legal representative or the principal personnel of the controlling shareholder(s) shall not serve as the chairman of the board of directors. The roles of the chairman of the board of directors and the president of the Bank shall be different, which shall not be served by one person. The vice chairman shall assist the chairman in his/her work.

Article 6. Special committees are set up under the board of directors, which shall assist the board of directors to fulfill its functions under the authorization of the board. The special committees set up under the board of directors include without limitation: Strategy Development Committee, Audit Committee, Risk Policy Committee, Human Resources and Remuneration Committee, and Connected Transaction Control Committee, etc. Each special committee is responsible to the board of directors and is composed of at least three members who must be directors. The chairman of the Audit Committee shall be an independent director. The board of directors can establish other committees or re-constitute the existing committees according to its needs. The board of directors will make procedures of all special committees.

Article 7. The board of directors shall establish the position of the board secretary. The board secretary is a senior management personnel of the Bank and is appointed by the board of directors and is responsible to the board of directors.

The Bank's directors or senior management personnel may hold the position of the board secretary concurrently. Nevertheless, the supervisors of the Bank cannot hold the position of the board secretary concurrently. No certified accountant from the accounting firm or lawyer from the law firm as engaged by the Bank may concurrently hold the position of the board secretary.

The board secretary shall be nominated by the chairman of the board of directors and appointed or dismissed by the board of directors. If a director of the Bank holds the position of the board secretary concurrently, in the case that any action needs to be taken by the director and the board secretary respectively, such person holding the positions of director and the board secretary concurrently shall not take such action in both of his/her

capacities.

Article 8. The Bank sets up Board Secretariat to assist the board secretary's work.

Chapter 3 Powers and Functions of Board of Directors

Article 9. The board of directors shall exercise the following functions and powers:

1. to be responsible for convening shareholders' meeting and to report its work to shareholders' meeting;
2. to implement the resolutions of shareholders' meeting;
3. to decide on strategic polices, business plans and material investment plans of the Bank except for those material investment plans that are subject to shareholders' meeting approval as specified in this Articles;
4. to formulate the proposed annual financial budgets and final accounts of the Bank;;
5. to formulate the plans for profit distribution, loss making-up of the Bank and risk capital distribution;
6. to formulate plans for the increase or reduction in the registered capital of the Bank, the issuance of other securities, public listing and for the issuing of bonds;
7. to draft plans for substantial acquisition, repurchase of the Bank's stocks or plans for merger, division, dissolution or change of incorporation nature of the Bank;
8. to examine and approve connected transactions which require board approvals under laws, administrative regulations and other relevant governing rules;
9. to review and decide on the establishment of the Bank's basic administrative system, internal management framework and important sub-entities;
10. to appoint or dismiss the Bank's president, the board secretary and the chairmen of the special committees; to appoint or dismiss the Bank's vice president, assistant president, chief financial officer, chief risk officer and other senior management

- personnel according to the president's nomination; to appoint or dismiss the chief audit officer according to the nomination of the Audit Committee and decide on his/her remuneration and awards and punishment; to appoint or dismiss members of the special committees according to the nomination by the Human Resources and Remuneration Committee;
11. to examine and approve the policies regarding laws and regulation compliance and the relative basic management system of the Bank;
 12. to formulate proposals for amendment of the Articles of the Bank, and report to the shareholders' meeting for approval;
 13. to examine the Bank's human resources and remuneration strategies, review and determine the remuneration strategies for the Bank's senior management personnel; to be responsible for performance evaluation of senior management personnel; to decide on the material rewards and punishment matters for senior management personnel;
 14. to review and approve the information disclosure policy and system of the Bank;
 15. to propose to shareholders' meeting to appoint, re-appoint or change the accounting firm that audits the Bank;
 16. to hear work report from the President and the management team of the Bank and examine their work;
 17. to report the rectification opinion regarding the Bank issued by relevant regulatory authorities and the execution status of rectification by the Bank;
 18. to hear the report by external auditors on a regular or irregular basis;
 19. to review and approve the Bank's annual report;
 20. to exercise other functions and powers prescribed by laws, administrative regulations or the Articles of the Bank, and those granted by shareholders' meeting.

Under necessary, reasonable and legal circumstances, the board of directors may authorize the President or the management team to decide on specific matters that are related to board matters but cannot or are not necessary to be determined in the board meetings immediately.

Regarding the authorization by the board of directors to the President and the management team, if the authorized matters shall be approved by ordinary resolutions, such authorization shall be adopted by at least a majority of all directors; if the matters shall be approved by special resolutions, such authorization shall be adopted by at least two-third of all directors. The authorization shall be clear and specific.

Article 10. The board of directors of the Bank shall provide explanations to the shareholders' meeting with respect to any audit report submitted by the certified public accountant regarding the Bank's financial reports that contains qualified opinions, negative opinions or opinions being unable to be issued.

Article 11. The scope of authorization to the board of directors regarding decision power on equity investment, bond investment, assets purchase, assets disposal, assets write-off, mortgage or other non-commercial-banking-business regarding security interest matters shall be determined by the shareholders' meeting. The board of directors shall establish stringent examination and decision making procedure in respect of its exercise of the aforesaid authorization.

The Strategic Development Committee shall organize relevant experts and professionals to examine and evaluate material equity investment, bond investment, assets purchase, assets disposal, assets write-off, mortgage or other non-commercial-banking-business regarding security interest matters and report to shareholders' meeting for approval in accordance with laws, administrative regulations and the listing rules of the place of listing.

Article 12. When the board of directors disposes of fixed assets, and the sum of the expected value of the consideration for the proposed disposal and the value of the consideration for disposed fixed assets in the four months period immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets shown in the latest balance sheet presented at the general shareholders' meeting, the board of directors may not dispose or agree to dispose of the fixed assets without the prior approval of the shareholders' meeting.

For the purposes of this Article, the term "disposal of fixed assets" shall include the assignment of certain interest in assets other than by way of providing security interest by using fixed assets as collaterals.

The validity of transactions whereby the Bank disposes of fixed assets shall not be affected by the breach of the first paragraph hereof.

Article 13. Directors may request to seek opinions from independent professional institutions and independent consultants under reasonable circumstances while exercising their powers and functions, and the cost incurred shall be borne by the Bank. Such requests from directors shall be submitted to the board of directors for approval and other proper arrangement through the board secretary.

Article 14. The chairman of the board shall exercise the following functions and powers:

1. to preside over shareholders' meeting and to convene and preside over meetings of the board of directors;
2. to convene and preside over the special board meetings;
3. to oversee and examine the work of the special committees and nominate the candidates for chairmen of the special committees;
4. to oversee and examine the implementation of resolutions of the board of directors;
5. to sign stocks, bonds and other security certificates issued by the Bank;
6. to sign important documents of the board and other documents that shall be signed by the legal representative of the Bank;
7. to exercise the legal representative's functions and powers;
8. to exercise part of the board's functions and powers under the authorization of the board of directors when the board is not in session; and
9. other functions and powers granted by the board of directors.

Article 15. If the chairman of the board is unable or fails to perform his/her functions and powers, the vice chairman shall exercise such functions; if the vice

chairman is unable or fails to do so, a director shall be recommended by half or more directors jointly to exercise such functions and powers on his/her behalf.

Article 16. The major duties of the board secretary shall be:

1. To assist the directors in dealing with day to day work of the board; to be responsible for communications between the directors and relevant departments of the Bank; to ensure the directors be provided necessary information and documents for their fulfillment of their authority and functions; to continuously advise, remind and ensure the directors to acquaint with the regulations, policies and requirements by relevant regulatory authorities regarding bank operations; to assist directors and the president to abide by laws, regulations, rules, relevant provisions by the securities regulatory authorities of the place of listing, this Articles and other relevant provisions in their exercise of authority and functions;
2. To be responsible for relevant organization and preparation work for the board of directors meeting and the shareholders' meeting; to be responsible for taking minutes of the meetings; to ensure the resolution and the decisions made in the meeting in compliance with legal procedures; to proactively monitor the implementation of the board resolutions and to reply to directors in respect of questions concerning relevant meeting procedures and applicable rules;
3. To ensure that the Bank keeps complete organizational documents and records;
4. To ensure that the Bank prepares and submits according to law the documents and reports required by relevant authorities;
5. To keep the list of shareholders, the seal of the board of directors and other relevant information and to handle matters related to management of the equity shares of the Bank and registration of trusteeship; to ensure that the Bank's register of shareholders is properly established and that persons entitled to relevant records and documents of the Bank could obtain such records and documents in a timely manner;
6. To be responsible for information disclosure of the Bank and to assure the Bank's information disclosures are timely, accurate, legal, true and complete;
7. To assist the special committees established under the board of directors to exercise

their delegated authorities;

8. To be responsible for organization of market promotion; to coordinate with visits and reception work; to deal with investors' relationship; to maintain relationship with regulatory authorities, investors and intermediate agencies; to coordinate public relationship;
9. To consult and advise on significant strategic decisions of the Bank;
10. Other duties set forth in the Articles.

Article 17. The Bank shall provide facilities for the board secretary to exercise his/her powers and functions. For the purpose of exercising his/her powers and functions, the board secretary has the right to attend the shareholder's meeting, board of directors meeting, board of supervisors meeting and senior management officers' meeting, to understand the financial situation and business operation of the Bank, to consult all documents related to information disclosure, to request relevant departments and staffs of the Bank to provide relevant documents and information timely.

Chapter 4 Working Rules for Board of Directors

Section 1 Working Method

Article 18. The working method of the board of directors is composed of a formal conference (including video conference and telephone conference), and written resolution (including delivering the resolution for review severally in counterparts or by circulating the resolution for review in turn among the directors) and other methods the board of directors deems as proper. The board of directors shall adopt different working methods according to different items and proposals.

Article 19. A board meeting convened by telephone conference or video conference shall ensure each attending director can hear other directors' speech clearly and can communicate with each other. The board meeting convened by such means shall be recorded or taped and the relevant record or video tape shall be properly maintained forever. Should any director not be able to timely sign the meeting minutes during such meeting, such director shall attend voting orally and complete the signature in writing as soon as possible. The oral vote by the director shall have equal effect as the written signature, provided the later signature shall comply with the oral vote during the

meeting. Should such later signature become different from the oral vote, the oral vote shall prevail.

Article 20. For those material, complicated and special issues which shall be discussed collectively and thoroughly, the board of directors shall discuss them in the way of a formal conference.

Article 21. Issues arising from day to day operations that require examination of the board of directors may be resolved by means of written resolutions and other means the board of directors deems as appropriate provided that such means shall not contravene Article 45 of this Procedural Rules. If any director requests that such proposals be examined by a formal conference (including video conference and telephone conference) of the board of directors, the formal conference shall be adopted.

Article 22. A director shall attend personally at least two thirds of the meeting of the board of directors' each year. A director shall be deemed to be incapable of fulfilling his/her duty if he/she fails to attend the board meeting either personally or by entrusting other directors to attend on his/her behalf twice consecutively. The board of directors shall propose to the shareholders' meeting to replace such director. If an independent director fails to attend the board meeting personally for three times consecutively, the board of directors shall propose to the shareholders' meeting to replace such independent director.

Article 23. The directors could attend the board of director meeting by means of video conference, telephone conference or other timely communicable methods, all of which shall be deemed as attending the meeting in person.

Section 2 Rules of Meeting

Article 24. The board shall meet regularly during a year (regular meeting) and as and when necessary (special meeting). In general, the regular board meeting shall be held at least four to six times each year and at least once each quarter. The frequency and timing of regular board meeting shall be coordinated with material corporate activities (such as shareholder's meeting, annual report and interim report) of the Bank and standing agenda of the board of directors.

Article 25. The board of directors shall approve the timetable of regular board

meeting for next year as soon as possible, including the date, time, venue and main topics of each meeting. After approved by the board of directors, the board secretary shall deliver the timetable to all parties as soon as possible, enabling the board meeting to be well prepared in advance. Once approved, the timetable shall not be changed unless consents from a majority of directors have been obtained and under special circumstances.

Article 26. The chairman of the board shall convene and preside a special board meeting within five (5) working days under one of the following circumstances:

1. shareholders representing one tenth or more voting rights so propose;
2. the chairman of the board considers necessary;
3. at least one third of the directors so propose jointly;
4. at least half of the independent directors so propose;
5. the board of supervisors so proposes;
6. the president of the Bank so proposes.

Article 27. The board secretary is responsible to collect topics of each board meeting and submit to the chairman of the board. The Chairman of the board has the right to make proper adjustments to different proposals.

Article 28. The board of directors shall make proper arrangement to ensure all directors having the chance to present topics to be discussed at board meeting.

Article 29. The board secretary is responsible to draft the notice for a board meeting and deliver the written notice to all directors and supervisors fourteen (14) days before the regular meeting is held, and to all related parties proposing to attend the meeting within reasonable time prior to the date of the meeting. The notice for a board meeting shall include the date, venue, term of the meeting, the reason and subject for discussion and the date of issuing the notice. When a special meeting is convened, a written notice shall be delivered to all directors and supervisors within reasonable time prior to the date the meeting is proposed to be held.

Article 30. Meeting documents shall be delivered to all directors and supervisors ten

(10) days before the regular meeting is held. Should any special board meeting is convened or any new proposals are added to the regular board meeting, the meeting documents shall be delivered to all directors and supervisors as soon as possible.

Article 31. Meeting documents shall include all material information and analysis related to each topic of the board meeting, and shall be well summarized to enable the board understanding all information and making decision. Should any two or more independent directors consider documents incomplete or analysis unclear, they could jointly suggest in writing the board meeting or the examination of proposal in question to be postponed, which shall be adopted by the board.

Article 32. For the purpose of enabling the board of directors to make an informed decision, apart from meeting documents, the board of directors may require the management to prepare and provide all necessary supplementary information and report. For complicated items or if the management considers necessary, the management shall provide the board of directors with presentation materials to enable the directors to have a better understanding of the issues concerned.

Article 33. If the board of directors consider that there is insufficient time to consider the content of relevant documents, or the management reasonably requires more time to prepare the supplementary materials or analysis requested by the board of directors, the chairman of the board of directors may postpone relevant item to the next board meeting or other time as appropriate for deliberation.

Article 34. Meetings of the board of directors shall be attended by the directors personally. If a director cannot attend a meeting for any reason, he/she may entrust in writing other director to attend the meeting on his/her behalf. The written proxy shall specify the proxy's name, entrusted matters, the scope of authorization and the valid term, and be signed by or affixed with the seal of the entrusting director. A director who attends a meeting on behalf of another director shall exercise the rights of that director within the scope of entrusted authority. If a director fails to attend a meeting of the board of directors and also fails to entrust a proxy to attend on his/her behalf, he/she shall be deemed to have waived his/her voting rights at that meeting.

Article 35. In normal cases, the chairman of the board, as the president of the board meeting, shall preside board meetings. If the chairman of the board fails to attend a board meeting, the vice chairman shall preside the board meeting. In case both the

chairman and the vice chairman of the board fail to attend the board meeting, a director shall be recommended by those directors attending the board meeting to preside the board meeting.

Article 36. When the board of directors examines proposals submitted by the management, in general the senior management personnel responsible for relevant issues shall attend as a non-voting attendee and report to the board of directors.

Article 37. For the purpose of ensuring each proposal is discussed thoroughly and professionally, there shall be sufficient time for discussion at the board meeting. The chairman of the board meeting shall ensure each proposal discussed to be resolved or be given clear guidance.

Article 38. In general, the voting on to-be-examined proposals in the board of directors shall be made item by item.

Article 39. The voting on resolutions of the board in the board meeting shall, in principle, be made by poll. Upon the approval by two-thirds of all the directors, the voting may also be made orally.

Article 40. Meetings of the board of directors may be held only if more than half of the directors (including proxies) attend. Resolutions of the board of directors shall be adopted by the affirmative votes of more than half of all the directors.

Each director shall have one vote on the resolution of the board of directors.

Article 41. Prior to discussion of any proposal at the board meeting, each director shall consider whether this proposal has material interest/relationship with him/her, or any related person or Connected Person of him/her. If there is any such interest/relationship, he/she shall declare his/her interests at the board meeting unless this has been done by other means to the board of directors in advance.

Article 42. If any director, his/her related person or Connected Person has material interest/relationship with proposals subject to the board resolution, such director shall not exercise voting right over such proposals and shall not vote as proxy of other directors. Such a board meeting can be convened upon the presence of more than half uninterested directors, and the resolution shall be adopted by more than half of the uninterested directors. If the uninterested directors present at the board meeting are

less than three (3) persons, such matter shall be submitted to the Bank's shareholders' meeting for approval.

Article 43. Persons other than directors, supervisors and the board secretary can only express their opinions after being approved by the chairman of the board meeting.

Article 44. Directors can only vote for, against or abstain from voting at proposals to-be-examined by the board. In cases directors vote against or abstain from voting on such proposals, they shall specify the reasons.

Article 45. Resolutions by the board of directors may be passed by the affirmative vote of more than half of the directors except for the following matters which shall require the affirmative votes of at least two-thirds of the directors and may not be voted by means of written resolutions:

1. profit distribution or loss make-up plans;
2. risk capital distribution plan;
3. the increase or reduction of registered capital of the Bank or the issuance or public listing of other securities or issuance of bonds;
4. material acquisition, repurchase of the Bank's shares or merger, division and dissolution;
5. substantial investment or disposal of substantial assets;
6. the annual financial budgets and final accounts of the Bank;
7. the amendments to the Articles;
8. proposal to shareholders' meeting in respect of the appointment, re-appointment or replacement of the accounting firm who performs audit for the Bank;
9. recruitment or dismissal of senior managers, etc.;
10. the remuneration strategy of the senior management personnel of the Bank, the performance evaluation of the senior management personnel and awards and punishment thereof;

11. other affairs that the board deems to be materially contrary to the interest of shareholders or directors.

Article 46. The board of directors shall keep minutes of its decisions on the matters examined at the board meetings. Directors and clerks attending the meeting shall sign their names on the minutes. Directors attending the meeting shall have the right to request to add to the minutes the descriptive contents of their statements made at the meeting. The minutes of the board meeting shall be kept by the board secretary as the Bank's archives.

Article 47. The board secretary is responsible for the minutes of the board meeting. The minutes of the board meeting shall record in sufficient detail the matters considered by the board of directors and all decisions reached.

Article 48. The minutes of a board meeting shall include the following:

1. The date, venue and name of the convener of the meeting;
2. The names of directors and the names of other entrusted directors (proxies) attending the board meeting;
3. Agenda of the meeting;
4. The key points of directors' speeches; (including any doubt or objections raised by directors);
5. The voting method and result of each resolution (the voting result of a resolution shall state the numbers of votes for and against the resolution and the number of votes having been abstained);
6. The statement whether connected directors having material interest/relationship with to-be-discussed proposals have withdrawn from voting or not.
7. Other contents as required by laws, administrative regulations and regulatory documents.

Article 49. After conclusion of the board meeting, the drafted minutes of board meeting shall be circulated to all directors within reasonable time for their comments. Directors have the right to present their comments on the drafted minutes of board

meeting between two board meetings or on next board meeting. The minutes of board meeting shall be passed on the next board meeting.

Article 50. The board secretary shall keep proper records of all resolutions and minutes of the board meeting. Directors have the right to consult aforesaid documents at reasonable time upon reasonable notice to the board secretary. Other persons except for directors could consult aforesaid documents upon confirmation by the board secretary as related and entitled persons.

Article 51. Decisions, resolutions and minutes of board meetings shall be filed to China Banking Regulatory Commission within the shortest possible time after the end of the meeting. Minutes of directors' meeting shall be kept permanently.

Section 3 Rules of Written Resolutions

Article 52. Where it is proposed to pass a proposal by way of written resolutions, the board secretary shall send written proposals (with voting ticket) and relevant proposals and reports submitted by the management to all directors. Directors shall complete the voting tickets and return the same to the board secretary for records.

Article 53. Unless otherwise permitted by relevant laws, regulations or provisions, if a substantial shareholder or a director has a conflict of interest in the matter to be considered by the board of directors, the matter shall not be dealt with by way of written resolutions, but a board meeting attended by independent directors who have no material interest in the transaction shall be held to deliberate on the matter.

Article 54. In case of written resolutions, directors may vote for, against, abstain or refer to the board meeting for further discussion. If a director votes against or abstain from voting at a proposal, he/she shall specify the reasons.

Article 55. If any director requests for the matter to be further discussed at a board meeting before resolutions of proposals become effective, the matter shall not be dealt with by means of written resolutions.

Article 56. In order for written resolutions to become legal and effective, they shall be signed by a majority of directors or their proxies who are entitled to receive the notice of board meeting. The written notice confirming such written resolution signed by relevant directors or their proxy directors shall be deemed as their signature on such

written resolution. Such written resolution may be composed of several documents, each of which shall be signed by one or more directors or their proxy directors. A resolution signed by the directors or their proxy directors and delivered through telegram, fax, telex or other electronic means shall be deemed as having been signed by the directors.

Article 57. The board secretary shall keep proper records of all written resolutions passed by the board, the comments made by the directors on voting tickets, and relevant proposals and reports submitted by the management.

Section 4 Implementation and Follow Up of Resolutions

Article 58. The board secretary shall inform the management and other relevant parties of the resolutions passed by the board of directors in writing as soon as possible, and complete the following-up list and send to the management as soon as possible.

Article 59. The management shall be responsible for the implementation of resolutions and following up issues. The Executive Office is responsible for assisting the management and reporting the status and progress thereof to the board secretary before the holding of the next board meeting.

Article 60. The board secretary shall be responsible for reporting the implementation of resolutions to the board of directors at the next board meeting or as and when requested by the board. Directors have the right to enquire the management regarding the implementation of the board resolutions.

Section 5 Working Language and Written Format

Article 61. The official language for the board of directors shall be Chinese and English. The board secretary shall arrange for proper translation according to practical situation.

Article 62. In general, all documents submitted to the board of directors shall be prepared in both Chinese and English.

Article 63. In case of written communication, the following means shall be effective:

1. Any letter or fax signed, in person or by chop, by any director or the board secretary, or any email sent from their e-mail account.
2. Any letter or fax signed, in person or by chop, by the authorized delegate of any of the abovementioned persons, or any email sent from their e-mail account.

Section 6 Notices

Article 64. Notices of the Bank may be sent out by following means

1. in person;
2. by mail;
3. by fax or email;
4. by other means recognized by the Bank, or agreed by the recipient of the notice in advance or recognized by the recipient of the notice after receiving such notice; or
5. through other means recognized by regulatory authorities or stipulated under the Articles.

Article 65. When a notice from the Bank is sent out in person, the recipient of the notice shall sign (or seal) on the return receipt of delivery. The date of the recipient's signature shall be deemed to be the delivery date. When the notice of the Bank is sent out via mail, the delivery date shall be forty-eight hours after such notice is delivered to the post office. When the notice of the Bank is sent out by fax or email, the delivery date shall be the date when the fax or email is sent out.

Chapter 5 Coordination and Communication

Section 1 Communication with Special Committees

Article 66. The board secretary shall attend as a non-voting attendee in special committee meetings. Relevant special committees shall send meeting notice and documents to the board secretary in a timely manner, and copy to the Board Secretariat.

Article 67. Each special committee shall send resolutions (including written resolutions) and minutes of the special committee meeting to the Board Secretariat in a timely manner. The board secretary shall keep the meeting records of special

committees of the board of directors.

Article 68. During the adjournment of the board and if the special committees consider there are issues material and exceptional requiring attention of the board of directors, the special committees may submit written report to the board of directors through the board secretary, and may suggest the chairman of the board to convene a board meeting and to discuss such issues.

Article 69. The board of directors and any director may request for information from each special committee through the board secretary, and the special committee shall provide the requested information as soon as possible.

Article 70. Any important written report submitted by a special committee to the board of directors shall be signed by the committee chairman or any designated committee member or the committee secretary, and shall be submitted to the board of directors through the board secretary.

Article 71. Each committee shall inform the Board Secretariat of its written resolutions in a timely manner.

Article 72. The board secretary shall coordinate the work of each special committee. The board secretary shall coordinate and guide the work of committee secretary of each special committee.

Section 2 Communication with the Management

Article 73. The board of directors is entitled to request the management to provide relevant materials and other assistance in a timely manner as will enable the board of directors to make informed decisions and to discharge its functions and powers.

Article 74. The management shall submit to the board regular working report and material information which is crucial for directors to understand the overall operation and management of the Bank.

Article 75. During the adjournment of the board, the management may submit written report on material or exceptional issues through the board secretary, and suggest to the chairman of the board to convene a board meeting for discussion.

Article 76. Any important written report submitted by the management to the board of directors shall be signed by the president of the Bank or other senior management personnel responsible for relevant issues, and submitted to the board of directors through the board secretary.

Article 77. The board of directors shall inform the management of the resolutions, decisions of board meeting and other relevant issues in a timely manner.

Section 3 Communication with Board of Supervisors

Article 78. Notices of any meeting of the board of directors shall be delivered to the board of supervisors in writing prior to the meeting. Supervisors are entitled to attend as a non-voting attendee and express their opinions.

Article 79. The board of supervisors shall be informed of the resolutions, decisions of board of directors and following up issues.

Article 80. During the adjournment of the board, the board of supervisors may submit written recommendations to propose the board of directors to hold a special board meeting.

Article 81. If the board of supervisors found the board of directors or a director fails to exercise their functions or is in breach of any rules and so on, it may communicate with the board secretary and the director in writing or orally according to practical situation.

Article 82. The board of supervisors is entitled to enquire the chairman of the board of directors and a director, who shall himself/herself or procure other relevant person to provide relevant information and documents earnestly.

Article 83. The member of the board of directors and member of the board of supervisors may communicate with each other at any time and in any form as appropriate.

Section 4 Communication with Shareholders

Article 84. Communication between the board of directors and shareholders shall be conducted mainly through shareholder's meeting and through the board secretary on a

daily basis.

Article 85. Chairman of the board of directors, as the main communication channel between the board of directors and the shareholders, shall keep good relationship with shareholders, and ensure the information of the Bank is fairly disclosed. The board secretary assists the chairman of the board to carry out relevant work.

Article 86. The board of directors encourages shareholders to attend shareholder's meetings. All directors shall attend shareholder's meetings and respond to queries raised by shareholders.

Article 87. The board of directors shall keep continuous communication with shareholders and other stakeholders, and understand their questions and issues.

Article 88. The board of directors shall make timely disclosure regarding relevant issues according to relevant laws, regulations and regulatory documents.

Chapter 6 Miscellaneous

Article 89. This Procedural Rules comes into effect upon approval by the shareholder's meeting. If this Procedural Rules needs to be amended, the board of directors shall present the proposal to shareholder's meeting for approval.

Article 90. Unless there are special explanations, terms mentioned in this Procedural Rules have the same meaning with those terms referred to in the Articles.

Article 91. Should the Procedural Rules conflicts with any newly issued and implemented laws, administrative regulations, listing rules of the place of listing and the Articles, the newly issued and implemented laws, administrative regulations, listing rules of the place of listing and the Articles shall apply.

Article 92. Unless otherwise provided herein, terms of "at least", "within" and "no more than" shall include the number specified; however, terms of "more than", "less than" and "excluding" shall exclude the number specified.

Article 93. The board of directors shall be responsible for the interpretation of the Procedural Rules.

10. Bank of China Limited Rules for the Proceedings of the Board of Supervisors

Chapter 1 General Provisions

Article 1. To ensure the Board of Supervisors exercise their functions and powers effectively according to laws, and to ensure that the Board of Supervisors work effectively and make decisions scientifically, Bank of China Limited (hereinafter referred to as the “Bank”) formulated the Rules for the Proceedings of the Board of Supervisors (hereinafter referred to as the “Rules”) in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Articles of Association of Bank of China Limited (hereinafter referred to as the “Articles”), and other relevant laws, regulations and regulatory documents and in the consideration of the Bank’s practical situation.

Article 2. The Board of Supervisors is the supervisory body of the Bank and is responsible to the Shareholder Meeting. The Board of Supervisors shall exercise its functions and powers in accordance with Company Law, Articles, the Rules and other relevant laws, regulations and regulatory documents.

Chapter 2 Composition of the Board of Supervisors

Article 3. The Board of Supervisors shall be composed of representatives of the Bank staff, external supervisors and supervisors appointed by shareholders. There shall be at least two external supervisors, and those supervisors representing the Bank staff shall account for no less than one-third of all the supervisors of the Bank. The term for a supervisor is three (3) years, and the supervisor may serve consecutive terms if re-elected upon the expiration of his/her term.

Article 4. The Board of Supervisors shall be composed of five (5) to nine (9) supervisors, one of whom shall be elected as the chairman of the Board of Supervisors. The chairman of the Board of Supervisors shall be elected and removed by at least two-third of all supervisors. The chairman of the Board of Supervisors shall be a professional full-time staff, and shall possess professional knowledge and work experiences in one of such fields as finance, auditing, banking and law.

Article 5. An office shall be set up for the Board of Supervisors who shall be responsible for coordination and implementation of the work of Board of Supervisors.

Chapter3 Powers and Functions of the Board of Supervisors

Article 6. The Board of Supervisors shall perform the following duties:

1. to examine and supervise the financial activities of the Bank;
2. to supervise the performance of duties by the directors and senior management personnel of the Bank, and to make proposal for the dismissal of the directors and senior management personnel who violate laws, administrative regulations, the Articles or resolutions of the shareholders' meeting;
3. to require the directors, the president of the Bank and other senior management personnel to rectify any act that is detrimental to the Bank' interests;
4. to carry out an auditing on the leaving of the directors and senior management personnel, if necessary;
5. to audit the business decision-making, risk management and internal control of the Bank, if necessary;
6. to verify and to make recommendations in respect of financial information such as financial reports, business reports, profit distribution plans etc. that the board of directors intends to submit to the shareholder meeting and, if in doubt, shall be able to appoint, in the name of the Bank, a certified accountant or practicing auditor to assist in reviewing such information;
7. to make enquiries of the directors, the chairman of the board of directors and senior management personnel;
8. to propose to convene an extraordinary shareholder meeting, and to convene and preside over a shareholder meeting when the board of directors fails to perform its duty of convening and presiding over such meeting in accordance with Company Law;
9. to make proposals at the shareholder meetings;
10. to represent the Bank in negotiating with a director or instituting legal proceedings against a director or senior management personnel; and
11. other duties provided by laws, administrative regulations and the Articles or duties

authorized at the shareholder meetings.

Article 7. A supervisor can attend the board meetings as a non-voting attendee and shall have the right to express his / her opinion. A supervisor can attend the meetings of senior management as a non-voting attendee.

Article 8. The Board of Supervisors may require the directors, senior management personnel, internal and external audit personnel to attend the meetings of Board of Supervisors and answer the questions with which the Board of Supervisors concerns.

Article 9. The internal audit departments of the Bank shall, in a timely manner, submit to the Board of Supervisors the complete results of auditing and examination of the internal functional departments and the branches of the Bank.

Article 10. The directors, senior management personnel shall provide appropriately and shall also procure relevant personnel to honestly provide the Board of Supervisors with relevant information and documents and shall not impede the performance of functions carried out by the Board of Supervisors or any supervisors.

Article 11. The Board of Supervisors may engage such professional entities as law firms and accounting firms for assistance in the performance of its duties, and all relevant expenses incurred thereof shall be borne by the Bank.

Article 12. The chairman of the Board of Supervisors shall perform the following powers and duties:

1. convene and preside over the Board of Supervisors meeting;
2. convene an extraordinary meeting of the Board of Supervisors when he/she deems as necessary; and
3. sign resolutions of meetings of the Board of Supervisors,
4. other functions and powers vested by the Board of Supervisors

Where the chairman of the Board of Supervisors is unable or fails to perform his/her duty, a supervisor shall be recommended by half or more supervisors to perform his/her duty on behalf of the chairman of the Board of Supervisors.

Chapter 4 Meetings of the Board of Supervisors

Article 13. The method for the Board of Supervisors to discuss the official issues is holding meetings of the Board of Supervisors.

Article 14. The Board of Supervisors shall hold at least one (1) meeting every six months and four (4) meetings annually.

Article 15. Where it is deemed necessary by the Chairman of the Board of Supervisor or where other supervisors propose, the Chairman of the Board of Supervisors shall convene an extraordinary meeting of the Board of Supervisors within five (5) working days.

Article 16. A written notice of and other documents in relation to a meeting of the Board of Supervisors shall be delivered to all supervisors five (5) working days before the meeting. A notice of and other documents in relation to an extraordinary meeting of the Board of Supervisors shall be delivered within a reasonable time before the meeting.

Article 17. A notice of the meeting of the Board of Supervisors shall specify:

1. the date and place of the meeting;
2. the term of the meeting;
3. the matters and proposals to be examined by the meeting;
4. the date the notice is sent out.

Article 18. At least half of the supervisors shall constitute the legal quorum of any meeting of the Board of Supervisors.

Article 19. A supervisor shall personally attend meetings of the Board of Supervisors after the receipt of written notice. If a supervisor fails to attend a meeting for any reason, he/she may by a written proxy entrust another supervisor to attend the meeting on his/her behalf. An external supervisor may also entrust other external supervisor to attend the meeting on his/her behalf.

The proxy shall specify the name of the proxy supervisor, entrusted matters, scope of authority and term, and shall be signed by or affixed with the seal of the entrusting supervisor.

A supervisor who attends a meeting on behalf of another supervisor shall exercise the rights of that supervisor within the scope of entrusted authority. If a supervisor fails to attend a meeting of the Board of Supervisors and does not appoint a proxy to attend on his/her behalf, he/she shall be deemed to have waived his/her voting rights in that meeting.

Article 20. Should a supervisor fail to attend in person two consecutive meetings of the Board of Supervisors and does not entrust other supervisors to attend on his/her behalf, the supervisor shall be deemed to be incompetent to perform his/her duties, and the Board of Supervisors shall propose to the shareholder meeting or the employees' representative congress to dismiss such supervisor.

If an external supervisor fails to attend in person three consecutive meetings of the Board of Supervisors, the Board of Supervisors shall present a proposal to shareholder meeting for the dismissal of the external supervisor.

Chapter 5 Voting and Resolutions of the Meetings

Article 21. The voting on proposals discussed at a meeting of Board of Supervisors shall be conducted in an one-after-another way, namely the voting on a proposal shall be commenced only after review of such proposal and the voting on any other proposal shall not be commenced until the voting on such proposal has been completed. Each supervisor shall have one vote.

Article 22. Supervisors may vote and adopt resolutions at a meeting of the Board of Supervisors by telecommunication means provided that the Supervisors express their opinions fully and adequately. Such resolution shall be signed by all supervisors attending such meeting.

Annual work report of the Board of Supervisors, annual report of the Bank, profit distribution plans and other material proceedings reviewed and examined by the Board

of Supervisors for submission at the shareholder meeting shall not be voted by telecommunication means.

Article 23. Each supervisor shall vote at the meetings of the Board of Supervisors by open ballot or by telecommunication means. Resolutions shall be announced and it shall be reported on whether a resolution has been adopted according to the voting result. The voting result for any resolution shall be recorded in the minutes of the meetings.

Article 24. Any relevant resolution or report of the Board of Supervisors shall be subject to the approval of at least two thirds of all the supervisors.

In case that any supervisor disagrees in principle with any resolution or report, such disagreement shall be explained in the relevant resolution or report.

Article 25. Each supervisor shall sign his/her name on each resolution of the Board of Supervisors and each supervisor shall be responsible to the Board of Supervisors therefore. If a supervisor can prove that he/she has raised objection to such resolution and such an objection has been recorded in the minutes of the meeting, the supervisor may be released from his/her above responsibility.

Chapter 6 Minutes of the Meetings

Article 26. Minutes shall be made for meetings of the Board of Supervisors and shall be signed by each supervisor and the clerk attending the meeting. Supervisors attending the meeting shall have the right to request to supplement in the minutes the explanation of their statements made at the meeting. The minutes of meetings of the Board of Supervisors shall be kept as the Bank's archives by the Board of Supervisors.

Article 27. The minutes of the meetings of the Board of Supervisors shall include the following contents:

1. the date and place of the meetings and the names of supervisor who convenes the meeting;
2. the names of supervisors who attend the meeting and the proxy supervisors who attend the meeting on behalf of other supervisors;

3. the agenda of the meeting;
4. the key points of the supervisors' speeches;
5. the voting method and result for each resolution (the voting result shall state the number of votes for and against the resolution and the number of votes abstained).

Article 28. The decisions, resolutions and minutes of meetings of the Board of Supervisors shall be submitted to the China Banking Regulatory Commission for record.

Chapter 7 Miscellaneous

Article 29. The Rules shall come to effect as of the date of approval at the shareholders meeting. In the event that the Rules are amended, the Board of Supervisors shall present the proposal of the amended Rules to shareholder meeting for approval.

Article 30. If the Proceedings are in conflict with laws, administrative rules, other regulatory documents updated from time to time, the Articles and resolutions of a shareholders meeting, such laws, administrative rules, other regulatory documents, the Articles and resolutions of a shareholder meeting shall prevail.

Article 31. The Board of Supervisors shall be responsible for explaining the Rules.

11. Proposal for the election of directors of the Bank

Article 122 of the Bank's Articles of Association provides that directors shall be elected by the shareholders and serve a term of office of 3 years calculated from the date of approval by the China Banking Regulatory Commission. A director may serve consecutive terms if he/she is re-elected upon the expiration of his/her term. Messrs Xiao Gang, Li Lihui, Hua Qingshan, Li Zaohang and Anthony Francis Neoh are directors whose terms of office will expire in August 2007. Mr. William Peter Cooke is a director whose term of office will expire in December 2007. Due to personal reasons, Mr. William Peter Cooke will retire upon the expiration of his term. Each of the remaining directors will offer themselves for election at the forthcoming AGM. Further, the Board proposes to appoint Mr. Huang Shizhong and Mdm. Huang Danhan as independent non-executive directors of the Bank. Accordingly, ordinary resolutions will be proposed at the forthcoming AGM to elect Messrs Xiao Gang, Li Lihui, Hua Qingshan, Li Zaohang and Anthony Francis Neoh as Directors and to elect Mr. Huang Shizhong and Mdm. Huang Danhan as independent non-executive directors of the Bank.

All the retiring directors who offered themselves for election will be appointed for a term of three years which will end at the date of holding the Bank's annual general meeting in 2010. The appointments of Mr. Huang Shizhong and Mdm. Huang Danhan as directors shall also be for an initial term of three years. Mr. Huang Shizhong will be appointed as an additional independent non-executive director. His term of office will commence from the date of approval by the China Banking Regulatory Commission and end at the date of holding the Bank's annual general meeting in 2010. Mdm. Huang Danhan will be appointed as an independent non-executive director to replace possible vacancy of independent non-executive director in future. Her term of office will commence from the date of expiration of the term of the director she is going to replace or the date of approval by the China Banking Regulatory Commission (whichever is the later) and end at the date of holding the Bank's annual general meeting in 2010.

Currently, the fee and /or emoluments of the Bank's directors are as follows: (i) a non-executive director does not receive any director's fee from the Bank; (ii) an independent non-executive director is entitled to receive a director's fee of RMB 200,000 per annum; he/she is also entitled to receive additional fees if he/she is appointed to serve on any Board Committee(s), that is the highest of any one of the following on a non-accumulative basis: RMB 200,000 per annum as chairman to Risk Policy Committee or Audit Committee, RMB 100,000 per annum as chairman to any other Board Committee and RMB 50,000 per annum per Committee as any Board Committee member; (iii) the emolument of the Chairman of the Board consists of salary, bonus and allowance. The bank also provides pension fund scheme. The emolument of the Chairman is determined with reference to the relevant remuneration scheme of the Bank. The Nomination and Remuneration Committee will determine the annual remuneration scheme which will then be submitted to shareholders' approval at general meeting; (iv) an executive director (including vice chairman) does not receive director's fee but receive corresponding emolument in accordance with his/her position in the Bank, including salary, bonus and allowance. The Bank provides pension fund scheme for executive directors. The emolument of executive directors is determined by reference to the relevant remuneration system of the Bank. The Nomination and Remuneration Committee of the Bank is responsible for determining the annual remuneration scheme and it will become effective upon approval by the Board.

None of the retiring directors who offered themselves for election and the proposed new directors to be appointed has any relationship with any director, senior management or substantial or controlling shareholder of the Bank.

Mr. Xiao Gang, Mr. Hua Qingshan and Mr. Li Zaohang are directors of the Bank's subsidiaries, namely BOCHK Holdings and Bank of China (Hong Kong) Limited. Further, Mr. Xiao Gang is also a director of BOC Hong Kong (Group) Limited and

BOC Hong Kong (BVI) Limited, both of which are wholly-owned subsidiaries of the Bank. Mr. Li Zaohang is also the Chairman of Bank of China Group Insurance Company Limited and Bank of China (Canada), both of which are wholly-owned subsidiaries of the Bank. Mr. Li Lihui is the Chairman of the Bank's wholly-owned subsidiary, BOC International Holdings Limited. Save as disclosed aforesaid, none of the retiring directors who offer themselves for re-election and the proposed new directors to be appointed hold any position with the Bank or any of its subsidiaries.

Mr. Hua Qingshan and Mr. Li Zaohang were granted share options by BOC Hong Kong (BVI) Limited, the immediate holding company of BOCHK Holdings, pursuant to a Pre-listing Share Option Scheme to purchase the issued ordinary shares of BOCHK Holdings. BOCHK Holdings is a subsidiary of the Bank and its shares is also listed on the Hong Kong Stock Exchange. As at Dec. 31, 2006, Mr. Hua and Mr. Li both had outstanding options to purchase 1,446,000 shares each. Further details of such options are set out in the Report of the Directors of the Bank's 2006 Annual Report. Save as disclosed aforesaid, none of the retiring directors who offered themselves for re-election and the proposed new directors to be appointed 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.

In respect of each of the aforesaid retiring directors who offered themselves for election and the proposed new directors to be appointed, there is nothing which need to be disclosed pursuant to Rules 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. Nor have they been penalized by the China Securities Regulatory Commission and other relevant departments and stock exchange.

In respect of each of the aforesaid retiring directors who offered themselves for election, please refer to the Bank's 2006 Annual Report for their CVs. The CV of Mr. Huang Shizhong and CV of Mdm. Huang Danhan are as follows:

Huang Shizhong, 45, currently serves as vice president of Xiamen National Accounting Institute. He graduated in 1986 from Dalhousie University with a MBA degree, and received his Ph.D degree of Economics (with accounting focus) in 1993 from Xiamen University. Mr. Huang has served successfully as managing partner of Pan-China Xiamen CPA firm, deputy dean of the management school of Xiamen University. Mr. Huang also serves as a member of the Education Steering Committee of the National Master Program of Professional Accounting, adviser to the Accounting Standards Committee of the Ministry of Finance, member of standing committee of the Chinese Accounting Association, member of the Auditing Standards Committee of the CICPA. He serves as independent non-executive director in Xiamen International Airport Group Co., Ltd., Xiamen International Port Co., Ltd. (listed in Hong Kong Exchange), Xiamen C & D Inc., Xiamen Tungsten Co., Ltd. Mr. Huang has no related relation with Bank of China and its controlling shareholders. He holds no shares issued by Bank of China.

HUANG Danhan, 57, currently serves as Senior Advisor of EU-China Trade Project in trade in services, a Partner of Sinobridge PRC Lawyers. She graduated from Robert Schuman University of Strasbourg, France with a State Doctor's degree in Law in 1987. She is the first PRC scholar who received such degree in France in the field of social sciences. Since returning to China, she has served successively as government official in MOFTEC (now Ministry of Commerce), university professor, private practice lawyer and Chief Legal Officer for some major Chinese state-owned trading company and financial institutions, including General Manager of Legal Department, China Construction Bank (August 1999- March 2001), and General Counsel, China Galaxy Securities Company Limited (March 2001-September 2004). She also served as a member of the First Session of the Public Offering Examination and Approval Commission under the China Securities Regulatory Commission (1993-1995). Starting from January 2007, she has been serving as an Independent Non-Executive Director of Beijing ZJS Express, Co. Ltd.

The retiring independent non-executive director who offered himself for election,

namely, Mr Anthony Francis Neoh, and the proposed appointments of independent non-executive directors, namely Mr. Huang Shizhong and Mdm. Huang Danhan have given written confirmations of their independence to the Bank. The following templates of statements of the nominators and the candidates have been signed by relevant parties and filed with competent authorities.

Statement of Nominator for Independent Director of Bank of China Limited

The nominator, _____, hereby make a public statement on nominating _____ as the candidate for independent director of _____ Board of Directors of _____ Co., Ltd, and states that there is no relation between the nominee and _____ Co., Ltd that may affect the nominee's independence. The detailed statement is as follows:

The nomination is made on the basis of full understanding of the nominee's profession, academic credentials, professional title, detailed work experience, and particulars about his part-time work (see the attachment for the detailed C.V. of the nominee). The nominee has agreed in written form to be candidate for the independent director of _____ Board of Directors of _____ Co., Ltd (annex: statement of candidate for independent director), and the nominator considers that:

- I. The nominee is qualified as director of a listed company pursuant to the laws, administrative regulations and other rules;
- II. The nominee meets the requirements on qualifications set forth in the Articles of Association of _____ Co., Ltd;
- III. The nominee meets the requirements on independence set forth in the Guidelines for Introducing Independent Directors to the Board of Directors of Listed Companies promulgated by China Securities Regulatory Commission:
 1. The nominee and his direct relatives and major social relations do not serve in _____ Co., Ltd and its subsidiaries;
 2. The nominee and his direct relatives are not the shareholder who directly or indirectly holds a 1% of the outstanding shares in the listed company, nor are they one of the top ten shareholders of the company;
 3. The nominee and his direct relatives do not work for the shareholder who directly or indirectly holds more than 5% of the outstanding shares in the listed company, nor do they work for any of the top five shareholders of the company;
 4. The nominee does not involve any of the above three circumstances in the recent year;

5. The nominee does not provide accounting, legal service, management and technical consultation and such other services for the listed company and its subsidiaries.

IV. The nominee should not act as independent director concurrently for more than five listed companies, including _____ Co., Ltd.

The nominator hereby guarantees that the above statement is true, complete and accurate without any false information or misleading statements, and he fully understands the consequence possibly caused by false statements.

Nominator: Board of Directors

Bank of China Limited

(Seal)

Date:

Statement of Candidate for Independent Director of Bank of China Limited

The declarant, _____, as the candidate for independent director of _____ Board of Directors of _____ Co., Ltd, hereby states that I have no relation with _____ Co., Ltd that may affect my independence while acting as an independent director of the company. The detailed statements are as follows:

I. I and my direct relatives, and major social relations do not serve in the company or any of its subsidiaries;

II. I and my direct relatives do not directly or indirectly hold 1% or more than 1% outstanding shares of the company;

III. I and my direct relatives are not one of the top ten shareholders of the company;

IV. I and my direct relatives do not work for a shareholder who directly or indirectly holds 5% or more than 5% outstanding shares of the company;

V. I and my direct relatives do not work for any of the top five shareholders of the company;

VI. I have none of the above five circumstances in the recent year;

VII. I have not provided any accounting, legal service, management and technical consultation and such other services for the listed company or its subsidiaries;

VIII. I have not received additional and undisclosed other income from the company or

its major shareholders or interested institutions and persons;

IX. I meet the requirements on qualifications set forth in the Articles of Association of the company.

Furthermore, I will not act as independent director concurrently for more than five listed companies, including _____ Co., Ltd.

I am fully aware of the responsibilities of independent director, and hereby guarantee that the above statement is true, complete and accurate without any false information or misleading statements, and I fully understand the consequence possibly caused by false statements. Shanghai Stock Exchange may verify my qualifications and independence according to my statement. When I serve as independent director of the company, I will observe the rules, regulations and circulars issued by CSRC and business rules requirements of Shanghai Stock Exchange, accept supervision of the stock exchange, and ensure there is enough time and energy to perform my responsibilities. I will make the judgment independent of major shareholders, actual controllers and other interested units or individuals of the company.

Declarant:

Date:

Supplementary Statement on the Independence of the Candidate for Independent Director of Bank of China Limited

1. Basic Information

A. Name: _____

B. Full Name of the Listed Company: _____ (hereinafter referred to as “the Company”)

C. Other Information: Refer to “C.V. of the Independent Director” and “The Statement of the Independent Director Candidate” for details

2. Are you serving as a public servant or serving in a public institution with administrative and management function?

Yes No

If yes, please specify in detail.

3. Are you one of the staff working in the subordinate unit, such as its subsidiary or

branch of the actual controller or controlling shareholder of the Company, or his/her relative?

Yes No

If yes, Please specify in detail.

4. Are you one of the staff working in the organs that provide services, like auditing, consultation, appraisal, legal service, undertaking, etc and having participated in the related project of intermediary service? Are you the principal or partner of the said organ?

Yes No

If yes, please specify in detail.

5. Are you one of the staff working in the lending bank, supplier or distributor that is relevant to the Company?

Yes No

If yes, please specify in detail.

6. Are you one of the cadres who are in service for the central administrative organ, or are you one of the retired cadres?

Yes No

If yes, please specify in detail.

I, _____(please completed in block letters), solemnly affirm that the answers to the questions above are true, accurate and complete and it is guaranteed that there is no false records, misleading statements or significant omissions. The possible consequence caused by false statement is fully understood. Shanghai Stock Exchange could evaluate my suitability for the position of independent director in the Company based on the answers above and other materials available.

Declarant: (signature)

Date:

12.The proposal of the remuneration scheme for the Chairman of Board of Directors, the Chairman of the Board of Supervisors and Independent Non-Executive Directors

Management Measures on Remuneration of Chairman of the Board of Directors and Chairman of the Board of Supervisors of Bank of China (“BOC”)

Chapter 1 General Provisions

Article 1

The Measures is hereby formulated to build up a standardized, effective, scientific and equitable remuneration system and incentive and restraint mechanism for Chairman of the Board of Directors and Chairman of the Board of Supervisors of Bank of China (BOC).

Article 2

The Measures applies to Chairman of the Board of Directors and Chairman of the Board of Supervisors, who receive remunerations from BOC, except those whose remuneration is otherwise stated in their employment contracts. In the case of the exception, the remuneration shall be paid in accordance with the relevant provisions and standards prescribed in the contract.

Article 3

Fundamental principles on remuneration:

1. In compliance with relevant laws and regulations. The remuneration policy shall conform to relevant laws, ordinances and other regulatory documents promulgated by the state and departments concerned as well as the provision in the Articles of Association of BOC, meeting the requirement of corporate governance.
2. Effective combination of incentive and restraint effects. The remuneration policy is

designed to place equal emphases on its incentive and restraint effects so as to make it support the fulfillment of development strategy and operational objectives of BOC, and thus achieve the alignment between individual interests and those of BOC and shareholders.

3. Market-oriented. Carry out a value-creation based and market competitive remuneration policy. Remuneration market positioning is made in reference to that of domestic listed joint-stock financial institutions.

4. Proceeding in an orderly way. Carry out proactive and prudent reform on remuneration system and benefits system and keep them in line with the overall remuneration and benefits reform of BOC.

Chapter 2 Remuneration Structure

Article 4

The remuneration package of Chairman of the Board of Directors and Chairman of the Board of Supervisors consists of three parts: target annual salary, benefits and long-term incentives.

1. The target annual salary includes position salary and annual performance salary. The position salary is paid on a monthly basis and the performance salary is granted on the basis of BOC's operational results and individual performance in the year.

2. The benefits consist of basic and supplementary benefits.

The basic benefits shall be managed according to the employees' welfare system of the Head Office. The supplementary benefits include mainly the benefits determined on basis of practical need in their work. The specific measures on supplementary benefits will be made separately.

3. The long-term incentives include but are not limited to stock appreciation rights plan, and specific measures shall be conducted according to the measures approved by the Board of Directors, general meeting of shareholders and the competent state departments.

Article 5

The remuneration standards for Chairman of the Board of Directors and Chairman of the Board of Supervisors shall be set by the Board of Directors on basis of development strategy, market condition and operating performance of BOC and shall be kept relatively stable.

Article 6

Structure of the target annual salary. Position salary account for 45%, Performance salary account for 55%.

Article 7

The implementation proportion shall be determined according to the competence, experience, performance and other factors. Namely,

Actual position salary of incumbents = target annual salary × implementation proportion × proportion of position salary in target annual salary

Article 8

The implementing proportion is presented by “salary point”. There are 9 salary points under each level. The relation among salary points, competence and implementing proportion is illustrated as follows:

Salary point	Competence for the position	Implementation proportion
9 (upper limits)	Completely competent and far qualified for the position.	120%
8		115%
7	Completely competent for the position.	110%
6		105%
5 (Medium)	Competent for the position.	100%
4		95%
3	Basically competent for the	90%

2		85%
1 (Lower limit)	Newly engaged in the position.	80%

Article 9

The “annual performance bonus” is an evaluation-based income and shall be granted according to BOC’s operational results and individual performance evaluation, of which:

1. In terms of the annual salary of the Chairman of the Board of Directors, 50% shall be linked to the comprehensive fulfillment of Key Performance Indices of BOC and may be granted, with a ceiling of 200%, only when at least 80% Key Performance Indices are achieved. The remaining 50% shall be linked to the results of individual performance evaluation.

In terms of the annual salary of the Chairman of the Board of Supervisors, 10% shall be linked to the comprehensive fulfillment of Key Performance Indices of BOC, and the remaining 90% shall be linked to the results of individual performance evaluation. Other provisions are the same as specified above.

2. Performance salary consists of the salary linked to the fulfillment of performance indices of BOC and that linked to the results of individual performance evaluation. Of which,

Performance salary linked to the fulfillment of performance indices of BOC = Standard performance salary¹ × proportion of performance salary linked to the fulfillment of performance indices of BOC × Comprehensive fulfillment of Key Performance Indices of BOC (the numeric area of fulfillment is between 0.8 and 1.5)

Performance salary linked to the results of individual performance evaluation = Standard performance salary × Proportion of performance salary linked to the results of individual performance evaluation × individual performance evaluation score.

¹ Standard performance salary = target annual salary × proportion of performance salary

Article 10

The performance evaluation and performance salary granting of Chairman of the Board of Supervisors shall be conducted by shareholders.

Article 11

For the sake of integrity, 30% of the annual performance bonus linked to the comprehensive fulfillment of Key Performance Indices of BOC, which is based on the audit result of financial reports, shall not be granted until the beginning of the third year since the audit year.

Chapter 3 Over-fulfillment rewards

Article 12

Over-fulfillment rewards, which are subject to the approval by the Board of Directors and the general meeting of shareholders, may be granted for any of the following achievements in the year:

1. Over-fulfillment rewards may be granted to Chairman of the Board of Directors and Chairman of the Board of Supervisors based on the fulfillment of profit goals.

Over-fulfillment rewards standard = target annual salary of each senior management personnel \times (50% \times over-fulfillment of net profit \times corresponding link coefficient + 50% \times annual growth rate of net profit \times corresponding link coefficient) Of which,
Over-fulfillment of net profit = (Net profit actually fulfilled – planned net profit) / planned net profit \times 100%

Annual growth rate of net profit = (Net profit fulfilled in the evaluation year – net profit fulfilled in previous year) / net profit fulfilled in previous year \times 100%

Corresponding link coefficients are listed as follows:

Over-fulfillment of net profit and annual growth rate of net profit	< 10%	10%—20%	20%-30%	30%-50%	> 50%
Link coefficient	0	1	1.2	1.5	1.8

2. Determined by the general meeting of shareholders, over-fulfillment rewards may be granted to other qualified persons. Over-fulfillment rewards standard shall be proposed by the Personnel and Remuneration Committee, submitted to the Board of Directors for review and finally approved by the general meeting of shareholders.

Chapter 4 Adjustments to Remuneration

Article 13 Regular adjustments

Regular adjustments are made on the premise that the comprehensive fulfillment of Key Performance Indices of BOC reaches at least 90% and on the basis of the results of individual performance evaluation of the senior management (see the following table). Once the salary points corresponding to results of individual performance evaluation have accumulated to be a multiple of one salary point, the salary points will be automatically promoted. The residual fraction less than one salary point may be accumulated across years.

Results of individual performance evaluation	A+	A	B	C and below
salary point that can be promoted	1.5 salary points	1 salary point	0.5 point	0

Article 14 Special adjustments

The Personnel and Remuneration Committee shall conduct evaluations of the current remuneration management system on a nonscheduled basis, propose adjustments to the remuneration management measures and structure system in accordance with BOC's development strategies and market condition, and fulfill corresponding approval procedures.

1. To adjust the remuneration market positioning of Chairman of the Board of Directors and Chairman of the Board of Supervisors based on the needs of BOC's development strategy.
2. To adjust the target annual salary structure and overall remuneration structure of Chairman of the Board of Directors and Chairman of the Board of Supervisors including but not limited to the adjustments to the target annual salary standards, remuneration composition, remuneration structure, etc.) according to the needs of market competition.

Chapter 5 Approval Procedures

Article 15

Remuneration levels, grades and salary points for Chairman of the Board of Directors and Chairman of the Board of Supervisors shall be proposed by the Personnel and Remuneration Committee, submitted to the Board of Directors for review and finally approved by the general meeting of shareholders.

Article 16

The scheme on adjustments of remuneration and over-fulfillment rewards for Chairman of the Board of Directors and Chairman of the Board of Supervisors shall be proposed by the Personnel and Remuneration Committee, submitted to the Board of Directors for review and finally approved by the general meeting of shareholders.

Chapter 6 Exceptional Cases

Article 17

For those who take or leave office in the evaluation year, their performance bonus shall be calculated by month on the basis of actual time employed.

Article 18

In the evaluation year, the position salary and benefits of those who are on an approved full-time training program for six months or above shall remain unchanged, and the performance bonus shall be 60% of the standard in principle.

Article 19

For those who leave their positions with approval for personal reasons (including sick leave, full-time training, etc.) in the evaluation year, their position salary shall remain unchanged, and the annual performance bonus and benefits standards shall be proposed by the Personnel and Remuneration Committee, submitted to the Board of Directors for review and finally approved by the general meeting of shareholders.

Article 20

For those who are dismissed or suspended from duties for some reasons, or have other exceptional cases, their remuneration and benefits arrangement shall be proposed by the Personnel and Remuneration Committee, submitted to the Board of Directors for review and finally approved by the general meeting of shareholders.

Chapter 7 Supplementary Provisions

Article 21

The annual salary and cash allowances are pre-tax income. Personal income taxes, statutory social securities shall be paid in compliance with relevant regulations on

personal income tax and social securities. Personal income taxes, social securities and membership dues of trade union shall be paid in compliance with government policies at national or local level and the policies of BOC.

Article 22

The Measures shall take effect as of January 1, 2007.

Article 23

The Personnel and Remuneration Committee is responsible for interpreting the Measures.

Implementation Plan on Management Measures on Remuneration of Chairman of the Board of Directors and Chairman of the Board of Supervisors of Bank of China

I Proposal on the target annual salary at various levels and grades under the new Measures

It is proposed to adjust our Bank's target annual salary of Chairman of the Board of Directors in 2007 to RMB1,100,000, and that of Chairman of the Board of Supervisors to RMB1,030,000 respectively.

According to the measures, there is no specified relation between position and remuneration levels for Chairman of the Board of Directors and Chairman of the Board of Supervisors. The remuneration standards for Chairman of the Board of Directors and Chairman of the Board of Supervisors shall be set by the Board of Directors on basis of development strategy, market condition and operating performance of BOC.

II Proposal on the implementing proportion of the position salary for the senior management

As approved at the shareholders' meeting in September 2005, the proportion of the position salary for Chairman of the Board of Directors, Chairman of the Board of Supervisors was determined as 100% respectively. It is proposed to keep the implementing proportion of the position salary unchanged in 2007.

Proposal on the Issues Related to the Remuneration of Independent Directors

According to the *Resolution* of the Interim General Meeting of Shareholders held on Dec. 30, 2004, remuneration before tax to directors paid by our bank is as follows (in RMB, the same below): basic remuneration of RMB 200,000.00/person/year, additional duty allowance of RMB 200,000.00/person/year will be paid to the persons taking the position of Risk Policy Committee or Audit Committee chairman, and additional duty allowance of RMB 100,000.00 will be paid to the chairmen of other special committees . Additional duty allowance of RMB 50,000.00 /person/year will be paid to the persons being members of special committees. The original *Resolution* provides that remuneration for the directors who take positions concurrently in different committees will be paid according to the highest level, rather than in an accumulative manner.

Considering that the roles and responsibilities of the independent directors being members of different committees are comparatively independent, and they all contribute lot of efforts. It is hereby proposed to calculate the remuneration of the independent directors taking positions in different committees in an accumulative manner, on the premise of keeping their basic remuneration and allowance unchanged.

13. 2006 performance appraisal results and performance bonus plan for the Chairman of the Board of Directors, the Chairman of the Board of Supervisors and the Supervisors

2006 performance appraisal results and performance bonus plan for the Chairman of the Board of Directors

In accordance with the *Management Measures on Performance Evaluation of the Chairman of Board of Bank of China* and the *Management Measures on Remuneration of the Chairman of Board, Chairman of Board of Supervisors, Executive Directors and Supervisors of Bank of China* approved by the Board of Directors, the Personnel and Remuneration Committee of the Board of Directors has completed the 2006 performance evaluation for the Chairman of the Board according to relevant procedures.

According to the *Measures*, in terms of the finance, client, work progress, staff learning and growth dimensions, the score of director weighting 60%, the Senior management 40%, the final total score is 115.21. Considering that the annual evaluation score exceeds 110, we suggest the annual evaluation result be A+.

The annual rewards of the Chairman of the Board in 2006 consist of two parts: annual performance salary and special rewards. The annual performance salary is RMB577,600.

According to provisions relevant to “special rewards” in the *Measures on Remuneration*, it is suggested that “excess reward” of RMB125,000 should be given to the Chairman of the Board as well as normal performance salary to honor the huge efforts paid and outstanding performance obtained in 2006.

According to the above distribution plan, the total amount of annual performance salary and excess reward of the Chairman of Board in 2006 is RMB 702,600.

2006 Performance Evaluation Result and Remuneration Distribution Plan for the Chairman of Board of Supervisors

China Safe Investment Ltd. has finished the performance measurement for Chairman of Board of Supervisors, the performance evaluation result of Chairman of Board of Supervisors is A. With measurement results, we suggest a distribution plan as follows:

Total Performance bonus is RMB 475,500, over-fulfillment rewards is RMB179,000, total is RMB 654,500.

2006 Performance Evaluation Result and Remuneration Distribution Plan for full-time Supervisors assigned by Shareholders

In accordance with the Rules of Bank of China for Performance Evaluation of the full-time Supervisors assigned by Shareholders, the Chairman of Board of Supervisors have finished the performance measurement for full-time Supervisors assigned by Shareholders in 2006. With measurement results, We suggest rewards distribution policy for supervisors in 2006 as following:

Mr. Wang Xueqiang: the evaluation score is 106.21 and the evaluation grade is A with the total bonus RMB 384,100.

Mr. Liu Wanming: the evaluation score is 104.95 and the evaluation grade is A with the total bonus RMB380,000.

14. Duty Report of Independent Directors of Bank of China Limited for the Year of 2006

March 22, 2007

Dear shareholders,

In accordance with provisions and requirements of the Company Law, the *Guidelines for Introducing Independent Directors to the Board of Directors of Listed Companies*, the laws and regulations applicable to Bank of China (the Bank), and the Bank's Articles of Association, we, the independent directors attended meetings of the Board of Directors and the Shareholders held in 2006. To the best of our knowledge and belief, we have fully discharged our duties and responsibilities in respect of all major matters in which the Board as a whole had been called upon to make a decision or is required by law or the Articles of Association of the Bank to do so. In discharging our duties and responsibilities, we have to their best of our ability and in the time available to us, carried out in-depth review of the information supplied by the management, and offered independent opinions on relevant issues to the Board as a whole, with a view to safeguarding the interests of the Bank and its shareholders, and especially the interests of minority shareholders.

In the course of the discharge of our functions, we have been provided proactive and effective cooperation and assistance from other members of the Board, Senior Management and related personnel.

In 2007, we will continue to work conscientiously and faithfully perform our responsibilities according to laws and regulations governing the Bank, the Articles of Association of the Bank and good corporate governance practices, with a view to safeguarding the rights and interests of the Bank and its shareholders, especially the interests of minority shareholders.

Anthony Francis NEOH,

William Peter COOKE,

Patrick de SAINT-AIGNAN,
Alberto TOGNI

Independent Directors of Bank of China Limited

15. The amendments to the Articles of Association of the Bank

Please refer to the relevant part of special resolution of “Bank of China Limited Notice of 2006 Annual General Meeting” for the amendments to the Articles of Association of Bank of China Limited.