

**中國銀行股份有限公司**  
**BANK OF CHINA LIMITED**

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

**PROXY FORM**

**For the Annual General Meeting of Bank of China Limited  
 to be held on 19 June 2008 and at any adjournment thereof**

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of <sup>(Note 2)</sup> \_\_\_\_\_

being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_

A-Shares/H-Shares <sup>(Note 3)</sup> of RMB1.00 each in the capital of Bank of China Limited (the "Bank"), hereby appoint the Chairman of the meeting <sup>(Notes 4 and 5)</sup> or \_\_\_\_\_ of \_\_\_\_\_

and/or \_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Bank to be held at Central Garden Hotel, No. 18 Gaoliangqiaoxiejie, Xizhimenwai Ave., Haidian District, Beijing, the People's Republic of China and at Island Ballroom, Island Shangri-La, Hong Kong, Level 5, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 19 June 2008 at 3:00 p.m. and at any adjournment thereof and to exercise all rights conferred on proxies under law, regulation and the Articles of Association of the Bank.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the Annual General Meeting.

Please indicate how you wish your vote(s) to be cast by ticking the appropriate box next to each resolution. <sup>(Note 6)</sup>

Ordinary Resolutions	For	Against	Abstain
1. To consider and approve the 2007 Annual Report of the Bank.			
2. To consider and approve the 2007 Working Report of the Board of Directors of the Bank.			
3. To consider and approve the 2007 Working Report of the Board of Supervisors of the Bank.			
4. To consider and approve the 2007 Annual Financial Statements of the Bank.			
5. To consider and approve the 2008 Annual Budget of the Bank.			
6. To consider and approve the 2007 Profit Distribution Plan of the Bank.			
7. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Limited Company and PricewaterhouseCoopers as the external auditors of the Bank and their audit fees for 2008.			
8. To consider and approve the re-election of Sir Frederick Anderson GOODWIN as a Non-executive Director of the Bank.			
9. To consider and approve the 2007 Performance Appraisal and Bonus Plans for the Chairman of the Board of Directors, the Executive Directors, the Chairman of the Board of Supervisors and the Supervisors of the Bank.	/		
9.1 To consider and approve the 2007 Performance Appraisal and Bonus Plan for Mr. XIAO Gang, the Chairman of the Board of Directors of the Bank.			
9.2 To consider and approve the 2007 Performance Appraisal and Bonus Plan for Mr. LI Lihui, the Vice-chairman of the Board of Directors and the President of the Bank.			
9.3 To consider and approve the 2007 Performance Appraisal and Bonus Plan for Mr. LI Zaohang, the Executive Director and the Executive Vice-president of the Bank.			
9.4 To consider and approve the 2007 Performance Appraisal and Bonus Plan for Mr. HUA Qingshan.			
9.5 To consider and approve the 2007 Performance Appraisal and Bonus Plan for Mr. LIU Ziqiang, the Chairman of the Board of Supervisors of the Bank.			
9.6 To consider and approve the 2007 Performance Appraisal and Bonus Plan for full-time Supervisors of the Bank assigned by shareholders.			

Ordinary Resolutions	For	Against	Abstain
10. To consider and approve the Remuneration Adjustment Scheme for the Non-executive Directors of the Bank.			
11. To consider and approve the Continuing Connected Transactions between the Bank and BOCHK Group and the Annual Caps.*			
12. To consider the Duty Report of Independent Directors of the Bank.**			
<b>Special Resolution</b>			
13. To consider and approve the resolution in relation to the issue of Renminbi-denominated bonds in Hong Kong for an amount not exceeding RMB7 billion and the authorization of the Board of Directors to finalize and deal with all related matters.***			

\* Details of the Continuing Connected Transactions and the Annual Caps are set out in the circular despatched to shareholders on 22 February 2008.

\*\* This is submitted to shareholders for consideration but not for approval. The Duty Report of Independent Directors is set out in Appendix III of the circular despatched to shareholders on 30 April 2008 for shareholders' information.

\*\*\* The full text of the Resolution is set out in the Notice of Annual General Meeting which is included in the circular despatched to shareholders on 30 April 2008.

Signature: \_\_\_\_\_ (Note 7)

Date: \_\_\_\_\_ 2008

**NOTES:**

- Please insert full name(s) in **BLOCK CAPITALS**.
- Please insert full address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all shares in the capital of the Bank registered in your name(s). Please cross out the type of shares (A-Shares or H-Shares) to which this proxy form does not relate.
- If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf whether on a show of hands or on a poll. A proxy need not be a shareholder of the Bank, but must attend the meeting in person in order to represent you.
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **Any changes should be initialed.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED "ABSTAIN"**. If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorized in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. **In case of joint shareholdings, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Bank in respect of the joint shareholding.**
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the Bank's Board Secretariat (for A-Share Holders) or the H-Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (for H-Share Holders), **at least 24 hours before the meeting or adjourned meeting**. The Bank's Board Secretariat is located at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, the People's Republic of China. Computershare Hong Kong Investor Services Limited is located at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. The effective period of appointment of your proxy appointed under this proxy form shall cease upon conclusion of the Annual General Meeting or any adjourned meeting.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.