



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Bank of China Limited (the "Bank") will 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. (registration will begin at 2:00 p.m.) for the purpose of considering the following resolutions:

ORDINARY RESOLUTIONS

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.
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. ^{Note 2}
12. To consider the Duty Report of Independent Directors of the Bank. ^{Note 3}

SPECIAL RESOLUTION

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.

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

(a) Issue size

Taking into account the total amount of Renminbi-denominated deposit in Hong Kong and the development of Hong Kong bond market, the issue size will not exceed RMB7 billion.

(b) Term

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

(c) Interest rate

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

By Order of the Board
YEUNG Cheung Ying
Company Secretary

30 April 2008

Notes:

1. Details of the above resolutions are set out in Appendix I of the circular which will be despatched to the H-Share Holders of the Bank on the same day of this Notice (the “AGM Circular”). 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, and the Duty Report of the Independent Directors are set out in Appendices II and III of the AGM Circular respectively. The AGM Circular can also be viewed and downloaded from the Bank’s website at www.boc.cn or the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.
2. Details of the Continuing Connected Transactions between the Bank and BOCHK Group and the Annual Caps are set out in the circular despatched to the H-Share Holders of the Bank on 22 February 2008. That circular can also be viewed and downloaded from the Bank’s website at www.boc.cn or the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.
3. Pursuant to the requirements under the Rules of Shareholders’ Meeting of Listed Companies of the China Securities Regulatory Commission, independent directors shall issue a duty report at the annual general meeting. Such report will be submitted to shareholders for consideration but not for shareholders’ approval. The Duty Report of Independent Directors of the Bank is set out in Appendix III of the AGM Circular for shareholders’ information.

4. **The Board of Directors of the Bank has recommended a final dividend of RMB0.10 per share for the year ended 31 December 2007** and, if such dividend is declared by the shareholders passing Resolution No. 6, **it is expected to be paid on or about Tuesday, 8 July 2008 to those shareholders whose names appear on the Register of Members of the Bank on Thursday, 26 June 2008. The Register of Members will be closed from Saturday, 21 June 2008 to Thursday, 26 June 2008 (both days inclusive).** In order to be entitled to the dividend, H-Share Holders who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H-Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Friday, 20 June 2008.

5. According to article 96 of the Bank's Articles of Association, resolutions at a shareholders' meeting shall be decided by show of hands unless requested by the listing rules of the place where the Bank's shares are listed or a poll is demanded before or after any vote on a show of hands. A poll may be demanded by (i) the Chairman of the meeting; or (ii) at least two shareholders entitled to vote, present in person or by proxy; or (iii) one or more shareholders present in person or by proxy holding individually or jointly 10% (inclusive) or more of the shares carrying the right to vote at the meeting.

By virtue of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the votes for approving the resolutions in respect of the Continuing Connected Transactions are required to be taken by way of a poll. Meanwhile, as a good corporate governance practice, the Chairman of the Annual General Meeting has indicated that he would direct that each of the other resolutions set out in this Notice be voted on by poll.

6. Any shareholder entitled to attend and vote at the Annual General Meeting convened by this Notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Bank.

7. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power of attorney or authority, should 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 Annual General Meeting or any adjourned meeting thereof. 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. Completion and return of a proxy form will not preclude a shareholder from attending in person and voting at the Annual General Meeting or any adjournment thereof should he/she so wish.

8. **The H-Share Register of Members of the Bank will be closed, for the purpose of determining shareholders' entitlement to attend the Annual General Meeting, from Tuesday, 20 May 2008 to Thursday, 19 June 2008 (both days inclusive),** during which period no transfer of shares will be registered. In order to attend the Annual General Meeting, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Bank's H-Share Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 19 May 2008. **A-Share Holders whose names appear on the Register of Members** maintained by the Shanghai branch of China Securities Depository and Clearing Corporation Limited and **H-Share Holders whose names appear on the Register of Members** maintained by Computershare Hong Kong Investor Services Limited **as at the close of market on Wednesday, 11 June 2008, will be eligible to attend the Annual General Meeting.**

9. In case of joint shareholdings, 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.

10. Shareholders who intend to attend the Annual General Meeting in person or by proxy should return the reply slip for the Annual General Meeting to the Board Secretariat of the Bank (for A-Share Holders) or the Bank's H-Share Registrar, Computershare Hong Kong Investor Services Limited (for H-Share Holders), by hand, by post or by fax before Friday, 30 May 2008. The address of the Bank's Board Secretariat is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, the People's Republic of China (Telephone: (8610) 6659 4567 or (8610) 6659 2756, Fax: (8610) 6659 4579). 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 (Telephone: (852) 2862 8633).
11. The Annual General Meeting is expected to last for about half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses. Shareholders or their proxies shall produce their identity documents.

As at the date of this notice, the Directors of the Bank are: XIAO Gang, LI Lihui, LI Zaohang, ZHOU Zaiqun, ZHANG Jinghua, HONG Zhihua*, HUANG Haibo*, CAI Haoyi*, WANG Gang*, LIN Yongze*, Sir Frederick Anderson GOODWIN*, SEAH Lim Huat Peter*, Anthony Francis NEOH#, Alberto TOGNI#, HUANG Shizhong# and HUANG Danhan#.*

* *Non-executive Directors*

Independent Non-executive Directors