



中國銀行

BANK OF CHINA

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)**

## **POLL VOTE RESULTS OF 2007 ANNUAL GENERAL MEETING HELD ON 19 JUNE 2008**

The Board of Directors of Bank of China Limited (the "Bank") is pleased to announce the poll vote results of the 2007 Annual General Meeting (the "Meeting") of the Bank held on Thursday, 19 June 2008 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.

### **1. Convening and Attendance of the Meeting**

The Meeting was held on 19 June 2008 at 3:00 p.m. 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.

The total number of shares in issue as at the date of the Meeting was 253,839,162,009, which was the total number of shares entitling the holders to attend and vote on the resolutions proposed at the Meeting. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the Meeting. There were in aggregate 696 shareholders and authorized representatives attending the Meeting, representing 223,840,835,710 shares, accounting for 88.1822% of the total shares with voting rights of the Bank. The Meeting was convened by the Board of Directors and presided over by Chairman Xiao Gang, all directors, supervisors, the Board Secretary and the Company Secretary attended the meeting, together with some attendees from the Senior Management as observer. The Meeting was convened in compliance with the relevant provisions of the Company Law of the People's Republic of China and the Articles of Association of the Bank.

## 2. Consideration and Approval of Proposals

The following proposals were considered and approved by the shareholders present at the Meeting by means of poll:

| Ordinary Resolutions |   | Votes (%)                       |                          |                              |
|----------------------|---|---------------------------------|--------------------------|------------------------------|
|                      |   | For                             | Against                  | Abstain                      |
| 1                    | To consider and approve the 2007 Annual Report of the Bank.   | 222,682,595,207<br>(99.482561%) | 1,035,000<br>(0.000462%) | 1,157,205,503<br>(0.516977%) |
|                      | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |                                 |                          |                              |
| 2                    | To consider and approve the 2007 Working Report of the Board of Directors of the Bank.  | 222,682,551,207<br>(99.482541%) | 1,035,000<br>(0.000462%) | 1,157,249,503<br>(0.516997%) |
|                      | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |                                 |                          |                              |
| 3                    | To consider and approve the 2007 Working Report of the Board of Supervisors of the Bank.  | 222,682,545,207<br>(99.482538%) | 1,037,000<br>(0.000463%) | 1,157,253,503<br>(0.516999%) |
|                      | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |                                 |                          |                              |
| 4                    | To consider and approve the 2007 Annual Financial Statements of the Bank.   | 222,682,539,207<br>(99.482536%) | 1,037,000<br>(0.000463%) | 1,157,259,503<br>(0.517001%) |
|                      | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |                                 |                          |                              |
| 5                    | To consider and approve the 2008 Annual Budget of the Bank.   | 222,972,321,207<br>(99.611995%) | 1,040,000<br>(0.000465%) | 867,474,503<br>(0.387540%)   |
|                      | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |                                 |                          |                              |
| 6                    | To consider and approve the 2007 Profit Distribution Plan of the Bank.  | 222,973,233,207<br>(99.612402%) | 21,000<br>(0.000009%)    | 867,581,503<br>(0.387589%)   |
|                      | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |                                 |                          |                              |

|   |   |                                 |                            |                            |
|---|---|---------------------------------|----------------------------|----------------------------|
| 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. | 222,975,584,207<br>(99.613452%) | 28,000<br>(0.000013%)      | 865,223,503<br>(0.386535%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |   |                                 |                            |                            |
| 8   | To consider and approve the re-election of Sir Frederick Anderson GOODWIN as a Non-executive Director of the Bank.  | 222,666,629,831<br>(99.475428%) | 308,880,876<br>(0.137991%) | 865,325,003<br>(0.386581%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |   |                                 |                            |                            |
| 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.  | 222,974,862,317<br>(99.613130%) | 651,890<br>(0.000291%)     | 865,321,503<br>(0.386579%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |   |                                 |                            |                            |
| 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.  | 222,974,827,317<br>(99.613114%) | 652,890<br>(0.000292%)     | 865,355,503<br>(0.386594%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |   |                                 |                            |                            |
| 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.  | 222,974,789,317<br>(99.613097%) | 655,890<br>(0.000293%)     | 865,390,503<br>(0.386610%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |   |                                 |                            |                            |

|   |  |                                 |                          |                            |
|---|--|---------------------------------|--------------------------|----------------------------|
| 9.4   | To consider and approve the 2007 Performance Appraisal and Bonus Plan for Mr. HUA Qingshan.  | 222,972,507,317<br>(99.612078%) | 657,890<br>(0.000294%)   | 867,670,503<br>(0.387628%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |  |                                 |                          |                            |
| 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. | 222,972,528,307<br>(99.612087%) | 676,900<br>(0.000302%)   | 867,630,503<br>(0.387611%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |  |                                 |                          |                            |
| 9.6   | To consider and approve the 2007 Performance Appraisal and Bonus Plan for full-time Supervisors of the Bank assigned by shareholders.            | 222,972,513,312<br>(99.612080%) | 660,895<br>(0.000295%)   | 867,661,503<br>(0.387625%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |  |                                 |                          |                            |
| 10  | To consider and approve the Remuneration Adjustment Scheme for the Non-executive Directors of the Bank.  | 222,974,398,808<br>(99.612923%) | 1,105,900<br>(0.000494%) | 865,331,002<br>(0.386583%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |  |                                 |                          |                            |
| 11  | To consider and approve the Continuing Connected Transactions between the Bank and BOCHK Group and the Annual Caps.                              | 222,973,260,307<br>(99.612414%) | 54,900<br>(0.000025%)    | 867,520,503<br>(0.387561%) |
| As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. |  |                                 |                          |                            |

| <b>Special Resolution</b>   |  |                                 |                          |                              |
|---|--|---------------------------------|--------------------------|------------------------------|
| 12  | 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. | 222,682,595,207<br>(99.482561%) | 1,035,000<br>(0.000462%) | 1,157,205,503<br>(0.516977%) |
| As more than two third of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution. |  |                                 |                          |                              |

Computershare Hong Kong Investor Services Limited (the H-Share Registrar of the Bank) was appointed as scrutineers of the Meeting.

For details of the aforesaid resolutions, shareholders may refer to the notice of the Meeting and the circular of H shares issued by the Bank on 30 April 2008. The notice, the circular of H shares and meeting materials concerning the Meeting can be downloaded from the website of the Bank ([www.boc.cn](http://www.boc.cn)).

### **3. Distribution of Final Dividends**

At the Meeting, the shareholders of the Bank resolved to declare a final dividend (including tax) of RMB0.10 per share, amounting to approximately RMB25.384 billion for the year ended 31 December 2007 (“2007 Final Dividend”). The Board of the Directors of the Bank is pleased to announce that the 2007 Final Dividend will be paid to all A-Share Holders and H-Share Holders whose names appear on the Register of Members of the Bank at the close of business 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. The 2007 Final Dividend of the Bank will be denominated and declared in RMB. Dividend for A-Share Holders will be paid in RMB and dividend for H-Share Holders 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 Thursday, 19 June 2008 (such day inclusive) as announced by the People’s Bank of China. The dividend distribution date is expected to be Tuesday, 8 July 2008.

Pursuant to the Articles of Association of the Bank, the Bank has appointed Bank of China (Hong Kong) Trustees Limited (the “Receiving Agent”), which is registered as a trust company under the Trustee Ordinance (Chapter 29 of the laws of Hong Kong), to receive on behalf of its H-Share Holders the 2007 Final Dividend declared in respect of the H Shares of the Bank. The dividend warrants for the 2007 Final Dividend will be issued by the Receiving Agent and will be posted by ordinary mail to H-Share Holders at their own risk on Tuesday, 8 July 2008 (which is the dividend distribution date of the 2007 Final Dividend in respect of the H Shares of the Bank).

The Bank will make separate announcement in the Mainland regarding payment of 2007 Final Dividend to A-Share Holders and related matters.

#### **4. Witness by Attorneys**

King & Wood PRC Lawyers witnessed the Meeting and issued legal opinion certifying that the convening and procedures of the Meeting conformed to the requirements of the law, administrative regulations, Rules for Shareholders' Meeting of Listed Company and the Article of Association of the Bank, the qualifications of the attendees and the convener were lawful and valid, the voting process and the voting results were lawful and valid, and the resolutions passed at the Meeting were lawful and valid.

By Order of the Board  
**YEUNG Cheung Ying**  
*Company Secretary*

Beijing, PRC, 19 June 2008

*As at the date of this announcement, the Directors of the Bank are: XIAO Gang, LI Lihui, LI Zaohang, ZHOU Zaiqun, ZHANG Jinghua\*, HONG Zihua\*, 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*