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

(Stock Code: 3988)

NOTICE OF 2010 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2010 first extraordinary general meeting (the “**EGM**”) of Bank of China Limited (the “**Bank**”) will be held at the Multi-function Hall, B2, Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, the People’s Republic of China (“**PRC**”) at 2:30 p.m. (registration will begin at 1:00 p.m.) on Friday, 19 March 2010 for the purpose of considering and approving the following resolutions:

SPECIAL RESOLUTIONS

1. “**THAT:**

- (a) Subject to paragraphs (i), (ii) and (iii) below, the Board and/or a board committee as authorized by the Board be and is hereby granted, during the Relevant Period (as hereafter defined), an unconditional general mandate to separately or concurrently allot, issue and/or deal with A Shares and/or H Shares, and to make or grant offers, agreements, options or conversion rights in respect thereof:
 - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, options or conversion rights which might require the exercise of such powers after the end of the Relevant Period;

- (ii) the aggregate nominal amount of the A Shares and/or H Shares to be allotted, issued and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with by the Board shall not exceed 20% of the aggregate nominal amount of each of the existing A Shares and/or H Shares at the date of the passing of this resolution; and
 - (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) or applicable laws, rules and regulations of other government or regulatory bodies and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.
- (b) For the purpose of this special resolution, “Relevant Period” means the period from the date of passing of this special resolution until the earliest of:
- (i) the conclusion of the next annual general meeting of the Bank following the passing of this special resolution; or
 - (ii) the expiration of the 12-month period following the passing of this special resolution; or
 - (iii) the date on which the authority granted to the Board set out in this special resolution is revoked or varied by a special resolution of the shareholders of the Bank in a general meeting.
- (c) Contingent on the Board resolving to issue shares pursuant to paragraph (a) of this special resolution, the Board is authorized to increase the registered capital of the Bank to reflect the number of shares to be issued by the Bank pursuant to paragraph (a) of this special resolution and to make such appropriate and necessary amendments to the Articles of Association of the Bank as they think fit to reflect such increase in the registered capital of the Bank and to take any other action and complete any formality required to effect the issuance of shares pursuant to paragraph (a) of this special resolution and the increase in the registered capital of the Bank.” (Note 1)

2. **“THAT** each of the following items in respect of the proposed issuance of the A share convertible corporate bonds (**“Convertible Bonds”**) within the PRC by the Bank be and is hereby individually approved, and shall be implemented subsequent to the granting of the approval from the relevant governmental authorities in the PRC upon application:
 - 2.1 Type of securities to be issued
 - 2.2 Issue size
 - 2.3 Par value and issue price
 - 2.4 Term
 - 2.5 Interest rate
 - 2.6 Method and timing of interest payment
 - 2.7 Conversion period
 - 2.8 CB Conversion Price and adjustment
 - 2.9 Downward adjustment to CB Conversion Price
 - 2.10 Conversion method of fractional share
 - 2.11 Terms of redemption
 - 2.12 Redemption at the option of the CB Holders
 - 2.13 Dividend rights of the year of conversion
 - 2.14 Method of issuance and target subscribers
 - 2.15 Subscription arrangement for the existing A Shareholders
 - 2.16 CB Holders and meetings
 - 2.17 Use of proceeds from the issuance of the Convertible Bonds
 - 2.18 Special provisions in relation to supplementary capital
 - 2.19 Guarantee and security
 - 2.20 The validity period of the resolution of the issuance of the Convertible Bonds
 - 2.21 Matters relating to authorization in connection with the issuance of the Convertible Bonds” (Note 1)

ORDINARY RESOLUTIONS

3. **“THAT** the Capital Management Plan (2010 to 2012) be and is hereby approved and confirmed.” (Note 1)
4. **“THAT** the Feasibility Analysis Report on Use of Proceeds of the Public Issuance of A Share Convertible Corporate Bonds by the Bank be and is hereby approved and confirmed.” (Note 1)

5. “**THAT** the Utilization Report on the Use of Proceeds from the Previous Issuance of Securities by the Bank be and is hereby approved and confirmed.” (Note 1)
6. “**THAT** the election of Mr. Li Jun as a supervisor of the Bank be and is hereby approved and confirmed.” (Note 1)

By Order of the Board
Bank of China Limited
YEUNG Cheung Ying
Company Secretary

27 January 2010

Notes:

1. Details of the resolution are set out in the circular (“**Circular**”) of the Bank dated 27 January 2010. Unless otherwise defined in this notice, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.
2. In accordance with the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. As such, all the resolutions set out in this notice of EGM will be voted by poll.
3. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy needs not be a shareholder of the Bank. Results of the poll voting will be published on the Bank’s website at www.boc.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.
4. 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 notarially certified copy of such power of attorney or authority, should be completed and deposited at the Bank’s Board Secretariat (for A Shareholders) or the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (for H Shareholders), at least 24 hours before the EGM 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, PRC. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Completion and return of a proxy form will not preclude a shareholder of the Bank from attending in person and voting at the EGM or any adjournment thereof should he/she so wishes.
5. The H Share Register of Members of the Bank will be closed, for the purpose of determining the eligibility of H Shareholders to attend, and vote at, the EGM, from Saturday, 13 February 2010 to Friday, 19 March 2010 (both days inclusive), during which period no transfer of H shares of the Bank will be registered. For H Shareholders who wish to attend the EGM, 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, by 4:30 p.m. on Friday, 12 February 2010. Any H Shareholders whose names appear on the Register of Members of the Bank maintained by Computershare Hong Kong Investor Services Limited as at the close of business on Friday, 12 February 2010 will be eligible to attend, and vote at, the EGM.

6. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip for the EGM to the Board Secretariat of the Bank (for A Shareholders) or the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders), by hand, by post or by fax before Friday, 26 February 2010. The address of the Bank's Board Secretariat is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, PRC (Telephone: (8610) 6659 4572 or (8610) 6659 2756, Fax: (8610) 6659 4579). Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).
7. 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.
8. The EGM is estimated 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 when attending the EGM.

As at the date of this announcement, 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*, SEAH Lim Huat Peter*, Anthony Francis NEOH**, Alberto TOGNI**, HUANG Shizhong** and HUANG Danhan**.*

* *Non-executive Directors*

** *Independent Non-executive Directors*