

## 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 2010 First Extraordinary General Meeting of Bank of China Limited to be held on Friday, 19 March 2010 and at any adjourned meeting 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 share 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 2010 first extraordinary general meeting ("EGM") of the Bank to be held at the Multi-function Hall, B2, Bank of China  
 Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, People's Republic of China ("PRC") at 2:30 p.m. on Friday,  
**19 March 2010** 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 EGM.

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

Special resolutions	For	Against	Abstain
1. <b>THAT:</b> (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.			
2. <b>THAT</b> 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			

<b>Special resolutions</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
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”			
<b>Ordinary resolutions</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
3.	“ <b>THAT</b> the Capital Management Plan (2010 to 2012) be and is hereby approved and confirmed.”			
4.	“ <b>THAT</b> 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.”			
5.	“ <b>THAT</b> the Utilization Report on the Bank’s Use of Proceeds from the Previous Issuance of Securities by the Bank be and is hereby approved and confirmed.”			
6.	“ <b>THAT</b> the election of Mr. Li Jun as a supervisor of the Bank be and is hereby approved and confirmed.”			

\* Details of the resolutions are set out in the circular (“**Circular**”) of the Bank dated 27 January 2010. Unless otherwise defined in this proxy form, capitalized terms used in this proxy form shall have the same meanings as those defined in the Circular.

Signature \_\_\_\_\_ (Note7)

Date \_\_\_\_\_

**NOTES:**

1. Please insert full name(s) in **BLOCK CAPITALS**.
2. Please insert full address(es) in **BLOCK CAPITALS**.
3. 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.
4. 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. A proxy need not be a shareholder of the Bank, but must attend the meeting in person in order to represent you.
5. 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.
6. **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.
7. 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.**
8. 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 holders of A shares) or the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (for holders of H shares), **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, PRC. Computershare Hong Kong Investor Services Limited is located at 17M 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 EGM or any adjourned meeting.
9. Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.