

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

ANNOUNCEMENT

**POLL RESULTS OF
THE 2010 SECOND EXTRAORDINARY GENERAL MEETING,
THE 2010 FIRST H SHAREHOLDERS CLASS MEETING AND
THE 2010 FIRST A SHAREHOLDERS CLASS MEETING**

The board of directors (the “**Board**”) of Bank of China Limited (the “**Bank**”) is pleased to announce the poll results of the 2010 second extraordinary general meeting of the Bank (the “**2010 Second EGM**”), the 2010 first H shareholders class meeting of the Bank (the “**2010 First H Shareholders Class Meeting**”), and the 2010 first A shareholders class meeting of the Bank (the “**2010 First A Shareholders Class Meeting**”, together with the 2010 Second EGM, the 2010 First H Shareholders Class Meeting, collectively referred to as the “**Meetings**”) 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 (the “**PRC**”) on Friday, 20 August 2010.

For details of the resolutions considered at the Meetings, shareholders may refer to the notices of the Meetings and the circular (the “**Circular**”) of the Bank, all dated 2 July 2010. The aforesaid notices and Circular can be downloaded from the website of the Bank (www.boc.cn). Unless otherwise defined in this announcement, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

1. Convening and Attendance of the Meetings

(1) Convening of the Meetings

The Meetings were held as on-site meetings on Friday, 20 August 2010 at the Multi-function Hall, B2, Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, the PRC. The 2010 First H Shareholders Class Meeting has adopted the voting mode of on-site voting. The 2010 Second EGM and 2010 First A Shareholders Class Meeting have adopted the voting modes of on-site voting as well as internet voting. Internet voting was conducted through the trading system of Shanghai Stock Exchange and was participated by the holders of A Shares of the Bank.

(2) Attendance of the Meetings

Attendance of the 2010 Second EGM

The total number of the issued shares of the Bank as at the date of the 2010 Second EGM 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 2010 Second EGM. There were no restrictions on any Shareholder casting votes on the proposed resolutions at the 2010 Second EGM. A total of 545 Shareholders and authorized proxies, holding an aggregate of 217,570,951,236 Shares, representing 85.7121% of the total Shares with voting rights of the Bank, were present at the 2010 Second EGM.

Attendance of the 2010 First H Shareholders Class Meeting

The total number of the issued H Shares of the Bank as at the date of the 2010 First H Shareholders Class Meeting was 76,020,251,269, which was the total number of H Shares entitling the holders to attend and vote on the resolutions proposed at the 2010 First H Shareholders Class Meeting. There were no restrictions on any H Shareholder casting votes on the proposed resolutions at the 2010 First H Shareholders Class Meeting. A total of 5 holders of H Shares and authorized proxies, holding an aggregate of 45,571,139,158 H Shares, representing 59.9461% of the total H Shares with voting rights of the Bank, were present at the 2010 First H Shareholders Class Meeting.

Attendance of the 2010 First A Shareholders Class Meeting

The total number of the issued A Shares of the Bank as at the date of the 2010 First A Shareholders Class Meeting was 177,818,910,740, which was the total number of A Shares entitling the holders to attend and vote on the resolutions proposed at the 2010 First A Shareholders Class Meeting. There were no restrictions on any A Shareholder casting votes on the proposed resolutions at the 2010 First A Shareholders Class Meeting. A total of 540 holders of A Shares and authorized proxies, holding an aggregate of 171,869,712,878 A Shares, representing 96.6544% of the total A Shares with voting rights of the Bank, were present at the 2010 First A Shareholders Class Meeting.

The Meetings were convened by the Board and chaired by Mr. Xiao Gang, the Chairman of the Board. Directors, supervisors, the board secretary and the company secretary of the Bank attended the Meetings, together with representatives from the senior management. The Meetings were convened in compliance with the requirements of the Company Law of the PRC and the Article of Association of the Bank.

2. Voting Results of the Meetings

(1) Voting results of the 2010 Second EGM

The Shareholders of the Bank present at the 2010 Second EGM considered and approved the following resolutions by way of poll (on-site voting and internet voting):

	Special Resolution	Votes (%)		
		For	Against	Abstain
1.	RESOLVED THAT subject to the fulfillment of the conditions in respect of the Rights Issue as set out in the Circular, the issue by way of rights of the ordinary shares of RMB1.00 each in the capital of the Bank, on the following structure and terms, be and is hereby approved:			
1.1	Type and nominal value of the Rights Shares	217,438,005,042 (99.9389%)	65,676,665 (0.0302%)	67,269,529 (0.0309%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.2	Proportion and number of the Rights Shares to be issued	217,438,320,124 (99.9390%)	65,525,965 (0.0301%)	67,105,147 (0.0309%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.3	Subscription Price for the Rights Shares	217,437,327,070 (99.9386%)	65,574,835 (0.0301%)	68,049,331 (0.0313%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.4	Target subscribers for the Rights Issue	217,502,831,842 (99.9687%)	64,875,055 (0.0298%)	3,244,339 (0.0015%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.5	Use of proceeds	217,436,291,572 (99.9381%)	65,642,945 (0.0302%)	69,016,719 (0.0317%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.6	Effective period of the resolution	217,437,531,872 (99.9387%)	64,780,345 (0.0298%)	68,639,019 (0.0315%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.7	Authorisation for the Rights Issue	217,437,006,282 (99.9384%)	65,335,645 (0.0300%)	68,609,309 (0.0316%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

	Ordinary Resolutions	Votes (%)		
		For	Against	Abstain
2.	RESOLVED THAT all Shareholders after the completion of the Rights Issue will be entitled to share the accumulated undistributed profits of the Bank prior to the Rights Issue in proportion to their shareholding be and is hereby approved.	217,439,443,872 (99.9396%)	66,133,853 (0.0304%)	65,373,511 (0.0300%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	RESOLVED THAT the Feasibility Analysis Report on the Use of Proceeds Raised from the Rights Issue of A Shares and H Shares be and is hereby approved.	217,432,965,072 (99.9366%)	64,798,665 (0.0298%)	73,187,499 (0.0336%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4.	RESOLVED THAT the Report on the Use of Proceeds Raised from Previous Issuance of Securities be and is hereby approved.	217,432,456,472 (99.9363%)	65,505,545 (0.0301%)	72,989,219 (0.0336%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5.	RESOLVED THAT:			
5.1	the re-election of Ms. Hong Zhihua as non-executive Director be and is hereby approved.	216,411,437,895 (99.4671%)	924,602,545 (0.4250%)	234,910,796 (0.1079%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5.2	the re-election of Ms. Huang Haibo as non-executive Director be and is hereby approved.	216,839,921,265 (99.6640%)	496,109,275 (0.2280%)	234,920,696 (0.1080%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5.3	the re-election of Mr. Cai Haoyi as non-executive Director be and is hereby approved.	216,984,971,753 (99.7307%)	351,058,787 (0.1614%)	234,920,696 (0.1079%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

	Ordinary Resolutions	Votes (%)		
		For	Against	Abstain
5.4	the election of Ms. Sun Zhijun as non-executive Director be and is hereby approved.	217,080,483,695 (99.7746%)	342,906,845 (0.1576%)	147,560,696 (0.0678%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5.5	the election of Ms. Liu Lina as non-executive Director be and is hereby approved.	217,080,566,195 (99.7746%)	342,437,343 (0.1574%)	147,947,698 (0.0680%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5.6	the election of Ms. Jiang Yansong as non-executive Director be and is hereby approved.	217,080,566,695 (99.7746%)	342,813,845 (0.1576%)	147,570,696 (0.0678%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5.7	the election of Mr. Chow Man Yiu, Paul as independent non-executive Director be and is hereby approved.	217,360,689,403 (99.9034%)	62,120,245 (0.0286%)	148,141,588 (0.0680%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
6.	RESOLVED THAT the Remuneration Plan for the Chairman, Executive Directors, Chairman of Board of Supervisors and Supervisors of 2009 be and is hereby approved.	217,462,773,470 (99.9503%)	40,989,667 (0.0188%)	67,188,099 (0.0309%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

(2) Voting results of the 2010 First H Shareholders Class Meeting

The holders of the H Shares present at the 2010 First H Shareholders Class Meeting considered and approved the following resolutions by way of poll (on-site voting):

	Special Resolution	Votes (%)		
		For	Against	Abstain
1.	RESOLVED THAT subject to the fulfillment of the conditions in respect of the Rights Issue as set out in the Circular, the issue by way of rights of the ordinary shares of RMB1.00 each in the capital of the Bank, on the following structure and terms, be and is hereby approved:			
1.1	Type and nominal value of the Rights Shares	45,525,748,158 (99.9004%)	45,366,000 (0.0996%)	25,000 (0.0001%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.2	Proportion and number of the Rights Shares to be issued	45,525,186,158 (99.8992%)	45,930,000 (0.1008%)	23,000 (0.0001%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.3	Subscription Price for the Rights Shares	45,525,723,158 (99.9003%)	45,368,000 (0.0996%)	48,000 (0.0001%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.4	Target subscribers for the Rights Issue	45,525,161,158 (99.8991%)	45,922,000 (0.1008%)	56,000 (0.0001%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.5	Use of proceeds	45,525,004,158 (99.8988%)	45,366,000 (0.0996%)	769,000 (0.0017%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.6	Effective period of the resolution	45,525,164,158 (99.8991%)	45,924,000 (0.1008%)	51,000 (0.0001%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.7	Authorisation for the Rights Issue	45,525,720,158 (99.9003%)	45,368,000 (0.0996%)	51,000 (0.0001%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

(3) Voting results of the 2010 First A Shareholders Class Meeting

The holders of the A Shares present at the 2010 First A Shareholders Class Meeting considered and approved the following resolutions by way of poll (on-site voting and internet voting):

	Special Resolution	Votes (%)		
		For	Against	Abstain
1.	RESOLVED THAT subject to the fulfillment of the conditions in respect of the Rights Issue as set out in the Circular, the issue by way of rights of the ordinary shares of RMB1.00 each in the capital of the Bank, on the following structure and terms, be and is hereby approved:			
1.1	Type and nominal value of the Rights Shares	171,847,414,684 (99.9870%)	19,752,665 (0.0115%)	2,545,529 (0.0015%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.2	Proportion and number of the Rights Shares to be issued	171,847,175,584 (99.9869%)	20,154,965 (0.0117%)	2,382,329 (0.0014%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.3	Subscription Price for the Rights Shares	171,846,760,712 (99.9866%)	19,649,835 (0.0114%)	3,302,331 (0.0020%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.4	Target subscribers for the Rights Issue	171,847,011,484 (99.9868%)	19,511,055 (0.0114%)	3,190,339 (0.0018%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.5	Use of proceeds	171,846,444,214 (99.9865%)	19,718,945 (0.0115%)	3,549,719 (0.0020%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.6	Effective period of the resolution	171,846,408,514 (99.9864%)	19,415,345 (0.0113%)	3,889,019 (0.0023%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
1.7	Authorisation for the Rights Issue	171,846,415,924 (99.9864%)	19,413,645 (0.0113%)	3,883,309 (0.0023%)
	As more than two-thirds 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 Meetings.

The appointments of each of Ms. Sun Zhijun, Ms. Liu Lina and Ms. Jiang Yansong as non-executive Directors of the Bank and the appointment of Mr. Chow Man Yiu, Paul as independent non-executive Director of the Bank will commence from the date of approval of their respective qualifications by the China Banking Regulatory Commission. The Bank will issue a separate announcement in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited once the appointments have become effective.

Resolutions regarding the H Share Rights Issue and A Share Rights Issue can only be implemented after the Bank has applied to and obtained the relevant approvals from the relevant regulatory authorities, including the China Banking Regulatory Commission, the China Securities Regulatory Commission and The Stock Exchange of Hong Kong Limited.

3. Witness of Lawyers

King & Wood witnessed the Meetings and issued a legal opinion certifying that (i) the convening, procedures and other relevant matters of the Meetings are in compliance with the requirements of the law, administrative regulations of the PRC, Rules for General Meeting of Listed Companies and the Articles of Association of the Bank; (ii) the attendees and the convener were qualified; (iii) the voting process and the voting results were lawful and valid; and (iv) the resolutions passed at the Meetings were lawful and valid.

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

Beijing, PRC
20 August 2010

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*