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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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

According to the *Articles of Association* of Bank of China Limited (the “**Bank**”), any shareholder individually or jointly holding more than 5% of the total shares with voting rights of the Bank may, by submitting a written proposal to the shareholders’ meeting, recommend candidates for directorships. Moreover, any shareholder individually or jointly holding more than 3% of the total shares with voting rights of the Bank has the right to propose interim proposals no later than 10 days before a shareholders’ meeting and to submit such proposals to the board of directors of the Bank (the “**Board**”) in writing. The Board should notify the other shareholders within two days from the date of receipt of the proposals, and include the matters which are within the power of the shareholders’ meeting as matters to be considered at such shareholders’ meeting.

Central Huijin Investment Ltd., (“**Huijin**”), which currently holds approximately 67.73% of the total shares with voting rights of the Bank submitted written proposals to the Board on 8 May 2013 on the nomination of certain individuals as Executive Directors and Non-executive Directors of the Bank and the issuance of the qualified write-down tier-2 capital instruments. In accordance with the relevant laws and regulations and the *Articles of Association* of the Bank, the Board has put forward the abovementioned proposals for consideration and approval at the forthcoming Annual General Meeting of the Bank.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Bank will be held, as **originally scheduled**, at **9:30 a.m. (registration will begin at 8:30 a.m.) on Wednesday, 29 May 2013 at Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong, China and at the Multi-function Hall, B2, Bank of China Head Office Building, No.1 Fuxingmen Nei Dajie, Beijing, China**. Apart from the resolutions contained in the Notice of Annual General Meeting dated 11 April 2013 (the “**Original Notice**”), the following resolutions will also be considered and approved as ordinary resolutions and special resolution at the same meeting:

ORDINARY RESOLUTIONS

10. To consider and approve the Election of Directors of the Bank:
 - 10.1 To consider and approve the Election of Mr. Tian Guoli as Executive Director of the Bank
 - 10.2 To consider and approve the Election of Mr. Wang Yong as Non-executive Director of the Bank
11. To consider and approve the Re-election of Directors of the Bank:
 - 11.1 To consider and approve the Re-election of Ms. Sun Zhijun as Non-executive Director of the Bank
 - 11.2 To consider and approve the Re-election of Ms. Liu Lina as Non-executive Director of the Bank

SPECIAL RESOLUTION

12. To consider and approve the Proposal on the Issuance of the Qualified Write-down Tier-2 Capital Instruments

Except as stated in this supplemental notice, this supplemental notice does not affect the other proposals contained in the Original Notice or any information contained in the circular from the Bank to the shareholders dated 11 April 2013.

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

10 May 2013

As at the date of this announcement, the Directors of the Bank are: LI Lihui, LI Zaohang, WANG Yongli, SUN Zhijun, LIU Lina*, JIANG Yansong*, ZHANG Xiangdong*, ZHANG Qi*, Anthony Francis NEOH#, HUANG Shizhong#, HUANG Danhan#, CHOW Man Yiu, Paul#, Jackson TAI# and Nout WELLINK#.*

* *Non-executive Directors*

Independent Non-executive Directors

Notes:

1. Shareholders may view and download this Supplemental Notice of Annual General Meeting at the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and at the website of the Bank (www.boc.cn). For details of the proposal on the election of Mr. Tian Guoli as Executive Director and Mr. Wang Yong as Non-executive Director of the Bank, please refer to Exhibit 1 of this notice. For details of the proposal on the re-election of Ms. Sun Zhijun and Ms. Liu Lina as Non-executive Directors of the Bank, please refer to Exhibit 2 of this notice. For details of the proposal on the issuance of the qualified write-down tier-2 capital instruments, please refer to Exhibit 3 of this notice.
2. The Bank has on this date issued to shareholders a supplemental proxy form in respect of the above ordinary resolutions and special resolution. If you intend to appoint a proxy to attend the Annual General Meeting, the enclosed supplemental proxy form must be completed in accordance with the instructions printed thereon and deposited at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at least 24 hours before the time stipulated for convening the Annual General Meeting or any adjourned meeting thereof in order for the appointment to be valid. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. If you have already validly appointed a proxy to act for you at the Annual General Meeting but have not completed and returned the supplemental proxy form, your proxy will have the right to vote on the ordinary resolutions and special resolution as stated in this Supplemental Notice of Annual General Meeting at his/her discretion. Completion and return of the supplemental proxy form will not preclude you from attending, and voting at, the Annual General Meeting.
3. Apart from the proposed new ordinary resolutions and special resolution set out above, all matters in connection with the Annual General Meeting remain the same. For details in connection with the other resolutions to be put forward at the Annual General Meeting, qualification for attending, registration procedure, appointment of proxy and other related matters, please refer to the Original Notice which may be viewed at the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and at the website of the Bank (www.boc.cn).

Exhibit 1:

Proposal on the Election of Directors of the Bank

It is proposed that Mr. Tian Guoli be elected as Executive Director of the Bank and Mr. Wang Yong be elected as Non-executive Director of the Bank by the shareholder's meeting. Terms of office of the above candidates for Directors will be three years which will commence from the date of approval by the China Banking Regulatory Commission and end on the date of the Bank's annual general meeting in 2016.

The biographic details of Mr. Tian Guoli are as follows:

Mr. Tian Guoli, born in 1960, joined the Bank in April 2013. From December 2010 to April 2013, Mr. Tian served as vice chairman of the board of directors and general manager of China CITIC Group. During this period, he also served as chairman of the board of directors and non-executive director of China CITIC Bank. From April 1999 to December 2010, Mr. Tian successively served as vice president and president of China Cinda Asset Management Company, and chairman of the board of directors of China Cinda Asset Management Corporation Limited. Mr. Tian held various positions in China Construction Bank ("CCB"), including assistant executive president of CCB from July 1997 to April 1999, general manager of Banking Business Department of the CCB Head Office from July 1994 to July 1997, and deputy general manager of the Beijing Branch of CCB from January 1993 to July 1994. From July 1983 to January 1993, he worked in various positions in CCB, including deputy general manager and general manager of sub-branch. Mr. Tian graduated from Hubei Institute of Finance and Economics in 1983, and was awarded a Bachelor's degree.

The biographic details of Mr. Wang Yong are as follows:

Mr. Wang Yong, born in 1962, has served as a director of China Construction Bank ("CCB") since June 2007¹ and a director of China Export & Credit Insurance Corporation since December 2012. Mr. Wang was an inspector of the Balance of International Payments Department of the State Administration of Foreign Exchange ("SAFE") from August 2004 to March 2007, and served consecutively as deputy director general of the Foreign Investment Administration Department, deputy director general of the Capital Account Management Department and director general of the Balance of International Payments Department of the SAFE from January 1997 to August 2004. Mr. Wang is a senior economist. He graduated from Jilin University with a Bachelor's degree in world economics in 1984 and a Master's degree in world economics in 1987. Mr. Wang is currently an employee of Huijin.

1. Term of office of Mr. Wang Yong as director of CCB will expire on the date of the 2012 annual general meeting of CCB. According to the notice of the 2012 annual general meeting, the 2012 annual general meeting of CCB is scheduled to be held on 6 June 2013.

Executive Directors of the Bank do not receive director's remuneration but receive corresponding remuneration in accordance with the positions in the Bank, including base salaries, performance bonuses and employer's contribution to compulsory insurances and housing allowances. The remuneration of the Executive Directors is determined with reference to the relevant government policies. The Personnel and Remuneration Committee of the Bank is responsible for determining the annual remuneration scheme and it will become effective upon approval by the Board and the shareholders' meeting. Executive Directors do not receive director's remuneration from the Bank's subsidiaries. Non-executive Directors (excluding Independent Non-executive Directors) do not receive remuneration from the Bank.

As far as the Directors of the Bank are aware and save as disclosed above, the above candidates for Directors did not hold any directorship in other public companies the securities of which are listed on any securities market in Chinese mainland, Hong Kong or overseas in the last three years, nor do they have any relationship with any Director, senior management or substantial or controlling shareholder of the Bank, nor do they hold any position in the Bank or any of its subsidiaries. As at the date of this notice, the above candidates for Directors do not have any interests in the shares of the Bank or its associated companies according to Part XV of the Hong Kong Securities and Futures Ordinance (including but not limited to the shares and convertible bonds of the Bank).

Save as disclosed above, there is no other information in relation to the appointment of the above candidates for Directors that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, nor are there any other matters that need to be brought to the attention of the shareholders of the Bank. The above candidates for Directors have not been penalized by the China Securities Regulatory Commission nor other relevant departments nor stock exchanges.

Exhibit 2:

Proposal on the Re-election of Directors of the Bank

Terms of office of Non-executive Directors Ms. Sun Zhijun and Ms. Liu Lina will expire on the date of the 2012 Annual General Meeting. According to the Articles of Association of the Bank, Directors shall be elected by the shareholders' meeting and serve a term of office of three years. A Director may serve consecutive terms if re-elected upon the expiration of his/her term.

It is proposed that Ms. Sun Zhijun and Ms. Liu Lina be re-elected by the shareholders' meeting as Non-executive Directors of the Bank. Their terms of office will be three years which will commence from the date of approval by the shareholder's meeting and end on the date of the Bank's annual general meeting in 2016.

The biographic details of Ms. Sun Zhijun are as follows:

Ms. Sun Zhijun, born in 1955, has been a Non-executive Director of the Bank since October 2010. Ms. Sun worked in several positions in the Ministry of Finance from 1982 to 2010, including as an official of the Cultural and Health Division and as deputy director of the Social Security Division of the Cultural, Educational, Administrative and Financial Department, director of the Health and Medical Services Division of the Social Security Department, and deputy director general and director general of the Social Security Department. Ms. Sun is currently a member of the Tenth Executive Committee of the All-China Women's Federation. Ms. Sun graduated from the Department of Finance and Economics at the Shanxi University of Finance and Economics with a Bachelor's degree in February 1982. Ms. Sun is currently an employee of Huijin.

The biographic details of Ms. Liu Lina are as follows:

Ms. Liu Lina, born in 1955, has been a Non-executive Director of the Bank since October 2010. Ms. Liu worked in several positions in the Ministry of Finance from 1982 to 2010, including as an official of the Foreign Trade and Finance Division and the Foreign Trade Division, deputy director of the Comprehensive Affairs Division, director of the Foreign Trade Division of the Commerce and Trade Department, director of the Foreign Economy Division, director of the Fifth Enterprise Division of the Enterprise Department, and deputy inspector of the Enterprise Department. Ms. Liu graduated with a Bachelor's degree in Economics from the China Northeast University of Finance and Economics in January 1982. In July 2007, Ms. Liu obtained a postgraduate degree in World Economics from the Party School of the Central Committee of C.P.C. Ms. Liu is currently an employee of Huijin.

Non-executive Directors (excluding Independent Non-executive Directors) do not receive remuneration from the Bank.

As far as the Directors of the Bank are aware and save as disclosed above, the above candidates for Directors did not hold any directorship in other public companies the securities of which are listed on any securities market in Chinese mainland, Hong Kong or overseas in the last three years, nor do they have any relationship with any Director, senior management or substantial or controlling shareholder of the Bank, nor do they hold any position in the Bank or any of its subsidiaries. As at the date of this notice, the above candidates for Directors do not have any interests in the shares of the Bank or its associated companies according to Part XV of the Hong Kong Securities and Futures Ordinance (including but not limited to the shares and convertible bonds of the Bank).

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Exhibit 3:

**Proposal on the Issuance of the
Qualified Write-down Tier-2 Capital Instruments**

In order to strengthen the capital base of the Bank and to increase the ability of sustainable development, it is proposed that the following resolutions be approved by the shareholders' meeting:

- I. Subject to the receipt of the approval from the China Banking Regulatory Commission (“CBRC”) and other relevant regulatory authorities, the issuance of qualified write-down tier-2 capital instruments in accordance with the terms and conditions hereunder:
 1. Total issuance amount: not more than RMB60 billion or equivalent in foreign currencies;
 2. Types of capital instruments: qualified write-down tier-2 capital instruments which meet the relevant requirements as stipulated in the *Capital Rules for Commercial Banks (Provisional)* issued by CBRC, and can be used to replenish capital of commercial banks;
 3. Target markets: including domestic and overseas markets;
 4. Tenor: not less than five years;
 5. Means of loss absorption: upon the occurrence of triggering events as specified in the issuance document, the loss shall be absorbed through a write-down mechanism;
 6. Interest rate: to be determined with reference to market interest rates;
 7. Use of proceeds: to replenish tier-2 capital of the Bank;
 8. Term of validity of the resolution: from the date of approval by the shareholders' meeting to 31 December 2015.

- II. Authorisation to the Board for the determination of the specific terms on the issuance of the qualified write-down tier-2 capital instruments and handling of all related matters pursuant to the rules and approval requirements promulgated by relevant regulatory authorities and the aforementioned terms and conditions. Such matters include, but not limited to, writing down the qualified tier-2 capital instruments immediately as agreed upon the occurrence of the triggering events. The validity of such authorization shall commence from the date on which the shareholders' meeting approves the issuance of the qualified write-down tier-2 capital instruments to 31 December 2015.