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## NOTICE OF 2012 SECOND EXTRAORDINARY GENERAL MEETING

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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)

### NOTICE OF 2012 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2012 Second 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, Beijing, China at 2:30 p.m. (registration will begin at 1:30 p.m.) on Thursday, 25 October 2012 for the purpose of considering and approving the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the Remuneration Plan for the Chairman, Executive Directors, Chairman of Board of Supervisors and Shareholder Representative Supervisors of 2011
2. To consider and approve the Proposal regarding the Appointment of Ernst & Young Hua Ming as the Bank's External Auditor for 2013

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

7 September 2012

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*Notes:*

1. For details of the Remuneration Plan for the Chairman, Executive Directors, Chairman of Board of Supervisors and Shareholder Representative Supervisors of 2011, please refer to Exhibit I of this notice. For the Proposal regarding the Appointment of Ernst & Young Hua Ming as the Bank's External Auditor for 2013, please refer to Exhibit II of this notice.
2. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, each of the resolutions set out in the notice of EGM will be voted on by poll. 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.
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 instead of him/her. A proxy need not be a shareholder of the Bank.
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, must be completed and deposited at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at least 24 hours before the EGM or any adjourned meeting thereof. 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 adjourned meeting thereof should he/she so wish.
5. **The H-Share register of members of the Bank will be closed, for the purpose of determining shareholders' entitlement to attend the EGM, from Tuesday, 25 September 2012 to Thursday, 25 October 2012 (both days inclusive), during which period no transfer of H Shares will be registered. In order 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, not later than 4:30 p.m. on Monday, 24 September 2012. H-Share Holders who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the EGM.**
6. 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.
7. 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 or the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, by post or by fax on or before Thursday, 4 October 2012. The address of the Bank's Board Secretariat is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Beijing 100818, the People's Republic of China (Telephone: (8610) 6659 4582 or (8610) 6659 4750, 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, Fax: (852) 2865 0990).
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 traveling and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the EGM.

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

\* *Non-executive Directors*

# *Independent Non-executive Directors*

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### EXHIBIT I

#### Remuneration Plan for the Chairman, Executive Directors, Chairman of Board of Supervisors and Shareholder Representative Supervisors of 2011

According to the applicable policies of the PRC and the relevant administrative measures of the Bank and on the basis of the 2011 annual performance appraisal results of the Chairman, Executive Directors, Chairman of the Board of Supervisors and Shareholder Representative Supervisors, the remuneration plan for the above mentioned persons of 2011 is proposed as follows:

#### Remuneration Plan for the Chairman and Executive Directors

*Unit: RMB Thousand (before tax)*

Name	Position	Annual Basic Salary	Annual Performance Bonus
XIAO Gang	Chairman	465	1114.3
LI Lihui	Vice Chairman, President	418.5	1002.9
LI Zaohang	Executive Director, Executive Vice President	402.2	962.6
ZHOU Zaiqun	Executive Director, Executive Vice President (resigned in May 2011)	167.6	393.3

#### Remuneration Plan for the Chairman of Board of Supervisors and Shareholder Representative Supervisors

*Unit: RMB Thousand (before tax)*

Name	Position	Annual Basic Salary	Annual Performance Bonus
LI Jun	Chairman of Board of Supervisors	406.9	975
WANG Xueqiang	Supervisor	448.1	662.6
LIU Wanming	Supervisor	448.1	623.1

*Note: In accordance with the relevant government regulations, the Bank defers the payment of more than 50% of the performance bonus for its Chairman, Executive Directors, Chairman of Board of Supervisors for a period of no less than 3 years pursuant to the operation results of the Bank in future years.*

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### EXHIBIT II

#### **PROPOSAL REGARDING THE APPOINTMENT OF ERNST & YOUNG HUA MING AS THE BANK'S EXTERNAL AUDITOR FOR 2013**

According to relevant requirements of the Ministry of Finance on the tenure of service of an auditor engaged by a financial institution, the service term of the Bank's current external auditors will exceed the prescribed time limit soon. In this connection, the Bank launched the work of external auditor rotation.

Upon following the selection and engagement procedures required by relevant regulatory institution and the review and approval by the Board of Directors of the Bank, it is proposed to appoint Ernst & Young Hua Ming as the Bank's external auditor for auditing financial statements and internal control for the year 2013, to which the Bank will pay a total sum of RMB148 million, including financial statements auditing fee of RMB133 million and internal control auditing fee of RMB15 million.

The Bank's current external auditors, PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers Hong Kong, will continue to be responsible for the audit work of the Bank for the year 2012, and subject to the approval at the EGM, Ernst & Young Hua Ming will be responsible for the audit work of the Bank for the year 2013.