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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)
(the "Bank")
(Stock Code: 3988)

ANNOUNCEMENT

Poll Results of the 2012 Annual General Meeting

The Board of Directors (the "**Board**") of the Bank is pleased to announce the poll results of the 2012 Annual General Meeting of the Bank (the "**Meeting**").

1. Convening and Attendance of the Meeting

The Meeting was held as an on-site meeting 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.

The total number of issued shares of the Bank as at 23 May 2013, the shareholding record date of the Meeting, was 279,147,361,231, which was the total number of shares entitling its holders to attend and vote on the resolutions proposed at the Meeting. There were no shares of the Bank entitling the holders to attend and abstain from voting in favour of the proposed resolutions pursuant to Rule 13.40 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the "**Listing Rules**") and no shareholders of the Bank were required under the *Listing Rules* to abstain from voting at the Meeting. A total of 3,159 shareholders and authorized proxies, holding an aggregate of 226,110,073,859 shares, representing 81.000255% of the total issued shares of the Bank with voting rights, attended the Meeting.

Total number of shareholders and authorized proxies present at the Meeting	3,068
including: number of A-Share Holders	23
number of H-Share Holders	3,046
Total number of shares with voting rights	226,105,511,746
including: total number of shares held by A-Share Holders	189,074,349,838
total number of shares held by H-Share Holders	37,031,161,908
Percentage of total issued shares of the Bank with voting rights	80.998620%
including: percentage of total issued shares held by A-Share Holders	67.732809%
percentage of total issued shares held by H-Share Holders	13.265811%
Number of A-Share Holders voting by way of online voting	91
Number of shares with voting rights	4,562,113
Percentage of total issued shares of the Bank with voting rights	0.001634%

The voting at the Meeting was conducted in compliance with the relevant provisions of the *Company Law of the People's Republic of China*, the *Shanghai Stock Exchange Implementation Rules for Online Voting at Shareholders' Meeting of Listed Companies* and the *Articles of Association* of the Bank.

The Meeting was convened by the Board and chaired by Mr. Li Lihui, the Vice Chairman of the Board. 13 of the 14 existing Directors, 7 of the 8 existing supervisors, the board secretary and the company secretary of the Bank attended the Meeting, together with representatives from the senior management of the Bank.

2. Voting Results of the Meeting

The shareholders of the Bank present at the Meeting considered and approved the following resolutions by way of poll:

Ordinary Resolutions		Votes (%)		
		For	Against	Abstain
1	To consider and approve the 2012 Work Report of the Board of Directors of the Bank	225,799,759,733 (99.862760%)	2,411,343 (0.001066%)	307,902,783 (0.136174%)
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
2	To consider and approve the 2012 Work Report of the Board of Supervisors of the Bank	225,799,151,976 (99.862491%)	2,451,403 (0.001084%)	308,470,480 (0.136425%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3	To consider and approve the 2012 Annual Financial Statements of the Bank	225,799,082,994 (99.862460%)	2,088,303 (0.000924%)	308,902,562 (0.136616%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4	To consider and approve the 2012 Profit Distribution Plan of the Bank	225,822,728,986 (99.872918%)	2,127,588 (0.000941%)	285,217,285 (0.126141%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5	To consider and approve the 2013 Annual Budget of the Bank	225,821,574,306 (99.872407%)	1,796,343 (0.000794%)	286,703,210 (0.126798%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
6	To consider and approve the Proposal regarding the Appointment of Ernst & Young Hua Ming as the Bank's External Auditor for 2013	225,812,871,267 (99.868558%)	17,819,973 (0.007881%)	279,382,619 (0.123560%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
7.1	To consider and approve the Re-election of Mr. Li Lihui as Executive Director of the Bank	225,321,571,540 (99.651275%)	415,346,219 (0.183692%)	373,156,100 (0.165033%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
7.2	To consider and approve the Re-election of Mr. Li Zaohang as Executive Director of the Bank	205,693,722,826 (90.970614%)	20,043,209,381 (8.864359%)	373,141,652 (0.165027%)
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
7.3	To consider and approve the Re-election of Ms. Jiang Yansong as Non-executive Director of the Bank	204,965,128,058 (90.648384%)	20,856,855,790 (9.224205%)	288,090,011 (0.127411%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
7.4	To consider and approve the Re-election of Mr. Chow Man Yiu, Paul as Independent Non-executive Director of the Bank	225,609,231,491 (99.778496%)	213,535,465 (0.094439%)	287,306,903 (0.127065%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
8.1	To consider and approve the Election of Mr. Lu Zhengfei as Independent Non-executive Director of the Bank	225,752,660,584 (99.841930%)	69,622,248 (0.030791%)	287,791,027 (0.127279%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
8.2	To consider and approve the Election of Mr. Leung Cheuk Yan as Independent Non-executive Director of the Bank	225,753,052,399 (99.842103%)	69,759,849 (0.030852%)	287,261,611 (0.127045%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
9.1	To consider and approve the Re-election of Mr. Li Jun as Shareholders' Representative Supervisor of the Bank	225,759,298,989 (99.844865%)	63,049,343 (0.027884%)	287,725,527 (0.127250%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
9.2	To consider and approve the Re-election of Mr. Wang Xueqiang as Shareholders' Representative Supervisor of the Bank	225,760,285,311 (99.845302%)	62,569,642 (0.027672%)	287,218,906 (0.127026%)
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
9.3	To consider and approve the Re-election of Mr. Liu Wanming as Shareholders' Representative Supervisor of the Bank	225,759,971,999 (99.845163%)	62,845,538 (0.027794%)	287,256,322 (0.127043%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
10.1	To consider and approve the Election of Mr. Tian Guoli as Executive Director of the Bank	204,867,354,852 (90.605143%)	20,894,822,901 (9.240996%)	347,896,106 (0.153861%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
10.2	To consider and approve the Election of Mr. Wang Yong as Non-executive Director of the Bank	204,153,570,630 (90.289463%)	21,608,636,922 (9.556689%)	347,866,307 (0.153848%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
11.1	To consider and approve the Re-election of Ms. Sun Zhijun as Non-executive Director of the Bank	203,537,655,109 (90.017066%)	22,224,458,920 (9.829044%)	347,959,830 (0.153890%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
11.2	To consider and approve the Re-election of Ms. Liu Lina as Non-executive Director of the Bank	204,566,596,789 (90.472129%)	21,195,293,358 (9.373883%)	348,183,712 (0.153989%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
Special Resolution		Votes (%)		
		For	Against	Abstain
12	To consider and approve the Proposal on the Issuance of the Qualified Write-down Tier-2 Capital Instruments	225,550,375,024 (99.752466%)	172,592,777 (0.076331%)	387,106,058 (0.171202%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

The respective appointments of Mr. Tian Guoli as Executive Director of the Bank, Mr. Wang Yong as Non-executive Director of the Bank and Mr. Lu Zhengfei and Mr. Leung Cheuk Yan as Independent Non-executive Directors of the Bank will commence from the date of approval of their respective qualifications by the China Banking Regulatory Commission.

Computershare Hong Kong Investor Services Limited (the H Share Registrar of the Bank) was appointed as scrutineer of the Meeting.

For details of the aforesaid resolutions, shareholders of the Bank may refer to the notice of the Meeting issued by the Bank dated 11 April 2013 and the supplemental notice of the Meeting issued by the Bank dated 10 May 2013. The aforesaid notices can also be downloaded from the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.boc.cn).

3. Distribution of Final Dividends

At the Meeting, the shareholders of the Bank resolved to declare a final dividend of Renminbi 0.175 per share (before tax) for the year ended 31 December 2012 (the “**2012 Final Dividend**”). The 2012 Final Dividend will be distributed to those shareholders whose names appear on the registers of members of the Bank on Monday, 17 June 2013.

The H-Share register of members of the Bank will be closed from Tuesday, 11 June 2013 to Monday, 17 June 2013 (both days inclusive) for the purpose of determining the list of shareholders entitled to the 2012 Final Dividend. For such entitlements, H-Share holders who have not registered the related transfer documents are required to lodge them, together with the relevant share certificates, with the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at or before 4:30 p.m. on Monday, 10 June 2013. The ex-dividend date of the Bank’s H Shares will be on Friday, 7 June 2013.

The 2012 Final Dividend of the Bank will be denominated and declared in Renminbi and be paid in Renminbi or equivalent amount in Hong Kong Dollars. The dividend paid in Hong Kong Dollars will be converted from Renminbi based on the average exchange rate prevailing one week before Wednesday, 29 May 2013 (such day inclusive), being the date for holding the Meeting, as announced by the People’s Bank of China.

According to the Law on Corporate Income Tax of the People’s Republic of China and its implementing rules which came into effect on 1 January 2008 and other relevant rules, the Bank is required to withhold corporate income tax at the rate of 10% before distributing the 2012 Final Dividend to non-resident enterprise shareholders as appearing on the H-Share register of members of the Bank. Any shares registered in the name of the non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the corporate income tax.

In accordance with the relevant People's Republic of China tax regulations, the dividends received by overseas resident individual shareholders from the stocks issued by domestic non-foreign investment enterprises in Hong Kong is subject to the payment of individual income tax, which shall be withheld by the withholding agents. However, overseas resident individual shareholders of the stocks issued by domestic non-foreign investment enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries in which they are residents and China, or the tax arrangements between the Chinese mainland and Hong Kong and Macau. Accordingly, the Bank will withhold 10% of the dividends to be distributed to the individual H-Share holders as individual income tax unless otherwise specified by the relevant tax regulations and tax agreements.

Pursuant to the Articles of Association of the Bank, the Bank has appointed Bank of China (Hong Kong) Trustees Limited (the "**Receiving Agent**"), which is registered as a trust company under the Trustee Ordinance (Chapter 29 of the Laws of Hong Kong), to receive on behalf of its H-Share holders the 2012 Final Dividend. The dividend warrants for the 2012 Final Dividend will be issued by the Receiving Agent and will be posted by ordinary mail to H-Share holders at their own risk on or about Friday, 12 July 2013 (which is the dividend distribution date of the 2012 Final Dividend).

The Bank will make a separate announcement regarding the payment of the 2012 Final Dividend to A-Share holders and any related matters.

4. Change of External Auditor

In accordance with the requirement of the Ministry of Finance of the People's Republic of China with respect to the maximum number of years of service of an auditor for a financial enterprise as well as the requirement of Rule 13.88 of the *Listing Rules*, the Bank reviewed and approved the proposal on engagement of Ernst & Young Hua Ming as the Bank's external auditor for 2013 at the 2012 Second Extraordinary General Meeting which was held on 25 October 2012.

As a result, PricewaterhouseCoopers has retired as external auditor of the Bank upon expiration of its current term of office at the close of the Meeting. The Bank has received a confirmation from PricewaterhouseCoopers that there are no matters which PricewaterhouseCoopers needs to bring to the attention of the shareholders of the Bank in relation to the change of external auditor of the Bank. The Board has also confirmed that there is no disagreement between PricewaterhouseCoopers and the Bank, and there are no other matters in respect of the retirement of PricewaterhouseCoopers and the appointment of Ernst & Young Hua Ming that need to be brought to the attention of shareholders of the Bank.

5. Witnessing by Lawyers

King & Wood Mallesons Lawyers, witnessed the Meeting and issued a legal opinion certifying that (i) the convening, procedures and other relevant matters of the Meeting are in compliance with the requirements of the laws, administrative regulations, *Rules for General Meeting of Shareholders of Listed Company* as issued by China Securities Regulatory Commission, the *Shanghai Stock Exchange Implementation Rules for Online Voting at Shareholders' Meeting of Listed Companies* and the Articles of Association of the Bank; (ii) the qualifications of the attendees and the convener were lawful and valid; (iii) the voting process and the voting results were lawful and valid; and (iv) the resolutions passed at the Meeting were lawful and valid.

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

Beijing, PRC
29 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