中國銀行
BANK OF CHINA

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 and 4601 (Preference Shares))

PROXY FORM

For the 2015 First Extraordinary General Meeting of Bank of China Limited to be held on 4 December 2015 and at any adjourned meeting thereof

I/We *(Note 1)* ______________________________ of *(Note 2)* ______________________________
______________________________ being the registered holder(s) of ______________________________
H shares *(Note 3)* with nominal value of RMB1.00 each in the share capital of Bank of China Limited (the "**Bank**"), hereby appoint the Chairman of the meeting *(Notes 4 and 5)* 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 2015 First Extraordinary General Meeting (the "**EGM**") of the Bank to be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Beijing, China at 9:30 a.m. on Friday, 4 December 2015 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 to be cast by ticking the appropriate box next to the resolutions. *(Note 6)*

	Ordinary Resolutions	For	Against	Abstain
1.	To consider and approve the Proposal on the Election of Mr. Zhu Hexin as Executive Director of the Bank			
2.	To consider and approve the Proposal on the Election of Mr. Zhang Jinliang as Executive Director of the Bank			
3.	To consider and approve the Remuneration Distribution Plan for the Chairman of the Board of Directors, Executive Directors, the Chairman of the Board of Supervisors and the Shareholder Representative Supervisors in 2014			
4.	To consider and approve the Proposal in Relation to the Plan of the Overseas Listing of BOC Aviation Pte. Ltd.			
5.	To consider and approve the Proposal in Relation to the Authorization to the Board and its Authorized Persons to Deal With the Overseas Listing Matters of BOC Aviation Pte. Ltd.			
6.	To consider and approve the Proposal in Relation to the Description of the Sustainable Profitability and Prospects of the Bank			
7.	To consider and approve the Proposal in Relation to the Undertaking of the Bank to Maintain its Independent Listing Status			
8.	To consider and approve the Proposal in Relation to the Compliance of the Overseas Listing of BOC Aviation Pte. Ltd. with the Circular on Issues in Relation to Regulating Overseas Listing of Subsidiaries of Domestic Listed Companies			
	Special Resolution			
9.	To consider and approve the Proposal Regarding the Provision of Assured Entitlement to H-share Shareholders Only for the Spin-off of BOC Aviation Pte. Ltd.			

* Further details of the above resolutions are set out in the circular of the Bank dated 19 October 2015.

Signature ______________________________ *(Note 7)* Date ______________________________ 2015

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).
4. If you are a shareholder who is entitled to attend and vote at the EGM, 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 EGM in person in order to represent you.
5. If a proxy other than the Chairman of the EGM 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 EGM will act as your proxy. **Any changes should be initialed by the person who signs this form**.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, 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 resolution) which may properly come before the EGM. The shares abstained will be counted in the calculation of the required majority.
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 H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, **at least 24 hours before the EGM or adjourned meeting**. 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 EGM if you so wish.