

Bank of China International Limited

中銀國際有限公司

(the "Company")

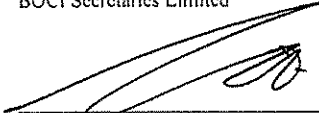
**WRITTEN RESOLUTIONS SIGNED PURSUANT TO
SECTION 116B OF THE COMPANIES ORDINANCE
(CHAPTER 32, LAWS OF HONG KONG)
(THE "COMPANIES ORDINANCE")**

We, the undersigned, being all the members of the Company which, at the date of these resolutions, are regarded as being entitled pursuant to Section 116B of the Companies Ordinance to attend and to vote at a general meeting of the Company considering the resolutions below, hereby resolve as ordinary resolutions of the Company on 20 October 2011:

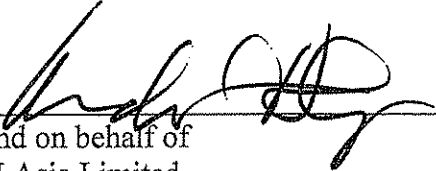
- (1) **THAT** the authorised share capital of the Company be and is increased from HK\$415,000,000 to HK\$5,000,000,000 by creation of an additional 4,585,000 ordinary shares of HK\$1,000 each, and **THAT** such new shares shall rank pari passu in all respects with the existing shares of the Company.
- (2) **THAT** a general and unconditional approval for the purposes of Section 57B of the Companies Ordinance be and is hereby given to the Directors of the Company to issue unissued capital of the Company at the time of passing this resolution to such persons at such time and for such considerations as the Directors in their discretion shall determine to be in the best interests of the Company, and **THAT** the approval hereby given shall expire at the conclusion of the next Annual General Meeting ("AGM") or the date of the Resolutions in Writing of all the Members in lieu of the next AGM of the Company or the expiration of the period within which the next AGM is required by the law to be held whichever is the earlier.

I, the undersigned, do hereby certify that I have this day examined this document with the original (~~or a properly certified copy of the original~~) and that the same is a true and complete copy thereof.

For and on behalf of
BOCI Secretaries Limited


GENG Min Catherine (Company Secretary)

Company Secretary of Bank of China International Limited
Date: 2 November 2011


For and on behalf of
BOCI Asia Limited

For and on behalf of
BOCI Nominees Limited

Bank of China International Limited

中銀國際有限公司

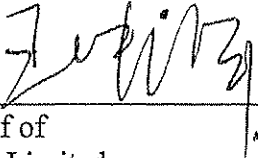
(the "Company")

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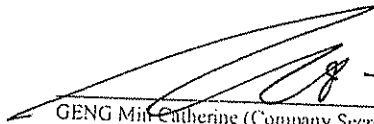
For and on behalf of
BOCI Asia Limited



For and on behalf of
BOCI Nominees Limited

I, the undersigned, do hereby certify that I have this day examined this document with the original (~~or a properly certified copy of the original~~) and that the same is a true and complete copy thereof.

For and on behalf of
BOCI Secretaries Limited



GENG Ming Catherine (Company Secretary)

Company Secretary of Bank of China International Limited
Date: 2 November 2011