

Bank of China International Limited

中銀國際有限公司

(the "Company")

Certified Extract of the resolution of the Board of Directors' Meeting of the Company held on 25 October 2011:

“ **To approve the allotment of shares to BOCI Asia Limited**

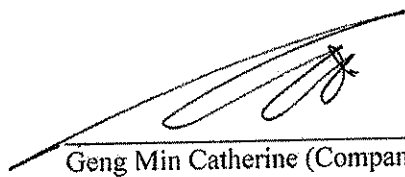
NOTED THAT:

- (1) The Shareholders passed resolutions on 20 October 2011 whereby the Directors have been given a general and unconditioned mandate to issue unissued capital of the Company 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. A copy of the Resolution of the Shareholders is attached and formed part of this resolution; and
- (2) An application for 585,000 ordinary shares of HK\$1,000 each in the share capital of the Company at par value had been received from BOCI Asia Limited. A copy of the Application for shares issued by BOCI Asia Limited to the Company is attached and formed part of this resolution.

IT WAS RESOLVED THAT 585,000 ordinary shares of HK\$1,000 each in the share capital of the Company be hereby allotted to BOCI Asia Limited at par value payable in full in cash upon allotment and THAT the relevant share certificate be signed, sealed and issued to the allottee by any two Directors of the Company. ”

Dated: 2 November 2011

For and on behalf of
BOCI Secretaries Limited



Geng Min Catherine (Company Secretary)

Company Secretary of Bank of China International Limited



公司註冊處
Companies Registry

名義股本增加通知書
Notification of Increase in
Nominal Share Capital

(公司條例第 55(1) 及 (2) 條)
(Companies Ordinance s. 55(1) & (2))

表格
Form **SC4**

重要事項 Important Notes

- 填表前請參閱《填表須知》。
請用黑色墨水列印。
- Please read the accompanying notes before completing this form.
Please print in black ink.

公司編號 Company Number

67895

1 公司名稱 Company Name

Bank of China International Limited 中銀國際有限公司

2 名義股本的更改 Changes in Nominal Share Capital

	貨幣單位 Currency	款額 Amount
A 增加股本前的註冊股本 Registered Share Capital before Increase	HKD	415,000,000
B 新增的股本 Additional Share Capital	HKD	4,585,000,000
C 增加後的股本 (A + B) Share Capital after Increase (A + B)	HKD	5,000,000,000
D 生效日期 Effective Date	20 日 DD	10 月 MM
		2011 年 YYYY

(註 Note 7)

3 新增股本的詳情 Details of Additional Share Capital

股份類別 Class of Shares	股份數目 Number of Shares	每股的面值 Nominal Value of Each Share		已發行或將發行的新股份 所須符合的條件 Conditions subject to which the new shares have been or are to be issued
		貨幣單位 Currency	面值 Nominal Value	
Ordinary	4,585,000	HKD	1,000	NIL

For and on behalf of
中銀國際秘書有限公司
BOCI SECRETARIES LIMITED

簽署 Signed: 
Director/Secretary/Authorized Signature(s)

姓名 Name: _____
董事 Director / 秘書 Secretary *

日期 Date: 24/10/2011
日 DD / 月 MM / 年 YYYY

*請刪去不適用者 Delete whichever does not apply

(註 Note 3)

提交人的資料 Presentor's Reference

姓名 Name: BOC International Holdings Limited
地址 Address: 40/F, Bank of China Tower,
1 Garden Road, Central, Hong Kong

電話 Tel: 3988 6091 傳真 Fax: 2537 92

電郵地址 E-mail Address:

檔號 Reference:

指明編號 2/2004 (修訂) (2004 年 2 月)
Specification No. 2/2004 (Revision) (Feb. 2004)

Your Receipt
Companies Registry
H.K.

25/10/2011 14:16:57
Submission No.: 231201883/1
CR NO.: 0067895
Sh. Form.: SC4
Revenue Code: _____ Amount(HKD): _____
04 _____ \$30,000.00
Receipt No. Method: _____ Amount(HKD): _____
312310308274 Chq _____ \$30,000.00
Total Paid: _____ \$30,000.00



公司註冊處
Companies Registry

股份分配申報表 Return of Allotments

(公司條例第45(1)條)
(Companies Ordinance s. 45(1))

表格 **SC1**
Form

重要事項 Important Notes

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公司編號 **Company Number**

67895

1 公司名稱 Company Name

Bank of China International Limited
中銀國際有限公司

(註 Note 7) **2 分配股份的日期或始末日期 Date or Period during which Shares were Allotted**

由 From

01	11	2011
日 DD	月 MM	年 YYYY

至 To

日 DD	月 MM	年 YYYY

3 本次股份分配的總款額 Totals of this Allotment

(註 Note 8)

已繳及應繳的總面額
Total Nominal Amount Paid and Payable

已繳及應繳的溢價總額 [第5A(a) + 5B(a)項]
Total Premium Amount Paid and Payable [Sections 5A(a) + 5B(a)]

貨幣單位
Currency

款額
Amount

HKD	585,000,000
	NIL

**4 公司自成立為法團當日起計，累積的已繳股款總額(包括本次分配但不包括溢價)
Cumulative Total of Paid-up Share Capital of the Company since Incorporation (Including this Allotment but Excluding Premium)**

貨幣單位
Currency

款額
Amount

HKD	1,000,000,000

(註 Note 3) **提交人的資料 Presentor's Reference**

姓名 Name: BOC International Holdings Limited

地址 Address: 40/F, Bank of China Tower,
1 Garden Road, Central, Hong Kong

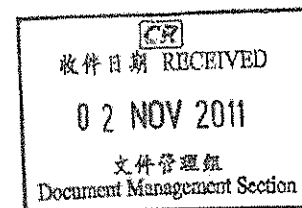
電話 Tel: 3988-6091 傳真 Fax: 2537 9237

電郵地址 E-mail Address:

檔號 Reference:

指明編號 2/2004 (修訂) (2004年2月)
Specification No. 2/2004 (Revision) (Feb. 2004)

請勿填寫本欄 **For Official Use**



5 本次股份分配的詳情 Details of this Allotment

A. 現金支付的分配股份 Shares Allotted for Cash

股份類別 Class of Shares	獲分配的 股份數目 Number of Shares Allotted	每股的面值 Nominal Value of Each Share	每股已繳及應繳的款額 (包括溢價) Amount Paid and Payable on Each Share (Including Premium)		每股的溢價 款額 Premium on Each Share	已繳及應繳 的溢價總款額 Total Premium Paid and Payable (a)
			已繳付 Paid	應繳付 Payable		
Ordinary	585,000	HK\$1,000	HK\$1,000	NIL	NIL	NIL

(註 Note 9)

B. 非現金支付的分配股份 Shares Allotted otherwise than in Cash

股份類別 Class of Shares	獲分配的 股份數目 Number of Shares Allotted	每股的面值 Nominal Value of Each Share	每股被視作已繳 及應繳的款額 (包括溢價) Amount Treated as Paid and Payable on Each Share (Including Premium)		每股的溢價 款額 Premium on Each Share	被視作已繳及應繳 的溢價總款額 Total Premium Treated as Paid and Payable (a)
			已繳付 Paid	應繳付 Payable		

(註 Note 10)

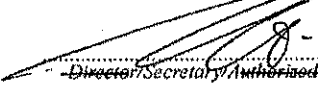
分配上述(B)項股份的代價

Consideration for which the Shares in (B) have been Allotted

6 獲分配股份者的詳情 Details of Allottee(s)

姓名/名稱 Name	地址 Address	各類別股份分配的數目 No. of Shares Allotted by Class	
		類別 Class	類別 Class
		Ordinary	
BOCI Asia Limited	26/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong	585,000	
各類別股份分配的總數 Total Shares Allotted by Class		585,000	

For and on behalf of
中銀國際秘書有限公司
BOCI SECRETARIES LIMITED

簽署 Signed : 
~~Director/Secretary/Authorised Signatures(s)~~

姓名 Name : BOCI Secretaries Limited
董事-Director/秘書 Secretary *

日期 Date : 02/11/2011
日 DD / 月 MM / 年 YYYY

*請刪去不適用者 Delete whichever does not apply