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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 and 4619 (Preference Shares))

ANNOUNCEMENT

Resolutions of the Board of Directors

Bank of China Limited (the “**Bank**”) held the 2022 fourth meeting of the Board of Directors and the meeting was held as an on-site meeting on 30 August 2022 in Beijing. The meeting notice was sent to all Directors and Supervisors of the Bank on 16 August 2022 by means of written documents and emails. 15 Directors were eligible to attend the meeting and 14 Directors attended the meeting in person. Executive Director Mr. Wang Wei did not attend the meeting in person due to other important business engagements and appointed Executive Director Mr. Lin Jingzhen as his authorized proxy to attend and vote on his behalf. Non-voting attendees to the meeting included members of the Board of Supervisors and the Senior Management. The convening of the meeting is in compliance with applicable laws, administration regulations, bylaws, normative documents, including the *Company Law of the People's Republic of China*, and the *Articles of Association of Bank of China Limited* (the “**Articles of Association**”). Chairman Mr. Liu Liange chaired the meeting. The following proposals were considered and approved by open ballot by the Directors who were present at the meeting:

1. 2022 Interim Report

For: 15 Against: 0 Abstain: 0

For details, please refer to the relevant documents published on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.boc.cn) on the same day.

2. Application for Special External Donation Limit for Targeted Support

For: 15 Against: 0 Abstain: 0

Agreed a special external donation limit of RMB12 million for targeted support to be added in the external donation limited approved by the Shareholders' Meeting.

3. Remuneration Distribution Plan for Chairman of the Board of Directors in 2021

For: 14 Against: 0 Abstain: 0

Independent Non-executive Directors commented on this proposal as follows: We believe that the Remuneration Distribution Plan for Chairman of the Board of Directors in 2021 is in compliance with the requirements of applicable laws and regulations as well as the *Articles of Association* and does not contain the circumstances that prejudice the interests of the Bank and shareholders, and agree to submit the proposal to the Shareholders' Meeting for consideration.

Mr. Liu Liange abstained from voting on this proposal due to conflict of interest.

4. Remuneration Distribution Plan for Executive Directors in 2021

For: 12 Against: 0 Abstain: 0

Independent Non-executive Directors commented on this proposal as follows: We believe that the Remuneration Distribution Plan for Executive Directors in 2021 is in compliance with the requirements of applicable laws and regulations as well as the *Articles of Association* and does not contain the circumstances that prejudice the interests of the Bank and shareholders, and agree to submit the proposal to the Shareholders' Meeting for consideration.

Mr. Liu Jin, Mr. Wang Wei and Mr. Lin Jingzhen abstained from voting on this proposal due to conflict of interest.

5. Remuneration Distribution Plan for Other Senior Management Members in 2021

For: 15 Against: 0 Abstain: 0

Independent Non-executive Directors commented on this proposal as follows: We believe that the Remuneration Distribution Plan for other Senior Management Members in 2021 is in compliance with the requirements of applicable laws and regulations as well as the *Articles of Association* and does not contain the circumstances that prejudice the interests of the Bank and shareholders.

The above mentioned proposal 2, 3 and 4 will be submitted to the Shareholders' Meeting of the Bank for consideration and approval. The notice and meeting materials for the Shareholders' Meeting of the Bank will be announced in due course.

In addition, the Remuneration Distribution Plan for Chairwoman of the Board of Supervisors of the Bank in 2021 has been considered and approved by the Board of Supervisors. It will be submitted to the Shareholders' Meeting of the Bank for consideration and approval. Please refer to Appendix for Remuneration for Directors, Supervisors and Senior Management Members of the Bank in 2021.

Appendix:

Remuneration for Directors, Supervisors and Senior Management Members of the Bank in 2021

**The Board of Directors of
Bank of China Limited**

Beijing, PRC
30 August 2022

As at the date of this announcement, the directors of the Bank are: Liu Liange, Liu Jin, Wang Wei, Lin Jingzhen, Xiao Lihong, Wang Xiaoya*, Zhang Jiangang*, Chen Jianbo*, Huang Binghua*, Jiang Guohua#, Martin Cheung Kong Liao#, Chui Sai Peng Jose#, Jean-Louis Ekra#, E Weinan# and Giovanni Tria#.*

* *Non-executive Directors*

Independent Non-executive Directors

Appendix

2021 Annual Remuneration for Directors, Supervisors and Senior Management Members of Bank of China Limited

Unit: RMB10,000

Name	Position	Starting and ending time of the term of office	Remuneration before tax from the Bank in 2021			Total (4) = (1) + (2) + (3)	Whether remunerated by shareholding companies or other connected parties
			Remuneration payable (1)	Contribution by the employer to social insurance, enterprise annuity, supplementary medical insurance and housing provident fund (2)	Other monetary income (3)		
Incumbent Directors, Supervisors and Senior Management Members							
LIU Liange	Chairman	From October 2018 to the date of the Annual General Meeting in 2024	87.78	20.15	—	107.93	No
LIU Jin	Vice Chairman, President	From June 2021 to the date of the Annual General Meeting in 2024	65.83	15.13	—	80.96	No
WANG Wei	Executive Director, Executive Vice President	From June 2020 to the date of the Annual General Meeting in 2023	78.83	19.50	—	98.33	No
LIN Jingzhen	Executive Director, Executive Vice President	From February 2019 to the date of the Annual General Meeting in 2024	78.83	19.49	—	98.32	No
XIAO Lihong	Non-executive Director	From August 2017 to the date of the Annual General Meeting in 2023	—	—	—	—	Yes
WANG Xiaoya	Non-executive Director	From August 2017 to the date of the Annual General Meeting in 2023	—	—	—	—	Yes
ZHANG Jiangan	Non-executive Director	From July 2019 to the date of the Annual General Meeting in 2025	—	—	—	—	Yes
CHEN Jianbo	Non-executive Director	From June 2020 to the date of the Annual General Meeting in 2023	—	—	—	—	Yes
HUANG Binghua	Non-executive Director	From March 2022 to the date of the Annual General Meeting in 2025	—	—	—	—	Yes
JIANG Guohua	Independent Director	From December 2018 to the date of the Annual General Meeting in 2024	60.00	—	—	60.00	Yes
Martin Cheung Kong LIAO	Independent Director	From September 2019 to the date of the Annual General Meeting in 2025	45.00	—	—	45.00	Yes
CHUI Sai Peng Jose	Independent Director	From September 2020 to the date of the Annual General Meeting in 2025	45.00	—	—	45.00	Yes
Jean-Louis EKRA	Independent Director	From May 2022 to May 2025	—	—	—	—	—
E Weinan	Independent Director	From July 2022 to July 2025	—	—	—	—	—

Name	Position	Starting and ending time of the term of office	Remuneration before tax from the Bank in 2021			Total (4) = (1) + (2) + (3)	Whether remunerated by shareholding companies or other connected parties
			Remuneration payable (1)	Contribution by the employer to social insurance, enterprise annuity, supplementary medical insurance and housing provident fund (2)	Other monetary income (3)		
Giovanni TRIA	Independent Director	From July 2022 to July 2025	—	—	—	—	—
ZHANG Keqiu	Chairwoman of the Board of Supervisors	From January 2021 to the date of the Annual General Meeting in 2024	87.78	20.15	—	107.93	No
WEI Hanguang	Employee Supervisor	From November 2021 to the date of the 2024 Employee Delegates' Meeting	0.83	—	—	0.83	No
ZHOU Hehua	Employee Supervisor	From November 2021 to the date of the 2024 Employee Delegates' Meeting	0.83	—	—	0.83	No
LENG Jie	Employee Supervisor	From December 2018 to the date of the 2024 Employee Delegates' Meeting	5.00	—	—	5.00	No
JIA Xiangsen	External Supervisor	From May 2019 to the date of the Annual General Meeting in 2022	26.00	—	—	26.00	No
HUI Ping	External Supervisor	From February 2022 to the date of the Annual General Meeting in 2025	—	—	—	—	—
CHU Yijun	External Supervisor	From June 2022 to the date of the Annual General Meeting in 2025	—	—	—	—	—
CHEN Huaiyu	Executive Vice President	From April 2021	59.06	14.64	—	73.70	No
WANG Zhiheng	Executive Vice President	From August 2021	32.84	8.16	—	41.00	No
LIU Jiandong	Chief Risk Officer	From February 2019	175.33	21.67	2.00	199.00	No
ZHUO Chengwen	Chief Audit Officer	From May 2021	116.78	14.49	1.40	132.67	No
MENG Qian	Chief Information Officer	From May 2022	—	—	—	—	—
Former Directors, Supervisors and Senior Management Members							
WANG Jiang	Vice Chairman and President	From January 2020 to February 2021	7.31	1.67	—	8.98	No
ZHAO Jie	Non-executive Director	From August 2017 to March 2022	—	—	—	—	Yes
WANG Changyun	Independent Director	From August 2016 to June 2022	60.00	—	—	60.00	Yes
Angela CHAO	Independent Director	From January 2017 to June 2022	45.00	—	—	45.00	Yes
CHEN Chunhua	Independent Director	From July 2020 to August 2022	50.00	—	—	50.00	Yes

Name	Position	Starting and ending time of the term of office	Remuneration before tax from the Bank in 2021			Total (4) = (1) + (2) + (3)	Whether remunerated by shareholding companies or other connected parties
			Remuneration payable (1)	Contribution by the employer to social insurance, enterprise annuity, supplementary medical insurance and housing provident fund (2)	Other monetary income (3)		
WANG Xiquan	Chairman of the Board of Supervisors	From November 2016 to January 2021	7.31	1.67	—	8.98	No
WANG Zhiheng	Employee Supervisor	From December 2018 to June 2021	2.50	—	—	2.50	No
LI Changlin	Employee Supervisor	From December 2018 to November 2021	4.58	—	—	4.58	No
ZHENG Zhiguang	External Supervisor	From May 2019 to June 2022	26.00	—	—	26.00	No
ZHENG Guoyu	Executive Vice President	From May 2019 to September 2021	52.59	12.97	—	65.56	No
LIU Qiuwan	Chief Information Officer	From June 2018 to October 2021	145.80	18.03	2.00	165.83	No
MEI Feiqi	Secretary to the Board of Directors and Company Secretary	From April 2018 to August 2022 (Secretary to the Board of Directors) From March 2018 to August 2022 (Company Secretary)	171.91	21.67	5.42	199.00	No

Notes:

- The remuneration disclosed in the above table is payable remuneration to the Directors, Supervisors and Senior Management members before tax during the reporting period (excluding annual performance-based salary of previous years paid in 2021).
- In accordance with national regulations, since 1 January 2015, the Bank shall remunerate Chairman of the Board of Directors, President, Chairman of the Board of Supervisors and other deputy heads pursuant to the state rules on remuneration reform for persons in charge of central enterprises.
- Some Independent Directors and External Supervisors of the Bank worked as Independent Non-executive Directors of other legal persons or organizations, which caused such legal persons or organizations nevertheless to be defined as connected parties of the Bank. Save as disclosed above, none of the Directors, Supervisors or Senior Management members of the Bank was remunerated by the connected parties of the Bank during the reporting period.
- Among the remuneration paid to the Chief Risk Officer, Chief Audit Officer, Chief Information Officer, and Secretary to the Board of Directors of the Bank, over 50% of the annual performance-based salary is paid in installments generally for no less than three years, according to the annual business performance of the following years. If the risk exposure exceeds usual level within the duties of the above mentioned personnel in a defined time period, the Bank will not pay the amounts payable, in part or in total.
- Non-executive Directors Ms. XIAO Lihong, Ms. WANG Xiaoya, Mr. ZHANG Jiangang, Mr. CHEN Jianbo, Mr. HUANG Binghua and Mr. ZHAO Jie were not remunerated by the Bank in 2021.

6. The above mentioned 2021 annual remuneration regarding Directors and Senior Management members has been reviewed by the Personnel and Remuneration Committee of the Board of Directors and the Board of Directors, and that of Chairwoman of the Board of Supervisors has been reviewed by the Board of Supervisors. The 2021 annual remuneration regarding the Chairman of the Board of Directors, Executive Directors, the Chairwoman of the Board of Supervisors is subject to the review and approval by the Shareholders' Meeting of the Bank.
7. For job changes of Directors, Supervisors and Senior Management members named above, please refer to regular reports published by the Bank.
8. The term of office of Mr. JIA Xiangsen, the External Supervisor, expires on the date of the annual general meeting of the Bank in 2022. On 27 June 2022, the Board of Supervisors of the Bank reviewed and approved the proposal on nominating Mr. JIA Xiangsen for re-election as External Supervisor. After the expiration of the term, in accordance with relevant laws and regulations, before the general meeting of the Bank approves the proposal on nominating Mr. JIA Xiangsen for re-election as External Supervisor, Mr. JIA Xiangsen shall continue to perform his duties as the External Supervisor of the Bank and the Chairman of the Finance and Internal Control Supervision Committee of the Board of Supervisors.
9. The remuneration of above mentioned personnel is calculated based on their actual term of office as Directors, Supervisors and Senior Management members of the Bank. Employee Supervisors are remunerated for their service as Supervisors of the Bank during the reporting period.
10. The Bank remunerates Directors, Supervisors and Senior Management members who are employed by the Bank with salaries, bonuses, employer's contribution to compulsory insurances, housing provident fund, and so on. Independent Directors receive Directors' rewards. Other Directors are not remunerated by the Bank. The Chairman of the Board of Directors, Executive Directors and Senior Management members do not receive any rewards from the Bank's subsidiaries. External Supervisors of the Bank are remunerated the same with Supervisors.
11. The Bank incurred RMB17.5893 million in remuneration to its Directors, Supervisors and Senior Management members' service in 2021.