

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bank of China Limited** (中國銀行股份有限公司) (the “Bank”), you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3988 and 4619 (Preference Shares))

2022 SECOND EXTRAORDINARY GENERAL MEETING

A notice convening the 2022 Second Extraordinary General Meeting (“EGM”) to be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie and No. 45 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Monday, 19 December 2022 (registration will begin at 8:30 a.m.) is set out in pages 4 to 5 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the enclosed proxy form in accordance with the instructions printed thereon at your earliest convenience. For H-Share Holders, the proxy form should be returned to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the Bank’s Board Secretariat or to Computershare Hong Kong Investor Services Limited on or before Tuesday, 29 November 2022.

The English and Chinese versions of this circular and the accompanying form of proxy and reply slip are available on the Bank’s website at www.boc.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. You may access the aforesaid documents by clicking “Investor Relations” on the homepage of the Bank’s website or browsing through the website of Hong Kong Exchanges and Clearing Limited.

If there are any inconsistencies between the Chinese version and the English version of this circular, the Chinese version shall prevail.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF THE EGM	4
APPENDIX BUSINESS OF THE EGM	6
ATTACHMENT A THE ELECTION OF MR. JIA XIANGSEN TO BE RE-APPOINTED AS EXTERNAL SUPERVISOR OF THE BANK	9
ATTACHMENT B THE ELECTION OF MR. ZHANG YONG AS NON-EXECUTIVE DIRECTOR OF BANK OF CHINA LIMITED	11

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“A Share(s)”	domestic Share(s) with nominal value of RMB1.00 each in the share capital of the Bank which are listed on the Shanghai Stock Exchange (stock code: 601988)
“A-Share Holder(s)”	holder(s) of A Shares
“Articles of Association”	Articles of Association of Bank of China Limited (as amended from time to time)
“Bank of China” or “Bank”	Bank of China Limited (中國銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“Director(s)”	the director(s) of the Bank
“EGM”	the 2022 Second Extraordinary General Meeting of the Bank to be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie and No. 45 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Monday, 19 December 2022 (registration will begin at 8:30 a.m.)
“Executive Director(s)”	the executive Director(s) of the Bank
“H Share(s)”	overseas listed foreign investment Share(s) with a nominal value of RMB1.00 each in the Ordinary Share capital of the Bank, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong Dollars (stock code: 3988)
“H-Share Holder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollar”	the lawful currency of Hong Kong
“ <i>Hong Kong Listing Rules</i> ”	<i>The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> (as amended from time to time)
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	the independent non-executive Director(s) of the Bank
“Non-executive Director(s)”	the non-executive Director(s) of the Bank
“Ordinary Share(s)”	A Share(s) and/or H Share(s)
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	A-Share Holders, H-Share Holders and/or preference share holders
“Shares”	Ordinary Shares and/or preference shares
“Supervisor(s)”	the supervisor(s) of the Bank

LETTER FROM THE BOARD



(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3988 and 4619 (Preference Shares))

Board of Directors:

Mr. Liu Liange (Chairman)
Mr. Liu Jin
Mr. Wang Wei
Mr. Lin Jingzhen
* Ms. Xiao Lihong
* Ms. Wang Xiaoya
* Mr. Zhang Jiangang
* Mr. Chen Jianbo
* Mr. Huang Binghua
** Mr. Jiang Guohua
** Mr. Martin Cheung Kong Liao
** Mr. Chui Sai Peng Jose
** Mr. Jean-Louis Ekra
** Mr. E Weinan
** Mr. Giovanni Tria

* *Non-executive Directors*

** *Independent Non-executive Directors*

Registered Office:

No. 1 Fuxingmen Nei Dajie
Xicheng District
Beijing 100818
PRC

Place of Business in Hong Kong:

8th Floor
Bank of China Tower
1 Garden Road
Hong Kong

3 November 2022

Dear H-Share Holders,

1. INTRODUCTION

The Board of Directors hereby invites you to attend the EGM to be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie and No. 45 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Monday, 19 December 2022 (registration will begin at 8:30 a.m.).

The purpose of this circular is to provide you with notice of the EGM and all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

2. BUSINESS TO BE CONSIDERED AT THE EGM

The items of business to be considered at the EGM are described in detail in the notice of the EGM set out in pages 4 to 5 of this circular. At the EGM, ordinary resolutions will be proposed to approve (i) Election of Mr. Jia Xiangsen to be Re-appointed as External Supervisor of the Bank; (ii) 2021 Remuneration Distribution Plan for Chairman of the Board of Directors and Executive Directors; (iii) 2021 Remuneration Distribution Plan for Chairperson of the Board of Supervisors; (iv) Application for Special Outbound Donation Limit for Targeted Support; (v) Application for Special Outbound Donation Limit; (vi) Election of Mr. Zhang Yong as Non-executive Director of Bank of China Limited.

In order to enable you to have a better understanding of the resolutions to be proposed at the EGM and to make an informed decision thereof, we have provided in this circular detailed background information, including the relevant information and explanation, to the resolutions to be proposed at the EGM (see Appendix).

LETTER FROM THE BOARD

3. THE EGM

The proxy form and the reply slip of the EGM are also enclosed herewith.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible. For H-Share Holders, the proxy form should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the Bank's Board Secretariat or to Computershare Hong Kong Investor Services Limited on or before Tuesday, 29 November 2022.

The Bank's Board Secretariat is located at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, the PRC (Telephone: (8610) 6659 3455, Fax: (8610) 6659 4579, E-mail: ir@bankofchina.com). The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).

4. VOTING BY POLL

Pursuant to the *Hong Kong Listing Rules*, each of the resolutions set out in the Notice of EGM will be voted on by poll. Results of the poll voting will be published on the Bank's website at www.boc.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.

5. RECOMMENDATION

The Board considers that the proposed resolutions set out in the Notice of EGM are in the interests of the Bank and its Shareholders as a whole. Accordingly, the Board of Directors recommends the Shareholders to vote in favour of the proposed resolutions.

The Board of Directors of Bank of China Limited

NOTICE OF THE EGM



(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3988 and 4619 (Preference Shares))

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 Second Extraordinary General Meeting (“**EGM**”) of Bank of China Limited (the “**Bank**”) will be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie and No. 45 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Monday, 19 December 2022 (registration will begin at 8:30 a.m.) for the purpose of considering and approving the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the Election of Mr. Jia Xiangsen to be Re-appointed as External Supervisor of the Bank
2. To consider and approve the 2021 Remuneration Distribution Plan for Chairman of the Board of Directors and Executive Directors
3. To consider and approve the 2021 Remuneration Distribution Plan for Chairperson of the Board of Supervisors
4. To consider and approve the Application for Special Outbound Donation Limit for Targeted Support
5. To consider and approve the Application for Special Outbound Donation Limit
6. To consider and approve the Election of Mr. Zhang Yong as Non-executive Director of Bank of China Limited

The Board of Directors of Bank of China Limited

Beijing, China

3 November 2022

As at the date of this notice, 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

Notes:

1. Details of the above resolutions are set out in Appendix to this circular. Additional information of the *Election of Mr. Jia Xiangsen to be Re-appointed as External Supervisor of the Bank* and the *Election of Mr. Zhang Yong as Non-executive Director of Bank of China Limited* is set out in Attachment A and Attachment B to this circular, respectively.
2. In order to implement the requirements for the prevention and control work of the COVID-19 pandemic of governments at all levels, prevent crowds from gathering, protect the physical wellness of the shareholders and attendees of the EGM and safeguard the legitimate rights and interests of all shareholders, the Bank recommends that holders of A

NOTICE OF THE EGM

Shares choose to appoint the chairman of the EGM or the secretary to the Board of Directors as proxies to vote on their behalf, or to vote via online voting; the Bank also recommends that holders of H Shares choose to appoint the chairman of the EGM as proxy to vote on their behalf.

Shareholders and their proxies, if attending the EGM in person, must pay attention to and strictly comply with the regulations and requirements of Beijing regarding the declaration of health status, quarantine and observation during the COVID-19 prevention and control period, and should hold a negative COVID-19 nucleic acid test report issued in accordance with the requirements for the prevention and control work of the COVID-19 pandemic of the EGM venue and the "Double Green Codes" (travel history code and health code) prior to entering the meeting venue. Attendees should receive temperature check, register relevant personal information in a complete and accurate manner. Shareholders and their proxies who do not meet the requirements of the pandemic prevention policies will not be able to attend the on-site meeting. Attendees should keep masks on during the entire EGM and keep necessary distance according to the arrangements of the EGM.

3. Pursuant to the *Hong Kong Listing Rules*, each of the resolutions set out in the notice of the EGM will be voted on by poll. Results of the poll voting will be published on the Bank's website at www.boc.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.
4. Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Bank.
5. In order to be valid, the instrument appointing a proxy 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 any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of a proxy form will not preclude a Shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.
6. **The H-Share register of Shareholders of the Bank will be closed, for the purpose of determining Shareholders' entitlement to attend the EGM, from Saturday, 19 November 2022 to Monday, 19 December 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend the EGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 18 November 2022. H-Share Holders who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the EGM.**
7. In case of joint shareholdings, 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 Shareholders of the Bank in respect of the joint shareholding.
8. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip for the EGM to the Board Secretariat of the Bank or the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, by post, by fax or by e-mail on or before Tuesday, 29 November 2022. The address of the Bank's Board Secretariat is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, PRC (Telephone: (8610) 6659 3455, Fax: (8610) 6659 4579, E-mail: ir@bankofchina.com). Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).
9. According to the Articles of Association of the Bank and the circumstances of the EGM, resolutions proposed at the EGM are not required to be considered and approved by the Preference Shareholders. Therefore, the Preference Shareholders will not attend the EGM.
10. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the EGM.
11. According to the Articles of Association of the Bank, if the number of shares of the Bank pledged by the Shareholder is equal to or greater than 50% of the shares held by such Shareholder in the Bank, the voting right attached to the pledged shares may not be exercised at the Shareholders' meeting. Upon completion of the share pledge registration, the Shareholder shall timely provide the Bank with information relating to the share pledge.

1. THE ELECTION OF MR. JIA XIANGSEN TO BE RE-APPOINTED AS EXTERNAL SUPERVISOR OF THE BANK

Upon the approval by the meeting of the Board of Supervisors of the Bank on 27 June 2022 via written resolutions, the Board of Supervisors has reviewed and approved the proposal on the nomination of Mr. Jia Xiangsen to be Re-appointed as External Supervisor of the Bank. Details of the proposal are set out in **Attachment A** to this circular.

2. THE 2021 REMUNERATION DISTRIBUTION PLAN FOR CHAIRMAN OF THE BOARD OF DIRECTORS AND EXECUTIVE DIRECTORS

In accordance with relevant national policies and relevant management measures of the Bank, the 2021 Remuneration Distribution Plan for the Chairman of the Board of Directors and Executive Directors is proposed based on the 2021 annual evaluation results of the above personnel. Details are as follows:

I. Remuneration Distribution Plan for Chairman

Unit: RMB10,000/before tax

<u>Name</u>	<u>Position</u>	<u>Annual base salary</u>	<u>Annual performance- based salary</u>	<u>Remuneration payable</u>
LIU Liange	Chairman	37.50	50.28	87.78

II. Remuneration Distribution Plan for Executive Directors

Unit: RMB10,000/before tax

<u>Name</u>	<u>Position</u>	<u>Annual base salary</u>	<u>Annual performance- based salary</u>	<u>Remuneration payable</u>
LIU Jin	Vice Chairman and President	28.13	37.70	65.83
WANG Wei	Executive Director and Executive Vice President	33.75	45.08	78.83
LIN Jingzhen	Executive Director and Executive Vice President	33.75	45.08	78.83
Resigned				
WANG Jiang ¹	Vice Chairman and President	3.13	4.18	7.31

- Mr. WANG Jiang ceased to serve as Vice Chairman, Executive Director, Member of the Strategic Development Committee of the Board of Directors and President of the Bank as of 5 February 2021 due to a change of job.

The above remuneration distribution plan has been reviewed and approved by the Board of Directors.

3. THE 2021 REMUNERATION DISTRIBUTION PLAN FOR CHAIRPERSON OF THE BOARD OF SUPERVISORS

In accordance with relevant national policies and relevant management measures of the Bank, the 2021 Remuneration Distribution Plan for Chairperson of the Board of Supervisors is proposed based on the 2021 annual evaluation results of the Chairperson of the Board of Supervisors. Details are as follows:

Unit: RMB10,000/before tax

Name	Position	Annual base salary	Annual performance- based salary	Remuneration payable
ZHANG Keqiu	Chairwoman of the Board of Supervisors	37.50	50.28	87.78
Resigned				
WANG Xiquan ¹	Chairman of the Board of Supervisors	3.13	4.18	7.31

1. Mr. WANG Xiquan ceased to serve as Chairman of the Board of Supervisors, Shareholder Representative Supervisor and Chairman of the Duty Performance and Due Diligence Supervision Committee of the Board of Supervisors of the Bank as of 18 January 2021 due to his age.

The above remuneration distribution plan has been reviewed and approved by the Board of Supervisors.

4. THE APPLICATION FOR SPECIAL OUTBOUND DONATION LIMIT FOR TARGETED SUPPORT

To actively perform social responsibilities of a world-class bank and build a positive corporate image, now the Shareholders' Meeting is requested to:

approve a special outbound donation limit of RMB12 million for targeted support to be added in the outbound donation limit authorized previously by the Shareholders' Meeting to the Board of Directors and authorize the Board of Directors to approve the specific matters related to donation. The Board of Directors may delegate such authority to the Senior Management of the Bank.

The above proposal has been reviewed and approved by the Board of Directors.

5. THE APPLICATION FOR SPECIAL OUTBOUND DONATION LIMIT

In order to support the institution of the Bank in Hong Kong in actively fulfilling its social responsibilities and building a positive corporate image, the Shareholders' Meeting is hereby requested to:

approve the addition of a special outbound donation limit of RMB31.3 million to the outbound donation limit authorized to the Board of Directors by the Shareholders' Meeting, to be used for donations by the institution in Hong Kong, and authorize the Board of Directors to approve the specific matters related to donation. The Board of Directors may delegate such authority to the Senior Management of the Bank.

The above proposal has been reviewed and approved by the Board of Directors.

6. THE ELECTION OF MR. ZHANG YONG AS NON-EXECUTIVE DIRECTOR OF BANK OF CHINA LIMITED

The Board of Directors of the Bank has received the *Proposal on the Election of Mr. Zhang Yong as Non-executive Director of Bank of China Limited* proposed and submitted in writing by Central Huijin Investment Ltd., which holds approximately 64.02% of the total shares with voting rights of the Bank, on 2 November 2022. In accordance with the relevant laws and regulations including *Rules Governing Shareholders' Meeting of Listed Companies* issued by China Securities Regulatory Committee and the requirements of the Articles of Association of the Bank, the Board of Directors has included the above proposal in the agenda of the EGM. Details of the proposal are set out in **Attachment B** to this circular.

If the proposal is approved by the EGM, term of office of Mr. Zhang Yong as Director will be three years which will commence from the date of approval of his qualification by the China Banking and Insurance Regulatory Commission.

Save as disclosed in the proposal, Mr. Zhang Yong does not hold any position within the Bank or any of its subsidiaries. Currently, Non-executive Directors of the Bank (excluding Independent Non-executive Directors) do not receive remuneration from the Bank. Their remuneration shall be paid by Central Huijin Investment Ltd.

The Bank has received the confirmation from Mr. Zhang Yong with regard to that, save as disclosed in the proposal, Mr. Zhang Yong does not hold any directorship in other public companies, the securities of which are listed on any securities market in Chinese mainland, Hong Kong (China) or overseas in the last three years, nor does he have any other relationship with any Director, senior management, or substantial or controlling shareholder of the Bank. As at the date of this proposal, Mr. Zhang Yong does not have any interests in the shares of the Bank or its associated companies within the meaning of Part XV of the *Securities and Futures Ordinance* of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Zhang Yong that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the *Hong Kong Listing Rules*, nor are there any matters that need to be brought to the attention of the Shareholders of the Bank. Mr. Zhang Yong has not been penalized by the China Securities Regulatory Commission or other relevant departments or stock exchanges.

Election of Mr. Jia Xiangsen to be Re-appointed as External Supervisor of the Bank

According to the Articles of Association of the Bank, External Supervisors shall be elected by the shareholders' meeting and serve a term of office of three years. An External Supervisor may serve consecutive terms if re-elected upon the expiration of his/her term but may not serve for more than six years in aggregate.

Upon the approval by the meeting of the Board of Supervisors of the Bank on 27 June 2022 via written resolutions, it is proposed by the Board of Supervisors to the shareholders' meeting that Mr. Jia Xiangsen be re-appointed as External Supervisor of the Bank. His term of office will be three years which will take effect from the date of approval by the shareholders' meeting of the Bank.

The biographic details of Mr. Jia Xiangsen are as follows:

Mr. Jia Xiangsen has been External Supervisor of the Bank since May 2019. Mr. Jia had successively worked in the People's Bank of China ("PBOC") and the Agricultural Bank of China ("ABC"). From December 1983 to April 2008, Mr. Jia was Deputy Director of Fengtai District sub-branch of PBOC Beijing Branch, and held such positions at ABC as Deputy Head of Beijing Fengtai Sub-branch, Deputy Division Chief at Beijing Branch, Head of Beijing Dongcheng Sub-branch, Deputy General Manager of Beijing Branch, General Manager of the Corporate Banking Department of the ABC Head Office, and General Manager of Guangdong Branch. From April 2008 to March 2010, Mr. Jia served as Principal of Audit Office of ABC. From March 2010 to March 2014, he was concurrently Chief Auditor and Principal of the Audit Office of ABC. Mr. Jia received his Master's Degree in Monetary Banking from the Chinese Academy of Social Sciences. He holds the title of Senior Economist.

Save as disclosed above, Mr. Jia Xiangsen does not hold any position with the Bank or any of its subsidiaries.

The pre-tax remuneration of the External Supervisors of the Bank as approved by the shareholders' meeting of the Bank are set out as follows: basic remuneration of RMB180,000 per year, an additional duty allowance of RMB80,000 per year will be paid to the chairman of the Duty Performance and Due Diligence Supervision Committee or the Finance and Internal Control Supervision Committee; and an additional duty allowance of RMB40,000 per year will be paid to External Supervisors being members of special committees. The remuneration of an External Supervisor who holds positions concurrently in several committees will be calculated in an accumulative manner.

As far as the Supervisors of the Bank are aware and save as disclosed above, Mr. Jia Xiangsen did not hold any directorship or supervisor position in other public companies, the securities of which are listed on any securities market in Chinese mainland, Hong Kong (China) or overseas in the last three years, nor does he have any relationship with any Director, Supervisor, senior management or substantial or controlling shareholder of the Bank. As at the date of this proposal, Mr. Jia Xiangsen does not have any interests in the shares of the Bank or its associated companies within the meaning of Part XV of *Securities and Futures Ordinance* of Hong Kong.

Save as disclosed above, there is no other information in relation to the re-appointment of Mr. Jia Xiangsen that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the *Hong Kong Listing Rules*, nor are there any other matters that need to be brought to the attention of the shareholders of the Bank. Mr. Jia Xiangsen has not been penalized by the China Securities Regulatory Commission or other relevant departments or stock exchanges.

**ATTACHMENT B PROPOSAL ON THE ELECTION OF MR. ZHANG YONG
AS NON-EXECUTIVE DIRECTOR
OF BANK OF CHINA LIMITED**

Proposal on the Election of Mr. Zhang Yong as Non-executive Director of Bank of China Limited

To all shareholders,

In accordance with the relevant requirements of the *Company Law* and the *Articles of Association of Bank of China Limited*, shareholders individually or in aggregate holding 3% or more voting shares of the Bank can nominate candidates for directors. Directors shall be elected by the Shareholders' Meeting of the Bank and can serve consecutive terms through re-election(s).

It is hereby proposed to the Shareholders' Meeting that Mr. Zhang Yong be elected as non-executive director of Bank of China Limited (see attachment for his resume). The proposal is hereby submitted for consideration and approval.

Attachment: Resume of Mr. Zhang Yong

Proposed by: Central Huijin Investment Ltd.

**ATTACHMENT B PROPOSAL ON THE ELECTION OF MR. ZHANG YONG
AS NON-EXECUTIVE DIRECTOR
OF BANK OF CHINA LIMITED**

Attachment

Resume of Mr. Zhang Yong

Mr. Zhang Yong, male, born in 1968, has served as Non-executive Director of China Development Bank since January 2019. From September 2017 to January 2019, he served as Non-executive Director of China Export & Credit Insurance Corporation. From November 2002 to August 2017, he worked as Deputy General Manager of the Information Management Department and Head of Information Release Division of the Head Office of Industrial and Commercial Bank of China. Mr. Zhang graduated from Renmin University of China with a Bachelor's Degree of Science in July 1990 and obtained a Master's Degree in Economics from Renmin University of China in January 2000. He holds the title of Senior Economist.

 **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 4619 (Preference Shares))

REPLY SLIP

**For the 2022 Second Extraordinary General Meeting of Bank of China Limited
to be held on 19 December 2022 and at any adjourned meeting thereof**

To: Bank of China Limited (the “Bank”)

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 the Bank, hereby inform the Bank that I/we intend to attend or appoint a proxy
to attend on my/our behalf the Extraordinary General Meeting (the “EGM”) of the Bank to be held at Bank of China Head
Office Building, No. 1 Fuxingmen Nei Dajie and No. 45 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on
Monday, 19 December 2022 and at any adjournment thereof.

Signature _____

Date _____ 2022

NOTES:

1. Please insert the full name(s) of the shareholder(s) as registered in the register of members of the Bank in **BLOCK CAPITALS**.
2. Please insert the full address(es) of the shareholder(s) as registered in the register of members of the Bank in **BLOCK CAPITALS**.
3. Please insert the number of shares registered in your name(s).
4. The completed and signed reply slip should be delivered to the Bank's Board Secretariat or the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, by post, by fax or by e-mail on or before Tuesday, 29 November 2022. The Bank's Board Secretariat is located at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, China (Telephone: (8610) 6659 3455, Fax: (8610) 6659 4579, E-mail: ir@bankofchina.com). Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).
5. If shareholders intend to express their opinions at the EGM, please indicate your intention and set out the main points of your opinions (together with approximate time required) in the following box. Please note that in view of time constraints, priority will be given to those shareholders who have registered their intention with the Bank to express their opinions at the EGM. However, the Bank cannot guarantee that all shareholders who have indicated their intention to express their opinions in this reply slip can do so at the EGM.

My intention and main points are as follows: