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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))

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 of the Circular of 2022 Second Extraordinary General Meeting of the Bank. 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 the Circular of 2022 Second Extraordinary General Meeting of the Bank, 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 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 *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, 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.