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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Bank of China Limited (the “**Bank**”) will be held at Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong, China and Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Friday, 27 June 2025 (registration will begin at 8:30 a.m.) for the purpose of considering and approving the following resolutions. Unless the context requires otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated 6 June 2025 (the “**Circular**”) of which this notice forms part.

ORDINARY RESOLUTIONS

1. The 2024 Work Report of the Board of Directors of Bank of China
2. The 2024 Work Report of the Board of Supervisors of Bank of China
3. The 2024 Annual Financial Report of Bank of China
4. The Fixed Asset Investment Budget of Bank of China for 2025
5. The Engagement of the Bank’s External Auditor for 2025
6. The Election of Ms. Ko Margaret as Independent Non-executive Director of the Bank
7. The Election of Mr. Woo Chin Wan Raymond as Independent Non-executive Director of the Bank

SPECIAL RESOLUTIONS

8. The Year 2025-2026 Financial Bond Issuance Plan of Bank of China
9. The Amendments to the *Articles of Association of Bank of China Limited*
10. The Amendments to the *Procedural Rules for the Shareholders' Meeting of Bank of China Limited*
11. The Amendments to the *Procedural Rules for the Board of Directors of Bank of China Limited*
12. The Dissolution of the Board of Supervisors of Bank of China

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

Beijing, PRC
6 June 2025

As at the date of this notice, the Directors of the Bank are: Ge Haijiao, Zhang Hui, Liu Jin, Zhang Yong, Zhang Jiangang*, Huang Binghua*, Liu Hui*, Shi Yongyan*, Lou Xiaohui*, Li Zimin*, Martin Cheung Kong Liao#, Chui Sai Peng Jose#, Jean-Louis Ekra#, Giovanni Tria#, Liu Xiaoler# and Zhang Ran#.*

* *Non-executive Directors*

Independent Non-executive Directors

Notes:

1. Details of the above resolutions are set out in Appendix to the circular. Additional information on the *2024 Work Report of the Board of Directors of Bank of China Limited*, the *2024 Work Report of the Board of Supervisors of Bank of China Limited*, Revision Checklist of the *Articles of Association of Bank of China Limited*, Proposed Amendments to the *Procedural Rules for the Shareholders' Meeting of Bank of China Limited* and Proposed Amendments to the *Procedural Rules for the Board of Directors for Bank of China Limited* are set out in Attachment A, Attachment B, Attachment C, Attachment D and Attachment E to the circular, respectively.
2. Pursuant to the relevant regulatory requirements, the annual report on connected transactions, the annual duty report of Independent Directors, the annual evaluation report on major shareholder (substantial shareholder) and the annual report on the implementation on the *Scheme on the Authorization to the Board of Directors Granted by the Shareholders' Meeting of Bank of China Limited* are matters to be reported to the Annual General Meeting but not for shareholders' approval. The Report on the Management of Connected Transactions of Bank of China for 2024, the Duty Report of Independent Directors of Bank of China for 2024, the Evaluation Report on Major Shareholder (Substantial Shareholder) of Bank of China Limited in 2024 and the Report on the Implementation on the *Scheme on the Authorization to the Board of Directors Granted by the Shareholders' Meeting of Bank of China Limited* for 2024 are set out in Appendix II, Appendix III, Appendix IV and Appendix V to this circular, respectively, for shareholders' information.
3. Pursuant to the *Hong Kong Listing Rules*, the resolutions set out in the notice of the AGM 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 AGM.
4. Any Shareholder entitled to attend and vote at the AGM 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 AGM 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 AGM 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 AGM, from Monday, 23 June 2025 to Friday, 27 June 2025 (both days inclusive), during which no transfer of H Shares will be registered. In order to attend the AGM, 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, 20 June 2025.**
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 AGM in person or by proxy should return the reply slip for the AGM to the Board Office 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 **Monday, 23 June 2025**. The address of the Bank's Board Office is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, China (Telephone: (8610) 6659 2638, 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 AGM, resolutions proposed at the AGM are not required to be considered and approved by the Preference Shareholders of the Bank. Therefore, the Preference Shareholders of the Bank will not attend the AGM.
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 AGM.
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.
12. **Please kindly be advised that no gifts or cake coupons will be distributed and no refreshments will be served by the Bank.**