

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

(the "Bank")

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

ANNOUNCEMENT

Poll Results of the 2024 First Extraordinary General Meeting

The Board of Directors of the Bank (the "**Board**") is pleased to announce the poll results of the 2024 First Extraordinary General Meeting of the Bank (the "**Meeting**").

I. Convening and Attendance of the Meeting

The Meeting was held as an on-site meeting on Monday, 26 February 2024 at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China.

The total number of issued ordinary shares with voting rights of the Bank as at the shareholding record date of the Meeting, was 294,387,791,241, which was the total number of shares entitling its holders to attend and vote on the resolutions proposed at the Meeting. There were no shares of the Bank entitling the holders to attend and abstain from voting in favour of the proposed resolutions pursuant to Rule 13.40 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the “**Listing Rules**”), and no shareholders of the Bank were required under the Listing Rules to abstain from voting at the Meeting. The holders of ordinary shares present at the Meeting and the voting shares they held are shown as follows:

1. Total number of shareholders and authorized proxies present at the Meeting (including those attending the Meeting on-site and voting through online voting)	84
including: number of A-Share Holders	83
number of H-Share Holders	1
2. Total number of shares with voting rights held by those shareholders who were present at the Meeting	217,697,228,105
including: total number of shares held by A-Share Holders	190,185,646,640
total number of shares held by H-Share Holders	27,511,581,465
3. Percentage of total shares of the Bank with voting rights held by those shareholders who were present at the Meeting (%)	73.949136
including: percentage of total shares held by A-Share Holders (%)	64.603782
percentage of total shares held by H-Share Holders (%)	9.345354

According to the Articles of Association of the Bank and the circumstances of the Meeting, the resolutions proposed at the Meeting were not required to be considered and approved by the holders of preference shares of the Bank. Therefore, the holders of preference shares did not attend the Meeting.

Onsite and online voting methods were adopted at the Meeting, which were in compliance with the relevant provisions of the *Company Law of the People’s Republic of China*, the *Rules for General Meeting of Shareholders of Listed Company*, the *Self-regulatory Guidelines for the Companies Listed on the Shanghai Stock Exchange No. 1 – Standardized Operation* and the Articles of Association of the Bank.

The Meeting was chaired by the Chairman of the Board Mr. Ge Haijiao. 13 of the 14 incumbent Directors, 5 of the 5 incumbent Supervisors and senior management members of the Bank were present at the Meeting. Independent Non-executive Director Mr. Jean-Louis Ekra did not attend the Meeting due to other important business arrangements.

II. Voting Results of the Meeting

The shareholders of the Bank present at the Meeting considered and approved the following resolutions by way of poll:

1. To consider and approve the Election of Mr. Zhang Yi as Executive Director of the Bank

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	189,994,807,398	99.899656	190,821,939	0.100335	17,303	0.000009
H Shares	25,734,911,202	93.542101	1,772,125,430	6.441379	4,544,833	0.016520
Total Ordinary Shares	215,729,718,600	99.096217	1,962,947,369	0.901687	4,562,136	0.002096

2. To consider and approve the Election of Ms. Lou Xiaohui as Non-executive Director of the Bank

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	189,992,053,263	99.898208	193,572,174	0.101781	21,203	0.000011
H Shares	25,640,802,812	93.200032	1,866,143,820	6.783121	4,634,833	0.016847
Total Ordinary Shares	215,632,856,075	99.051723	2,059,715,994	0.946138	4,656,036	0.002139

3. To consider and approve the Election of Ms. Liu Xiaolei as Independent Non-executive Director of the Bank

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	190,185,557,237	99.999953	68,203	0.000036	21,200	0.000011
H Shares	27,425,786,980	99.688151	81,159,654	0.295002	4,634,831	0.016847
Total Ordinary Shares	217,611,344,217	99.960549	81,227,857	0.037312	4,656,031	0.002139

4. To consider and approve the Issuance Quota and Issuance Arrangement of Total Loss-absorbing Capacity Non-capital Bonds

Voting Results: Approved

Voting Details:

Type of shareholder	For		Against		Abstain	
	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
A Shares	190,185,622,940	99.999988	6,400	0.000003	17,300	0.000009
H Shares	27,507,070,512	99.983603	87,010	0.000317	4,423,943	0.016080
Total Ordinary Shares	217,692,693,452	99.997917	93,410	0.000043	4,441,243	0.002040

Resolutions 1-3 above are ordinary resolutions and were approved by more than 50% of voting shares held by the shareholders present at the Meeting (including authorized proxies) voting in favour.

Resolution 4 above is special resolution and was approved by more than two-thirds of voting shares held by the shareholders present at the Meeting (including authorized proxies) voting in favour.

In addition, the voting results on the following resolutions by A-Share Holders of the Bank holding less than 5% voting shares are as follows:

No.	Name of the proposal	For		Against		Abstain	
		Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)	Number of voting shares	Percentage of voting shares (%)
1	To consider and approve the Election of Mr. Zhang Yi as Executive Director of the Bank	1,202,900,865	86.307401	190,821,939	13.691358	17,303	0.001241
2	To consider and approve the Election of Ms. Lou Xiaohui as Non-executive Director of the Bank	1,200,146,730	86.109794	193,572,174	13.888685	21,203	0.001521
3	To consider and approve the Election of Ms. Liu Xiaolei as Independent Non-executive Director of the Bank	1,393,650,704	99.993585	68,203	0.004894	21,200	0.001521

The terms of office of Mr. Zhang Yi as Executive Director of the Bank, Ms. Lou Xiaohui as Non-executive Director of the Bank and Ms. Liu Xiaolei as Independent Non-executive Director of the Bank are three years, which will commence from the date of approval of their respective qualification by the National Financial Regulatory Administration. For information on the committee appointments of the relevant personnel mentioned above, please refer to the Bank's announcement of resolutions of the Board of Directors issued on the same date.

As stated in the announcement of the Bank on 30 October 2023, due to his work arrangements, Mr. Jiang Guohua will discharge the duties serving as Independent Non-executive Director of the Bank after the meetings on 26 February 2024. Mr. Jiang Guohua has confirmed that he has no disagreement with the Board, and there are no matters that need to be brought to the attention of the shareholders of the Bank.

Computershare Hong Kong Investor Services Limited (the H-Share Registrar of the Bank) was appointed as scrutineer of the Meeting.

For details of the aforesaid resolutions, please refer to the circular of the Meeting published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.boc.cn) on 7 February 2024 by the Bank.

III. Witnessing by Lawyers

King & Wood Mallesons witnessed the Meeting and issued a legal opinion certifying that (i) the convening, procedures and other relevant matters of the Meeting were in compliance with the requirements of the laws and administrative regulations of PRC, the *Rules for General Meeting of Shareholders of Listed Company* issued by China Securities Regulatory Commission and the Articles of Association of the Bank; (ii) the qualifications of the attendees and the convener were lawful and valid; (iii) the voting process and the voting results were lawful and valid; and (iv) the resolutions passed at the Meeting were lawful and valid.

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

Beijing, PRC
26 February 2024

As at the date of this announcement, the directors of the Bank are: Ge Haijiao, Liu Jin, Lin Jingzhen, Zhang Yong, Zhang Jiangang*, Huang Binghua*, Liu Hui*, Shi Yongyan*, Martin Cheung Kong Liao#, Chui Sai Peng Jose#, Jean-Louis Ekra#, E Weinan# and Giovanni Tria#.*

* *Non-executive Directors*

Independent Non-executive Directors