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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 2024 fourth meeting of the Board of Directors and the meeting was held as an on-site meeting in Beijing. The meeting notice was sent to all Directors and Supervisors of the Bank on 13 April 2024 by means of written documents and emails. Vice Chairman Mr. Liu Jin chaired the meeting. 16 Directors were eligible to attend the meeting and 14 Directors attended the meeting in person. Chairman Mr. Ge Haijiao did not attend the meeting in person due to other important business engagements and appointed Vice Chairman, Executive Director Mr. Liu Jin as his authorised proxy to attend and vote on his behalf. Executive Director Mr. Lin Jingzhen did not attend the meeting in person due to other important business engagements and appointed Executive Director Mr. Zhang Yi as his authorised 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**”). The following proposals were approved at the meeting:

1. 2024 First Quarter Report

For: 16 Against: 0 Abstain: 0

The Audit Committee of the Board of Directors of the Bank has reviewed the 2024 First Quarter Report of Bank of China and agreed to submit it to the Board of Directors for approval.

For details, please refer to the 2024 First Quarter Report of Bank of China 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. Dividend Distribution of Preference Shares

For: 16 Against: 0 Abstain: 0

The payment of dividend on Domestic Preference Shares (Third Tranche) in RMB on 27 June 2024 in accordance with their terms of issuance and at a rate of 4.5% be and is hereby approved. The size of dividend is RMB3.285 billion.

The payment of dividend on Domestic Preference Shares (Fourth Tranche) in RMB on 29 August 2024 in accordance with their terms of issuance and at a rate of 4.35% be and is hereby approved. The size of dividend is RMB1.1745 billion.

The payment of dividend on Offshore Preference Shares (Second Tranche) in US dollars on 4 March 2025 in accordance with their terms of issuance and at a rate of 3.6% be and is hereby approved. The total payment on the Bank's Offshore Preference Shares including the dividend and related tax amounts to about USD112.8 million.

Independent Non-executive Directors commented on this proposal as follows:

We believe that the Dividend Distribution Plan of Domestic Preference Shares (Third and Fourth Tranche) and Offshore Preference Shares (Second Tranche) of Bank of China 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.

3. Bond Issuance Plan

For: 16 Against: 0 Abstain: 0

Agree that the Bank may issue bonds (excluding covered bonds, total loss-absorbing capacity non-capital bonds and capital replenishment bonds such as tier 2 capital bonds, undated capital bonds and convertible corporate bonds) in domestic and overseas markets, provided that it complies with relevant laws and regulations, the listing rules where the Bank's securities are listed, and the applicable laws, regulations and rules of any other government or regulator, and the net new increment by the Group's bond issuance shall not exceed 1% of the Bank's latest audited total assets (RMB324.3 billion). The proceeds shall be used for the Bank's general purposes. The validity period of the resolution shall commence from the day after the approval by the Shareholders' Meeting and expire on the day of the next Annual Shareholders' Meeting.

It is proposed to the Shareholders' Meeting to authorize the Board of Directors and the latter to delegate the authorization to the Senior Management to handle all issues related to bond issuance and all subsequent matters, for example, determining the bond issuance amount, term, interest rate, issuance market, issuance methods, information disclosure and other specific terms according to market conditions and the Bank's asset and liability structure, etc.

4. 2024 Interim Profit Distribution Arrangement

For: 16 Against: 0 Abstain: 0

Agree that according to the reviewed financial report for the first half of 2024, taking reasonable account of the current performance, and under the condition that the Bank has available profits for distribution in the first half of 2024, the 2024 interim dividend will be implemented, and the total dividend will account for no more than 30% of the Group's realized net profit attributable to equity holders of the Bank. When the annual profit distribution plan for 2024 is subsequently formulated, the amount of interim profit distribution already realized will be taken into account. The 2024 interim profit distribution plan will be implemented in compliance with relevant laws, regulations and the Articles of Association, after the performance of corporate governance procedures.

Independent Non-executive Directors commented on this proposal as follows:

We believe that the Bank's 2024 interim profit distribution arrangement 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. We agree with the 2024 interim profit distribution arrangement and agree to submit the proposal to the Shareholders' Meeting for consideration.

5. Nomination of Mr. Liu Jin to be Re-appointed as Executive Director of the Bank

For: 15 Against: 0 Abstain: 0

Executive Director Mr. Liu Jin abstained from voting on this proposal due to conflict of interest.

The Personnel and Remuneration Committee of the Board of Directors of the Bank has reviewed the proposal and agreed to submit it to the Board of Directors for approval.

Independent Non-executive Directors commented on this proposal as follows:

We believe that the qualifications of Mr. Liu Jin and the procedures of the nomination are in compliance with the requirements of applicable laws and regulations as well as the Articles of Association. We agree with the nomination of Mr. Liu Jin to be re-appointed as Executive Director of the Bank and agree to submit the proposal to the Shareholders' Meeting for consideration.

For the biographic details of Mr. Liu Jin, please refer to the 2023 Annual Report of Bank of China published on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.boc.cn) on 28 March 2024.

6. Nomination of Mr. Lin Jingzhen to be Re-appointed as Executive Director of the Bank

For: 15 Against: 0 Abstain: 0

Executive Director Mr. Lin Jingzhen abstained from voting on this proposal due to conflict of interest.

The Personnel and Remuneration Committee of the Board of Directors of the Bank has reviewed the proposal and agreed to submit it to the Board of Directors for approval.

Independent Non-executive Directors commented on this proposal as follows:

We believe that the qualifications of Mr. Lin Jingzhen and the procedures of the nomination are in compliance with the requirements of applicable laws and regulations as well as the Articles of Association. We agree with the nomination of Mr. Lin Jingzhen to be re-appointed as Executive Director of the Bank and agree to submit the proposal to the Shareholders' Meeting for consideration.

For the biographic details of Mr. Lin Jingzhen, please refer to the 2023 Annual Report of Bank of China published on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.boc.cn) on 28 March 2024.

7. Management Measures for Insiders (Revised in 2024)

For: 16 Against: 0 Abstain: 0

Please refer to the websites of the Shanghai Stock Exchange (www.sse.com.cn) and the Bank (www.boc.cn) for the full text of the *Bank of China Limited Management Measures for Insiders (Revised in 2024)*.

8. Convening of the 2023 Annual General Meeting

For: 16 Against: 0 Abstain: 0

9. 14th Five-Year Plan for Green Finance (Revised in 2024)

For: 16 Against: 0 Abstain: 0

10. 14th Five-Year Plan for Inclusive Finance (Revised in 2024)

For: 16 Against: 0 Abstain: 0

11. 2024 Q1 Pillar 3 Disclosure Report

For: 16 Against: 0 Abstain: 0

The Audit Committee and the Risk Policy Committee of the Bank have jointly reviewed the 2024 Q1 Pillar 3 Disclosure Report of Bank of China and agreed to submit it to the Board of Directors for approval.

For details, please refer to the 2024 Q1 Pillar 3 Disclosure Report of Bank of China 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.

The abovementioned proposals 3 to 6 will be submitted to the Shareholders' Meeting for consideration and approval. The notice and circular for the Shareholders' Meeting of the Bank will be announced in due course.

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

Beijing, PRC
29 April 2024

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

* *Non-executive Directors*

Independent Non-executive Directors