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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))

**NOTICE OF THE 2024 SECOND
EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2024 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, Xicheng District, Beijing, China at 9:30 a.m. on Tuesday, 24 September 2024 (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 4 September 2024 (the “**circular**”) of which this notice forms part.

ORDINARY RESOLUTIONS

1. To consider and approve the Amendments to the *Procedural Rules for Board of Supervisors of Bank of China Limited*
2. To consider and approve the Application for Special Outbound Donation Limit
3. To consider and approve the Engagement of the Bank’s External Auditors for 2024
4. To consider and approve the Abolishment of the *Management Measures for Investment Approval of Bank of China Limited*

SPECIAL RESOLUTION

5. To consider and approve the *Scheme on the Authorization to the Board of Directors Granted by the Shareholders’ Meeting of Bank of China Limited (Revised in 2024)*

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

Beijing, China
4 September 2024

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

* Non-executive Directors

Independent Non-executive Directors

Notes:

1. Details of the above resolutions are set out in Appendix I to the circular. Additional information on (a) the Comparison Table on Amendments to the *Procedural Rules for Board of Supervisors of Bank of China Limited* and (b) the *Scheme on the Authorization to the Board of Directors Granted by the Shareholders' Meeting of Bank of China Limited (Revised in 2024)* are set out in Attachment A and Attachment B to the circular, respectively.
2. Pursuant to the relevant regulatory requirements, the evaluation report on the substantial shareholder is a matter to be reported to the EGM but not for Shareholders' approval. The 2023 Evaluation Report on the Substantial Shareholder of Bank of China is set out in Appendix II to the circular for Shareholders' information.
3. Pursuant to the Hong Kong Listing Rules, 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 Monday, 23 September 2024 to Tuesday, 24 September 2024 (both days inclusive), during which no transfer of H 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, 20 September 2024.**
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 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 September 2024**. The address of the Bank's Board Office 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 of the Bank. Therefore, the preference shareholders of the Bank 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.