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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)*  
**(the "Bank")**

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

## **ANNOUNCEMENT**

### **Poll Results of the 2024 Second Extraordinary General Meeting**

The Board of Directors of the Bank (the "**Board**") is pleased to announce the poll results of the 2024 Second 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 Tuesday, 24 September 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 13 September 2024, the shareholding record date for 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:

<b>1. Total number of shareholders and authorized proxies present at the Meeting (including those attending the Meeting on-site and voting through online voting)</b>	<b>2,973</b>
including: number of A-Share Holders	2,972
number of H-Share Holders	1
<b>2. Total number of shares with voting rights held by those shareholders who were present at the Meeting</b>	<b>232,222,279,023</b>
including: total number of shares held by A-Share Holders	197,929,149,043
total number of shares held by H-Share Holders	34,293,129,980
<b>3. Percentage of total shares of the Bank with voting rights held by those shareholders who were present at the Meeting (%)</b>	<b>78.883122</b>
including: percentage of total shares held by A-Share Holders (%)	67.234157
percentage of total shares held by H-Share Holders (%)	11.648965

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 13 incumbent Directors, 5 of the 5 incumbent Supervisors, Secretary to the Board and senior management members of the Bank were present at the Meeting.

## 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 Amendments to the *Procedural Rules for Board of Supervisors of Bank of China Limited*

Voting Results: Approved

Voting Details:

	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 (%)
Total Ordinary Shares	232,170,214,398	99.977580	28,878,136	0.012435	23,186,489	0.009985

### 2. To consider and approve the Application for Special Outbound Donation Limit

Voting Results: Approved

Voting Details:

	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 (%)
Total Ordinary Shares	231,991,221,525	99.900502	191,732,166	0.082564	39,325,332	0.016934

### 3. To consider and approve the Engagement of the Bank's External Auditors for 2024

Voting Results: Approved

Voting Details:

	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 (%)
Total Ordinary Shares	232,194,191,092	99.987905	5,506,288	0.002371	22,581,643	0.009724

**4. To consider and approve the Abolishment of the *Management Measures for Investment Approval of Bank of China Limited***

Voting Results: Approved

Voting Details:

	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 (%)
<b>Total Ordinary Shares</b>	232,104,226,844	99.949164	93,978,479	0.040469	24,073,700	0.010367

**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)***

Voting Results: Approved

Voting Details:

	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 (%)
<b>Total Ordinary Shares</b>	232,085,491,450	99.941096	113,404,911	0.048835	23,382,662	0.010069

Resolutions 1-4 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 5 above is a 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 proposals	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 (%)
3	To consider and approve the Engagement of the Bank's External Auditors for 2024	9,128,407,544	99.903308	5,219,436	0.057123	3,615,530	0.039569
5	To consider and approve the <i>Scheme on the Authorization to the Board of Directors Granted by the Shareholders' Meeting of Bank of China Limited (Revised in 2024)</i>	9,127,932,264	99.898107	4,807,206	0.052611	4,503,040	0.049282

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, shareholders of the Bank may refer to the circular of the Meeting dated 4 September 2024 issued by the Bank. The aforesaid circular can also be accessed through and downloaded from the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.boc.cn](http://www.boc.cn)).

### 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 are in compliance with the requirements of the *laws and administrative regulations of PRC, the Rules for General Meeting of Shareholders of Listed Company* as issued by China Securities Regulatory Commission and the Articles of Association of the Bank; (ii) the qualifications of the attendees and the convener are lawful and valid; (iii) the voting process and the voting results are lawful and valid; and (iv) the resolutions passed at the Meeting are lawful and valid.

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

Beijing, PRC  
24 September 2024

*As at the date of this announcement, the directors of the Bank are: Ge Haijiao, Lin Jingzhen, Zhang Yong\*, Zhang Jiangan\*, 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*