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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 tenth 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 14 October 2024 by means of written documents and emails. Chairman Mr. Ge Haijiao chaired the meeting. 13 Directors were eligible to attend the meeting and 12 Directors attended the meeting in person. Independent Non-executive Director Mr. Chui Sai Peng Jose did not attend the meeting in person due to other important business engagements and appointed Independent Non-executive Director Ms. Liu Xiaolei 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 Third Quarter Report and Disclosure

For: 13                      Against: 0                      Abstain: 0

The Audit 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.

For details, please refer to the 2024 Third Quarter Report of Bank of China published on the websites of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.boc.cn](http://www.boc.cn)) on the same day.

#### 2. 2024 Q3 Pillar 3 Disclosure Report

For: 13                      Against: 0                      Abstain: 0

For details, please refer to the 2024 Q3 Pillar 3 Disclosure Report of Bank of China published on the websites of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.boc.cn](http://www.boc.cn)) on the same day.

### **3. Remuneration Distribution Plan for the Chairman of the Board of Directors, the President and Other Senior Management Members in 2023**

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.

#### **3.1 Remuneration Distribution Plan for the Chairman of the Board of Directors in 2023**

For: 12                      Against: 0                      Abstain: 0

Independent Non-executive Directors commented on this proposal as follows: We believe that the Remuneration Distribution Plan for the Chairman of the Board of Directors in 2023 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 to submit the Remuneration Distribution Plan for the Chairman of the Board of Directors in 2023 to the Shareholders' Meeting for consideration.

Mr. Ge Haijiao recused himself from voting on such proposal due to conflict of interest.

#### **3.2 Remuneration Distribution Plan for the Executive Directors in 2023**

For: 12                      Against: 0                      Abstain: 0

Independent Non-executive Directors commented on this proposal as follows: We believe that the Remuneration Distribution Plan for the Executive Directors in 2023 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 to submit the Remuneration Distribution Plan for the Executive Directors in 2023 to the Shareholders' Meeting for consideration.

Mr. Lin Jingzhen recused himself from voting on such proposal due to conflict of interest.

#### **3.3 Remuneration Distribution Plan for Other Senior Management Members in 2023**

For: 13                      Against: 0                      Abstain: 0

Independent Non-executive Directors commented on this proposal as follows: We believe that the Remuneration Distribution Plan for Other Senior Management Members in 2023 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.

## 4. Convening of the 2024 Third Extraordinary General Meeting

For: 13

Against: 0

Abstain: 0

The abovementioned proposals 3.1 and 3.2 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.

In addition, the Remuneration Distribution Plan for Chairwoman of the Board of Supervisors of the Bank in 2023 has been considered and approved by the Board of Supervisors. It will be submitted to the Shareholders' Meeting of the Bank for consideration and approval. Please refer to Appendix for Remuneration for Directors, Supervisors and Senior Management Members of the Bank in 2023.

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

Beijing, PRC  
30 October 2024

*As at the date of this announcement, 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 Xiaole#.*

\* *Non-executive Directors*

# *Independent Non-executive Directors*

## Appendix

## 2023 Remuneration Distribution Plan for Directors, Supervisors and Senior Management Members of Bank of China Limited

Unit: RMB10,000

Name	Position	Starting and ending time of the term of office	Remuneration before tax from the Bank in 2023			2021-2023 Tenure incentive income	Whether remunerated by shareholding companies or other connected parties
			Annual salary payable	Contribution by the employer to social insurance, enterprise annuity, supplementary medical insurance and housing provident fund	Other monetary income		
<b>Incumbent Directors, Supervisors and Senior Management Members</b>							
Ge Haijiao	Chairman	From April 2023 to April 2026	68.12	17.19	-	18.58	No
Lin Jingzhen	Executive Director, Executive Vice President	From February 2019 to June 2027	81.23	22.01	-	64.56	No
Zhang Yong	Non-executive Director	From June 2023 to June 2026	-	-	-	-	Yes
Zhang Jiangang	Non-executive Director	From July 2019 to June 2025	-	-	-	-	Yes
Huang Binghua	Non-executive Director	From March 2022 to March 2025	-	-	-	-	Yes
Liu Hui	Non-executive Director	From August 2023 to August 2026	-	-	-	-	Yes
Shi Yongyan	Non-executive Director	From September 2023 to September 2026	-	-	-	-	Yes
Lou Xiaohui	Non-executive Director	From April 2024 to April 2027	-	-	-	-	-
Martin Cheung Kong Liao	Independent Director	From September 2019 to June 2025	45.00	-	-	-	Yes
Chui Sai Peng Jose	Independent Director	From September 2020 to June 2025	50.00	-	-	-	Yes
Jean-Louis Ekra	Independent Director	From May 2022 to May 2025	45.00	-	-	-	Yes
Giovanni Tria	Independent Director	From July 2022 to July 2025	40.00	-	-	-	Yes
Liu Xiaolei	Independent Director	From March 2024 to March 2027	-	-	-	-	-

Name	Position	Starting and ending time of the term of office	Remuneration before tax from the Bank in 2023			2021-2023 Tenure incentive income	Whether remunerated by shareholding companies or other connected parties
			Annual salary payable	Contribution by the employer to social insurance, enterprise annuity, supplementary medical insurance and housing provident fund	Other monetary income		
Wei Hanguang	Employee Supervisor	From November 2021 to the date of the 2024 Employee Delegates' Meeting	5.00	-	-	-	No
Jia Xiangsen	External Supervisor	From May 2019 to the date of the Annual General Meeting in 2025	26.00	-	-	-	No
Hui Ping	External Supervisor	From February 2022 to the date of the Annual General Meeting in 2025	26.00	-	-	-	No
Chu Yiyun	External Supervisor	From June 2022 to the date of the Annual General Meeting in 2025	26.00	-	-	-	No
Liu Jinn	Executive Vice President	From April 2024	-	-	-	-	-
Zhang Xiaodong	Executive Vice President	From March 2023	68.04	18.43	-	18.51	No
Cai Zhao	Executive Vice President	From September 2023	27.13	7.52	-	7.34	No
Zhao Rong	Chief Risk Officer	From October 2024	172.17	24.83	2.00	-	No
Zhuo Chengwen	Secretary to the Board of Directors, Company Secretary	From March 2024	172.17	24.83	2.00	-	No
Meng Qian	Chief Information Officer	From May 2022	172.17	24.83	2.00	-	No

Name	Position	Starting and ending time of the term of office	Remuneration before tax from the Bank in 2023			2021-2023 Tenure incentive income	Whether remunerated by shareholding companies or other connected parties
			Annual salary payable	Contribution by the employer to social insurance, enterprise annuity, supplementary medical insurance and housing provident fund	Other monetary income		
<b>Former Directors, Supervisors and Senior Management Members</b>							
Liu Jin	Vice Chairman, President	From June 2021 to August 2024	90.83	22.74	-	66.62	No
Wang Wei	Executive Director, Executive Vice President	From June 2020 to March 2023	20.38	5.37	-	48.36	No
Zhang Yi	Executive Director, Executive Vice President	From April 2024 to May 2024	68.06	18.43	-	18.53	No
Xiao Lihong	Non-executive Director	From August 2017 to June 2023	-	-	-	-	Yes
Wang Xiaoya	Non-executive Director	From August 2017 to June 2023	-	-	-	-	Yes
Chen Jianbo	Non-executive Director	From June 2020 to April 2023	-	-	-	-	Yes
Jiang Guohua	Independent Director	From December 2018 to February 2024	48.87	-	-	-	Yes
E Weinan	Independent Director	From July 2022 to July 2024	35.00	-	-	-	Yes
Zhang Keqiu	Chairwoman of the Board of Supervisors	From January 2021 to February 2024	90.83	22.74	-	72.55	No
Zhou Hehua	Employee Supervisor	From November 2021 to October 2024	5.00	-	-	-	No
Leng Jie	Employee Supervisor	From December 2018 to January 2023	0.42	-	-	-	No
Chen Huaiyu	Executive Vice President	From April 2021 to February 2023	6.79	1.79	-	39.38	No
Wang Zhiheng	Executive Vice President	From August 2021 to January 2023	-	-	-	30.33	No
Liu Jiandong	Chief Risk Officer	From February 2019 to September 2024	172.17	24.83	2.00	-	No

*Notes:*

1. The remuneration disclosed in the above table is confirmed payable remuneration for Directors, Supervisors and Senior Management members before tax during the reporting period (excluding performance-based annual salary of previous years paid in 2023), with a total amount of RMB18.0592 million.
2. In accordance with national regulations, since January 1, 2015, the Bank shall remunerate the Chairman of the Board of Directors, the President, the Chairman of the Board of Supervisors and other deputy heads pursuant to the state rules on remuneration reform for persons in charge of central enterprises. The remuneration payable disclosed in the above table shall include the annual basic salary and annual performance-based salary in 2023 of the aforementioned personnel acting as persons in charge of the Bank, and the tenure incentive income of previous years that should be distributed in 2023.
3. Some Independent Directors of the Bank worked as Directors or Senior Management members of other legal persons or organizations, which caused such legal persons or organizations nevertheless to be defined as connected parties of the Bank. Save as disclosed above, none of the Directors, Supervisors or Senior Management members of the Bank was remunerated by the connected parties of the Bank during the reporting period.
4. Among the remuneration paid to the Chief Risk Officer, Chief Business and Management Officer, Secretary to the Board of Directors, Chief Information Officer, and Chief Audit Officer of the Bank, over 50% of the annual performance-based remuneration is paid in installments generally for no less than three years, according to the annual business performance of the following years. If the risk exposure exceeds the usual level within the duties of the above-mentioned personnel in a defined time period, the Bank will not pay the amounts payable, in part or in total.
5. In 2023, Non-executive Directors Mr. Zhang Yong, Mr. Zhang Jiangang, Mr. Huang Binghua, Mr. Liu Hui, Mr. Shi Yongyan, Ms. Xiao Lihong, Ms. Wang Xiaoya and Mr. Chen Jianbo were not remunerated by the Bank.
6. The above-mentioned 2023 annual salary regarding Directors and Senior Management members has been reviewed by the Personnel and Remuneration Committee of the Board of Directors and the Board of Directors, and that of the Chairwoman of the Board of Supervisors has been reviewed by the Board of Supervisors. The 2023 annual salary regarding the Chairman of the Board of Directors, Executive Directors, and the Chairwoman of the Board of Supervisors is subject to deliberation and approval by the Shareholders' Meeting of the Bank.
7. For job changes of Directors, Supervisors and Senior Management members named above, please refer to regular reports published by the Bank. In the remuneration disclosed in the above table, the remuneration regarding Mr. Zhang Yi was his remuneration receivable for serving as Executive Vice President of the Bank in 2023, the remuneration regarding Ms. Zhao Rong was her remuneration receivable for serving as the Chief Business and Management Officer of the Bank in 2023, and the remuneration regarding Mr. Zhuo Chengwen was his remuneration receivable for serving as the Chief Audit Officer of the Bank in 2023. Since Mr. Wang Zhiheng resigned in January 2023, whose wage relationship had been transferred to his new employer, he was not remunerated in 2023 by the Bank.
8. The remuneration of the above-mentioned personnel is calculated based on their actual term of office as Directors, Supervisors and Senior Management members of the Bank. Employee Supervisors are remunerated for their service as Supervisors of the Bank during the reporting period.
9. The Bank remunerates Directors, Supervisors and Senior Management members who are employed by the Bank with salaries, bonuses, employer's contribution to compulsory insurances, housing provident fund, and so on. Independent Directors of the Bank receive Directors' rewards. Other Directors are not remunerated by the Bank. The Chairman of the Board of Directors, Executive Directors and Senior Management members do not receive any rewards from the Bank's subsidiaries. External Supervisors of the Bank are remunerated the same as Supervisors.