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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 Third Extraordinary General Meeting

The Board of Directors of the Bank (the "Board") is pleased to announce the poll results of the 2024 Third 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 Friday, 20 December 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 12 December 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>2,925</b>
including: number of A-Share Holders	2,922
number of H-Share Holders	3
<b>2. Total number of shares with voting rights held by those shareholders who were present at the Meeting</b>	<b>235,765,928,050</b>
including: total number of shares held by A-Share Holders	198,073,202,692
total number of shares held by H-Share Holders	37,692,725,358

<b>3. Percentage of total shares of the Bank with voting rights held by those shareholders who were present at the Meeting (%)</b>	<b>80.086856</b>
including: percentage of total shares held by A-Share Holders (%)	67.283090
percentage of total shares held by H-Share Holders (%)	12.803766

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, 4 of the 4 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 2023 Remuneration Distribution Plan for the Chairman of the Board of Directors and Executive Directors

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	235,699,574,480	99.971856	58,294,160	0.024726	8,059,410	0.003418

**2. To consider and approve the 2023 Remuneration Distribution Plan for Chairwoman of the Board of Supervisors**

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	235,631,809,565	99.943114	126,061,775	0.053469	8,056,710	0.003417

**3. To consider and approve the Interim Profit Distribution Plan 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	235,730,993,820	99.985183	29,716,199	0.012604	5,218,031	0.002213

**4. To consider and approve the Election of Mr. Zhang Hui as Executive Director of the Bank**

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	234,567,613,807	99.491736	1,189,213,073	0.504404	9,101,170	0.003860

**5. To consider and approve the Re-election of Mr. Huang Binghua as Non-executive Director of the Bank**

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	232,134,295,020	98.459645	3,618,064,269	1.534600	13,568,761	0.005755

**6. To consider and approve the Re-election of Mr. Jean-Louis Ekra as Independent Non-executive Director of the Bank**

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	235,462,473,290	99.871290	292,086,539	0.123888	11,368,221	0.004822

**7. To consider and approve the Election of Ms. Zhang Ran as Independent Non-executive Director of the Bank**

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	235,628,675,812	99.941785	125,800,382	0.053358	11,451,856	0.004857

**8. To consider and approve the Election of Mr. Li Zimin as Non-executive Director 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>	233,262,952,079	98.938364	2,491,608,810	1.056815	11,367,161	0.004821

Resolutions 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.

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 (%)
1	To consider and approve the 2023 Remuneration Distribution Plan for the Chairman of the Board of Directors and Executive Directors	9,267,382,793	99.850092	9,938,345	0.107080	3,975,021	0.042828
2	To consider and approve the 2023 Remuneration Distribution Plan for Chairwoman of the Board of Supervisors	9,265,095,423	99.825447	12,228,415	0.131754	3,972,321	0.042799
3	To consider and approve the Interim Profit Distribution Plan for 2024	9,278,801,705	99.973124	1,360,783	0.014661	1,133,671	0.012215
4	To consider and approve the Election of Mr. Zhang Hui as Executive Director of the Bank	9,259,600,156	99.766240	16,682,732	0.179745	5,013,271	0.054015
5	To consider and approve the Re-election of Mr. Huang Binghua as Non-executive Director of the Bank	9,185,955,859	98.972770	89,738,149	0.966870	5,602,151	0.060360

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 (%)
6	To consider and approve the Re-election of Mr. Jean-Louis Ekra as Independent Non-executive Director of the Bank	9,264,077,876	99.814484	9,938,932	0.107086	7,279,351	0.078430
7	To consider and approve the Election of Ms. Zhang Ran as Independent Non-executive Director of the Bank	9,270,313,473	99.881669	3,620,995	0.039014	7,361,691	0.079317
8	To consider and approve the Election of Mr. Li Zimin as Non-executive Director of Bank of China Limited	9,217,588,103	99.313587	56,429,765	0.607994	7,278,291	0.078419

The terms of office of Mr. Zhang Hui as Executive Director of the Bank, Ms. Zhang Ran as Independent Non-executive Director of the Bank and Mr. Li Zimin as 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.

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 December 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. Distribution of Interim Dividends

#### Distribution of Dividends

The interim profit distribution plan for 2024 of the Bank was considered and approved at the Meeting. An interim dividend of RMB1.208 per ten shares (before tax) on the Bank's ordinary shares for the six-month period ended 30 June 2024 (the “**2024 Interim Dividend on Ordinary Shares**”) will be distributed by the Bank to those ordinary shareholders whose names appear on the register of members after close of trading on Wednesday, 22 January 2025.

The 2024 Interim Dividend on Ordinary Shares will be denominated and declared in RMB and paid in RMB or equivalent amount in Hong Kong dollars. The actual amount distributed in Hong Kong dollars is calculated according to the average of the exchange rates of HKD to RMB announced by People's Bank of China for the week before the Meeting on 20 December 2024 (date of the Meeting inclusive). Accordingly, the applicable exchange rate of HKD to RMB for the purpose of distribution of the 2024 Interim Dividend on Ordinary Shares is 0.925026 and the 2024 Interim Dividend on Ordinary Shares for H Shares is HKD1.3059092 per ten shares (before tax).

The H-Share register of members of the Bank will be closed from Wednesday, 15 January 2025 to Wednesday, 22 January 2025 (both days inclusive) for the purpose of determining the shareholders entitled to the 2024 Interim Dividend on Ordinary Shares. In order to be entitled to the 2024 Interim Dividend on Ordinary Shares, H-Share Holders who have not registered the relevant transfer documents are required to lodge such transfer documents, together with the relevant share certificates, with the H-Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Tuesday, 14 January 2025. The last trading day prior to ex-dividend date of H Shares will be on Friday, 10 January 2025, and the ex-dividend date of H Shares will be on Monday, 13 January 2025.

For shareholders (including enterprises and individuals) who invested in the Bank's H Shares listed on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") through the Shanghai Stock Exchange and the Shenzhen Stock Exchange (the "**Southbound Trading**"), the Bank has entered into the *Agreement on Distribution of Cash Dividends on H Shares for Southbound Trading* with China Securities Depository and Clearing Corporation Limited and pursuant to which, China Securities Depository and Clearing Corporation Limited, as the nominee holders of H Shares for the investors of the Southbound Trading, shall distribute the 2024 Interim Dividend on Ordinary Shares denominated in RMB received from the Bank to the relevant investors of the Southbound Trading through their depository and clearing systems. The record date and the date of payment of the 2024 Interim Dividend on Ordinary Shares in respect of investors of the Southbound Trading shall be the same as those in respect of the Bank's H-Share Holders.

Pursuant to its Articles of Association, the Bank has appointed Bank of China (Hong Kong) Trustees Limited (the "**Receiving Agent**"), which is a registered trust company under the *Trustee Ordinance* (Chapter 29 of the Laws of Hong Kong), to receive the 2024 Interim Dividend on Ordinary Shares on behalf of the Bank's H-Share Holders (exclusive of the investors of the Southbound Trading). The Receiving Agent shall issue the dividend warrants for the 2024 Interim Dividend on Ordinary Shares and the H-Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, shall deliver to H-Share Holders by way of ordinary mail at their own risk on Wednesday, 19 February 2025, the date of distribution of the 2024 Interim Dividend on Ordinary Shares to H-Share Holders.

The 2024 Interim Dividend on Ordinary Shares will be distributed to A-Share Holders on Thursday, 23 January 2025 and the ex-dividend date will be Thursday, 23 January 2025. For shareholders (including enterprises and individuals) who invested in the Bank's A Shares listed on the Shanghai Stock Exchange through the Hong Kong Stock Exchange (the "**Northbound Trading**"), the Shanghai Branch of China Securities Depository and Clearing Corporation Limited shall distribute the 2024 Interim Dividend on Ordinary Shares denominated in RMB received from the Bank to the nominee holder of investors of the Northbound Trading. The record date and the date of payment of the 2024 Interim Dividend on Ordinary Shares in respect of investors of the Northbound Trading shall be the same as those in respect of the Bank's A-Share Holders.

Please refer to a separate announcement of the Bank to be subsequently made on the Shanghai Stock Exchange for details regarding distribution of dividends on the Bank's A Shares.

## **Withholding and Payment of Income Tax for investors not through the Southbound Trading and the Northbound Trading**

In accordance with PRC tax laws and regulations, the dividends and bonuses received by overseas resident individual shareholders from stocks in the Hong Kong market issued by domestic non-foreign investment enterprises are subject to the payment of individual income tax, which shall be withheld by the withholding agents. However, overseas resident individual shareholders of stocks in the Hong Kong market issued by domestic non-foreign investment enterprises are entitled to the relevant preferential tax treatment pursuant to the tax agreements signed between their resident countries and PRC, or the tax arrangements between the Chinese mainland and Hong Kong and Macau. Unless specified by the relevant tax laws, regulations and agreements, the Bank generally withholds the individual income tax at a rate of 10% on behalf of the individual H-Share Holders.

In accordance with the provisions of the *Notice on Issues concerning Withholding the Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to H-Share Holders who are Overseas Non-resident Enterprises* (Guoshuihan [2008] No.897) published by the State Administration of Taxation of PRC, when Chinese resident enterprises distribute annual dividends from 2008 onwards to H-Share Holders who are overseas non-resident enterprises, the enterprise income tax shall be withheld at a uniform rate of 10% by the Bank.

In accordance with the current practice of the Inland Revenue Department of Hong Kong, no tax is payable in Hong Kong on dividends on H Shares paid by the Bank.

## **Withholding and Payment of Income Tax for the Investors of the Southbound Trading and the Northbound Trading**

The tax and tax relief with regard to the Southbound Trading and the Northbound Trading shall comply with the *Notice on the Relevant Taxation Policy regarding the Pilot Programme that Links the Stock Markets in Shanghai and Hong Kong* (Caishui [2014] No.81) and the *Notice on the Relevant Taxation Policy regarding the Pilot Programme that Links the Stock Markets in Shenzhen and Hong Kong* (Caishui [2016] No.127) issued jointly by Ministry of Finance of PRC, State Administration of Taxation of PRC and China Securities Regulatory Commission. In particular:

- for individual investors of the Southbound Trading of the Bank's H Shares, the Bank shall withhold individual income tax at a rate of 20% on dividends distributed. Individual investors may, by producing valid tax payment proofs, apply to the competent tax authority of China Securities Depository and Clearing Corporation Limited for tax credit relating to the withholding tax already paid abroad. For securities investment funds of the Southbound Trading of the Bank's H Shares, the Bank shall withhold individual income tax on dividends distributed pursuant to the foregoing.
- for the enterprise investors of the Southbound Trading of the Bank's H Shares, the Bank shall not withhold the income tax on the dividends distributed as the Chinese mainland enterprise investors shall file tax returns on their own.

- for the enterprise and individual investors of the Northbound Trading of the Bank's A Shares, no differentiated tax policy as to shareholding period shall be implemented before the Hong Kong Securities Clearing Company Limited is able to provide China Securities Depository and Clearing Corporation Limited with specific data such as identities of shareholders and shareholding period. As a result, the Bank shall withhold tax at a rate of 10% and file with its tax authority. For investors (enterprises or individuals) of the Northbound Trading who are residents of other countries which have entered into tax agreements with PRC stipulating a preferential tax rate of lower than 10%, they may apply to the competent tax authorities of the Bank for entitlement to the preferential tax rate under such agreements.

#### **IV. 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  
20 December 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*