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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 4601(Preference Shares))**

## **ANNOUNCEMENT**

### **Poll Results of the 2018 Annual General Meeting**

The Board of Directors of the Bank (the "**Board**") is pleased to announce the poll results of the 2018 Annual 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, 17 May 2019 at Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong, China and at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Beijing, China.

The total number of issued shares with voting rights of the Bank as at 9 May 2019, the shareholding record date of 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 shareholders 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>	4,808
including: number of A-Share Holders	82
number of H-Share Holders	4,726
<b>2. Total number of shares with voting rights held by those shareholders who were present at the Meeting</b>	220,507,630,439
including: total number of shares held by A-Share Holders	188,928,661,859
total number of shares held by H-Share Holders	31,578,968,580
<b>3. Percentage of total shares of the Bank with voting rights held by those shareholders who were present at the Meeting (%)</b>	74.903796
including: percentage of total shares held by A-Share Holders (%)	64.176799
percentage of total shares held by H-Share Holders (%)	10.726997

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 *Shanghai Stock Exchange Implementation Rules for Online Voting at Shareholders' Meeting of Listed Companies* and the Articles of Association of the Bank.

The Meeting was chaired by the Vice Chairman of the Board Mr. Liu Liange. 12 of the 13 incumbent Directors, 4 of the 5 incumbent Supervisors and the Board Secretary attended the Meeting, and some of the senior management members of the Bank were present at the Meeting. The Director Mr. Lin Jingzhen and the Supervisor Mr. Liu Wanming did not attend the Meeting due to other important business arrangements.

## 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 2018 Work Report of the Board of Directors

Voting Results: Approved

Voting Details:

Type of shareholder	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>	220,173,705,073	99.848565	82,769,094	0.037536	251,156,272	0.113899

### 2. To consider and approve the 2018 Work Report of the Board of Supervisors

Voting Results: Approved

Voting Details:

Type of shareholder	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>	220,173,536,172	99.848489	82,975,094	0.037629	251,119,173	0.113882

### 3. To consider and approve the 2018 Annual Financial Report

Voting Results: Approved

Voting Details:

Type of shareholder	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>	220,173,562,950	99.848501	82,767,198	0.037535	251,300,291	0.113964

**4. To consider and approve the 2018 Profit Distribution Plan**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	220,278,003,400	99.895864	15,437,250	0.007001	214,189,789	0.097135

**5. To consider and approve the 2019 Annual Budget for Fixed Assets Investment**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	220,277,955,231	99.895843	52,093,843	0.023624	177,581,365	0.080533

**6. To consider and approve the Appointment of the Bank's External Auditor for 2019**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	219,931,387,579	99.738674	361,732,089	0.164046	214,510,771	0.097280

**7. To consider and approve the Election of Mr. Zhang Jiangan to be Appointed as Non-executive Director of the Bank**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	218,737,589,921	99.197288	1,591,901,242	0.721926	178,139,276	0.080786

**8. To consider and approve the Election of Mr. Martin Cheung Kong Liao to be Appointed as Independent Non-executive Director of the Bank**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	220,260,349,083	99.887858	69,571,374	0.031551	177,709,982	0.080591

**9. To consider and approve the Election of Mr. Wang Changyun to be Re-appointed as Independent Non-executive Director of the Bank**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	219,543,451,901	99.562746	786,403,559	0.356633	177,774,979	0.080621

**10. To consider and approve the Election of Ms. Angela Chao to be Re-appointed as Independent Non-executive Director of the Bank**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	217,246,005,826	98.520856	3,083,830,635	1.398515	177,793,978	0.080629

**11. To consider and approve the Election of Mr. Wang Xiquan to be Re-appointed as Shareholder Representative Supervisor of the Bank**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	219,976,211,730	99.759002	324,710,431	0.147256	206,708,278	0.093742

**12. To consider and approve the Election of Mr. Jia Xiangsen to be Appointed as External Supervisor of the Bank**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	220,247,919,170	99.882221	53,204,693	0.024128	206,506,576	0.093651

**13. To consider and approve the Election of Mr. Zheng Zhiguang to be Appointed as External Supervisor of the Bank**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	220,248,130,774	99.882317	52,988,069	0.024030	206,511,596	0.093653

**14. To consider and approve the 2017 Remuneration Distribution Plan for Chairman of the Board of Directors and Executive Directors**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	220,117,266,978	99.822971	212,711,079	0.096464	177,652,382	0.080565

**15. To consider and approve the 2017 Remuneration Distribution Plan for Chairman of the Board of Supervisors and Shareholder Representative Supervisors**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	219,930,475,384	99.738261	361,934,248	0.164137	215,220,807	0.097602

**16. To consider and approve the General Mandate to Issue New Shares of the Bank**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	199,642,263,615	90.537576	20,676,267,491	9.376668	189,099,333	0.085756

**17. To consider and approve the Issue of Bonds**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	220,272,443,167	99.893343	53,447,939	0.024238	181,739,333	0.082419

**18. To consider and approve the Issue of Write-down Undated Capital Bonds**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	220,263,674,010	99.889366	54,320,297	0.024634	189,636,132	0.086000



**19. To consider and approve the Issue of Qualified Write-down Tier 2 Capital Instruments**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	220,263,382,292	99.889234	54,311,621	0.024630	189,936,526	0.086136

**20. To consider and approve the Election of Mr. Tan Yiwu to be Appointed as Non-executive Director of Bank of China Limited**

Voting Results: Approved

Voting Details:

Type of shareholder	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>	218,573,133,526	99.122707	1,745,584,454	0.791621	188,912,459	0.085672

Resolutions 1-15 and 20 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.

Resolutions 16-19 above are special resolutions and were 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 above resolutions 4, 6-15, and 20 by A-Share Holders of the Bank holding less than 5% voting shares are as follows:

No.	Name of the proposal	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 (%)
4	To consider and approve the 2018 Profit Distribution Plan	466,484,222	99.862130	484,030	0.103618	160,000	0.034252
6	To consider and approve the Appointment of the Bank's External Auditor for 2019	435,549,090	93.239723	31,418,762	6.725939	160,400	0.034338
7	To consider and approve the Election of Mr. Zhang Jiangan to be Appointed as Non-executive Director of the Bank	465,516,602	99.654988	1,241,250	0.265719	370,400	0.079293
8	To consider and approve the Election of Mr. Martin Cheung Kong Liao to be Appointed as Independent Non-executive Director of the Bank	466,561,322	99.878635	406,530	0.087027	160,400	0.034338
9	To consider and approve the Election of Mr. Wang Changyun to be Re-appointed as Independent Non-executive Director of the Bank	465,816,502	99.719188	1,151,350	0.246474	160,400	0.034338
10	To consider and approve the Election of Ms. Angela Chao to be Re-appointed as Independent Non-executive Director of the Bank	461,306,544	98.753724	5,661,308	1.211939	160,400	0.034337
11	To consider and approve the Election of Mr. Wang Xiquan to be Re-appointed as Shareholder Representative Supervisor of the Bank	466,571,622	99.880840	186,230	0.039867	370,400	0.079293
12	To consider and approve the Election of Mr. Jia Xiangsen to be Appointed as External Supervisor of the Bank	466,571,622	99.880840	396,230	0.084823	160,400	0.034337
13	To consider and approve the Election of Mr. Zheng Zhiguang to be Appointed as External Supervisor of the Bank	466,781,622	99.925796	186,230	0.039867	160,400	0.034337
14	To consider and approve the 2017 Remuneration Distribution Plan for Chairman of the Board of Directors and Executive Directors	466,555,122	99.877308	406,930	0.087113	166,200	0.035579
15	To consider and approve the 2017 Remuneration Distribution Plan for Chairman of the Board of Supervisors and Shareholder Representative Supervisors	436,831,141	93.514177	29,920,911	6.405288	376,200	0.080535
20	To consider and approve the Election of Mr. Tan Yiwu to be Appointed as Non-executive Director of Bank of China Limited	465,375,202	99.624718	1,592,650	0.340945	160,400	0.034337

The appointments of Mr. Zhang Jiangan and Mr. Tan Yiwu as Non-executive Directors and Mr. Martin Cheung Kong Liao as Independent Non-executive Director will commence from the date of approval of their respective qualifications by China Banking and Insurance Regulatory Commission. As considered and approved at the 2015 Annual General Meeting of the Bank, Mr. Lu Zhengfei and Mr. Leung Cheuk Yan were elected to be re-appointed as Independent Non-executive Directors of the Bank to serve a term of office until the date of this Meeting. To ensure the Bank's share of Independent Non-executive Directors meets regulations and the requirements of the Articles of Association of the Bank, Mr. Lu Zhengfei and Mr. Leung Cheuk Yan shall continue to serve as Independent Non-executive Directors of the Bank before the qualification of Mr. Martin Cheung Kong Liao is approved by China Banking and Insurance Regulatory Commission, under the premise that they do not serve the position for more than six years in aggregate.

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 dated 1 April 2019 and the supplemental notice dated 30 April 2019 of the Meeting issued by the Bank. The aforesaid circular and notice can also be 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 Final Dividends**

#### **Distribution of Dividends**

The 2018 profit distribution plan of the Bank was considered and approved at the Meeting. A final dividend of RMB0.184 per share (before tax) on the Bank's ordinary shares for the year ended 31 December 2018 (the "**2018 Final 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 Friday, 31 May 2019.

The 2018 Final 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 17 May 2019 (date of the Meeting inclusive). Accordingly, the applicable exchange rate of HKD to RMB for the purpose of distribution of the 2018 Final Dividend on Ordinary Shares is 0.872754 and the 2018 Final Dividend on Ordinary Shares for H Shares is HKD0.21082688 per share (before tax).

The H-Share register of members of the Bank will be closed from Monday, 27 May 2019 to Friday, 31 May 2019 (both days inclusive) for the purpose of determining the shareholders entitled to the 2018 Final Dividend on Ordinary Shares. In order to be entitled to the 2018 Final 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 Friday, 24 May 2019. The last trading day prior to ex-

dividend date of H Shares will be Wednesday, 22 May 2019, and the ex-dividend date of H Shares will be Thursday, 23 May 2019.

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 2018 Final 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 2018 Final 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 2018 Final 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 2018 Final 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 Tuesday, 18 June 2019, the date of distribution of the 2018 Final Dividend on Ordinary Shares to H-Share Holders.

The 2018 Final Dividend on Ordinary Shares will be distributed to A-Share Holders on Monday, 3 June 2019 and the ex-dividend date will be Monday, 3 June 2019. 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 2018 Final 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 2018 Final 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 (the "HKSCC") 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 were 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, the *Shanghai Stock Exchange Implementation Rules for Online Voting at Shareholders' Meeting of Listed Companies* and the Articles of Association of the Bank; (ii) the qualifications of the attendees and the convener were lawful and valid; (iii) the voting process and the voting results were lawful and valid; and (iv) the resolutions passed at the Meeting were lawful and valid.

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

Beijing, PRC  
17 May 2019

*As at the date of this announcement, the directors of the Bank are: Liu Liange, Wu Fulin, Lin Jingzhen, Zhao Jie\*, Li Jucai\*, Xiao Lihong\*, Wang Xiaoya\*, Liao Qiang\*, Lu Zhengfei#, Leung Cheuk Yan#, Wang Changyun#, Angela Chao# and Jiang Guohua#.*

\* *Non-executive Directors*

# *Independent Non-executive Director*