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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of Bank of China Limited (the “**Bank**”) will be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Beijing, China at 9:30 a.m. Tuesday, 30 June 2020 (registration will begin at 8:30 a.m.) for the purpose of considering and approving the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the 2019 Work Report of the Board of Directors
2. To consider and approve the 2019 Work Report of the Board of Supervisors
3. To consider and approve the 2019 Annual Financial Report
4. To consider and approve the 2019 Profit Distribution Plan
5. To consider and approve the 2020 Annual Budget for Fixed Assets Investment
6. To consider and approve the Appointment of the Bank’s External Auditor for 2020
7. To consider and approve the Election of Mr. Zhao Jie, Ms. Xiao Lihong and Ms. Wang Xiaoya to be Re-appointed as Non-executive Directors of the Bank
  - 7.1 To consider and approve the Election of Mr. Zhao Jie to be Re-appointed as Non-executive Director of the Bank
  - 7.2 To consider and approve the Election of Ms. Xiao Lihong to be Re-appointed as Non-executive Director of the Bank

- 7.3 To consider and approve the Election of Ms. Wang Xiaoya to be Re-appointed as Non-executive Director of the Bank
8. To consider and approve the Election of Mr. Chen Jianbo to be Appointed as Non-executive Director of the Bank
9. To consider and approve the 2019 Annual Remuneration Distribution Plan for External Supervisors
10. To consider and approve the Application for Provisional Authorization of Outbound Donations

## **SPECIAL RESOLUTIONS**

11. To consider and approve the Bond Issuance Plan
12. To consider and approve the Issuance of Write-down Undated Capital Bonds
13. To consider and approve the Issuance of Qualified Write-down Tier 2 Capital Instruments

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

14 May 2020

*As at the date of this notice, the Directors of the Bank are: Liu Liange, Wang Jiang, Lin Jingzhen, Zhao Jie\*, Xiao Lihong\*, Wang Xiaoya\*, Zhang Jiangang\*, Wang Changyun#, Angela Chao#, Jiang Guohua# and Martin Cheung Kong Liao#.*

\* *Non-executive Directors*

# *Independent Non-executive Directors*

*Notes:*

1. Details of the above resolutions are set out in Appendix I of the Circular of 2019 Annual General Meeting of the Bank. Additional information of *the 2019 Work Report of the Board of Directors*, *the 2019 Work Report of the Board of Supervisors*, *the Election of Mr. Zhao Jie, Ms. Xiao Lihong and Ms. Wang Xiaoya to be Re-appointed as Non-executive Directors of the Bank* and *the Election of Mr. Chen Jianbo to be Appointed as Non-executive Director of the Bank* are set out in Attachment A, Attachment B, Attachment C and Attachment D of the Circular of 2019 Annual General Meeting of the Bank, respectively.
2. Pursuant to the relevant regulatory requirements, the annual report on connected transactions, the annual duty report of Independent Directors and the annual report on the implementation on the *Scheme on the Authorization to the Board of Directors Granted by the Shareholders' Meeting of Bank of China Limited* are matters to be reported to the Annual General Meeting but not for shareholders' approval. The *Report on the Connected Transactions for 2019*, the *Duty Report of Independent Directors for 2019* and the *Report on the Implementation on the Scheme on the Authorization to the Board of Directors Granted by the Shareholders' Meeting of Bank of China Limited for 2019* are set out in Appendix II, Appendix III and Appendix IV of the Circular of 2019 Annual General Meeting of the Bank, respectively, for shareholders' information.

3. **The Board of Directors has recommended a final dividend of RMB1.91 every ten ordinary share (before tax) for the year ended 31 December 2019 and, if such proposed dividend distribution set out in Resolution No. 4 is approved by the shareholders, the final dividend will be distributed to those shareholders whose names appear on the register of shareholders of the Bank on Tuesday, 14 July 2020.**

**In accordance with Chinese tax laws and regulations, the dividends and bonuses received by overseas resident individual shareholders from stocks issued by domestic non-foreign investment enterprises in Hong Kong are subject to the payment of individual income tax, which shall be withheld by the withholding agents. However, overseas resident individual shareholders of stocks issued by domestic non-foreign investment enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries in which they are residents and China, or to the tax arrangements between the Chinese mainland and Hong Kong and Macau. Accordingly, the Bank generally withholds 10% of the dividends to be distributed to the individual H-Share Holders as individual income tax unless otherwise specified by the relevant tax laws, regulations and agreements.**

**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 for 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%.**

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

**The tax and tax relief of Shanghai-Hong Kong Stock Connect shall comply with the *Notice on the Relevant Taxation Policy regarding the Pilot Programme that Links the Stock Markets in Shanghai and Hong Kong* issued jointly by the Ministry of Finance of the PRC, the State Administration of Taxation of the PRC and the China Securities Regulatory Commission.**

**The H-Share register of shareholders of the Bank will be closed from Thursday, 9 July 2020 to Tuesday, 14 July 2020 (both days inclusive) for the purpose of determining the list of shareholders entitled to the proposed final dividend. For such entitlements, H-Share Holders who have not registered the relevant transfer documents are required to lodge them, together with the relevant share certificates, with the H Share Registrar of the Bank, 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 Wednesday, 8 July 2020. The ex-dividend date of the Bank’s Shares will be on Tuesday, 7 July 2020.**

4. Pursuant to the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, each of the resolutions set out in the Notice of the AGM will be voted on by poll. Results of the poll voting will be published on the Bank’s website at [www.boc.cn](http://www.boc.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.
5. Any Shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder of the Bank.
6. 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 AGM 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 AGM or any adjourned meeting thereof should he/she so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.

7. **The H-Share register of Shareholders of the Bank will be closed, for the purpose of determining Shareholders' entitlement to attend the AGM, from Sunday, 31 May 2020 to Tuesday, 30 June 2020 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend the AGM, 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, 29 May 2020. H-Share Holders who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the AGM.**
8. 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.
9. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip for the AGM to the Board Secretariat 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 Wednesday, 10 June 2020. The address of the Bank's Board Secretariat is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Beijing 100818, PRC (Telephone: (8610) 6659 6326, 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).
10. According to the *Articles of Association* of the Bank and the circumstances of the AGM, resolutions proposed at the AGM are not required to be considered and approved by the Preference Shareholders. Therefore, the Preference Shareholders will not attend the AGM.
11. 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 AGM.
12. 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.