

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bank of China Limited** (中國銀行股份有限公司) (the “**Bank**”), you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3988 and 4619 (Preference Shares))

2023 SECOND EXTRAORDINARY GENERAL MEETING

A notice convening the 2023 Second Extraordinary General Meeting (“**EGM**”) of Bank of China Limited (the “**Bank**”) to be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Tuesday, 19 December 2023 (registration will begin at 8:30 a.m.) is set out in pages 4 to 5 of this circular.

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the enclosed proxy form in accordance with the instructions printed thereon at your earliest convenience. For H-Share Holders, the proxy form should be returned to the Bank’s H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the Bank’s Board Office or to Computershare Hong Kong Investor Services Limited on or before Wednesday, 29 November 2023.

The English and Chinese versions of this circular and the accompanying form of proxy and reply slip are available on the Bank’s website at www.boc.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. You may access the aforesaid documents by clicking “Investor Relations” on the homepage of the Bank’s website or browsing through the website of Hong Kong Exchanges and Clearing Limited.

If there are any inconsistencies between the Chinese version and the English version of this circular, the Chinese version shall prevail.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“A Share(s)”	domestic Ordinary Share(s) with nominal value of RMB1.00 each in the share capital of the Bank which are listed on the Shanghai Stock Exchange (stock code: 601988)
“Articles of Association”	Articles of Association of the Bank (as amended from time to time)
“Bank of China” or “Bank”	Bank of China Limited (中國銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“Director(s)”	the director(s) of the Bank
“EGM”	the 2023 Second Extraordinary General Meeting of the Bank to be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Tuesday, 19 December 2023 (registration will begin at 8:30 a.m.)
“Executive Director(s)”	the executive Director(s) of the Bank
“H Share(s)”	overseas listed foreign investment Share(s) with a nominal value of RMB1.00 each in the Ordinary Share capital of the Bank, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong Dollars (stock code: 3988)
“H-Share Holder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollar”	the lawful currency of Hong Kong, PRC
“ <i>Hong Kong Listing Rules</i> ”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	the independent non-executive Director(s) of the Bank
“Non-executive Director(s)”	the non-executive Director(s) of the Bank
“Ordinary Share(s)”	A Share(s) and/or H Share(s)
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholders of the Bank
“Shares”	Ordinary Shares and/or preference shares of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank

LETTER FROM THE BOARD



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))

Board of Directors:

- Mr. Ge Haijiao
- Mr. Liu Jin
- Mr. Lin Jingzhen
- * Mr. Zhang Yong
- * Mr. Zhang Jiangang
- * Mr. Huang Binghua
- * Mr. Liu Hui
- * Mr. Shi Yongyan
- ** Mr. Jiang Guohua
- ** Mr. Martin Cheung Kong Liao
- ** Mr. Chui Sai Peng Jose
- ** Mr. Jean-Louis Ekra
- ** Mr. E Weinan
- ** Mr. Giovanni Tria

* *Non-executive Directors*

** *Independent Non-executive Directors*

Registered Office:

No. 1 Fuxingmen Nei Dajie
Xicheng District
Beijing 100818
PRC

Place of Business in Hong Kong:

8th Floor
Bank of China Tower
1 Garden Road
Hong Kong
PRC

3 November 2023

Dear H-Share Holders,

1. INTRODUCTION

The Board of Directors hereby invites you to attend the EGM to be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Tuesday, 19 December 2023 (registration will begin at 8:30 a.m.).

The purpose of this circular is to provide you with notice of the EGM and all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM.

2. BUSINESS TO BE CONSIDERED AT THE EGM

The items of business to be considered at the EGM are described in detail in the notice of the EGM set out in pages 4 to 5 of this circular. At the EGM, ordinary resolutions will be proposed to approve (i) the 2022 Remuneration Distribution Plan for Executive Directors; (ii) the Application for Special Outbound Donation Limit; and (iii) the 2022 Remuneration Distribution Plan for the Chairwoman of the Board of Supervisors.

In order to enable you to have a better understanding of the resolutions to be proposed at the EGM and to make an informed decision thereof, we have provided in this circular detailed background information, including the relevant information and explanation, to the resolutions to be proposed at the EGM (see Appendix).

3. THE EGM

The proxy form and the reply slip of the EGM are also enclosed herewith.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible. For H-Share Holders, the proxy form should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the Bank's Board Office or to Computershare Hong Kong Investor Services Limited on or before Wednesday, 29 November 2023.

LETTER FROM THE BOARD

The Bank's Board Office is located at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, the PRC (Telephone: (8610) 6659 3455, Fax: (8610) 6659 4579, E-mail: ir@bankofchina.com). The Bank's H Share Registrar, 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).

4. VOTING BY POLL

Pursuant to the *Hong Kong Listing Rules*, the resolutions set out in the Notice of EGM will be voted on by poll. Results of the poll voting will be published on the Bank's website at www.boc.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.

5. RECOMMENDATION

The Board considers that the proposed resolutions set out in the Notice of EGM are in the interests of the Bank and its Shareholders as a whole. Accordingly, the Board of Directors recommends you to vote in favour of the proposed resolutions.

The Board of Directors of Bank of China Limited



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 THE 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Second Extraordinary General Meeting (“EGM”) of Bank of China Limited (the “Bank”) will be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Tuesday, 19 December 2023 (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 2022 Remuneration Distribution Plan for Executive Directors
2. To consider and approve the Application for Special Outbound Donation Limit
3. To consider and approve the 2022 Remuneration Distribution Plan for the Chairwoman of the Board of Supervisors

Details of the above resolutions are set out in Appendix of the Circular of 2023 Second Extraordinary General Meeting of the Bank (the “Circular”) dated 3 November 2023. Unless the context requires otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

The Board of Directors of Bank of China Limited

Beijing, China
3 November 2023

As at the date of this notice, the Directors of the Bank are: Ge Haijiao, Liu Jin, Lin Jingzhen, Zhang Yong, Zhang Jiangang*, Huang Binghua*, Liu Hui*, Shi Yongyan*, Jiang Guohua#, Martin Cheung Kong Liao#, Chui Sai Peng Jose#, Jean-Louis Ekra#, E Weinan# and Giovanni Tria#.*

* *Non-executive Directors*

Independent Non-executive Directors

NOTICE OF THE EGM

Notes:

1. Pursuant to the *Hong Kong Listing Rules*, the resolutions set out in the notice of the EGM will be voted on by poll. Results of the poll voting will be published on the Bank's website at www.boc.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.
2. Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Bank.
3. 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 EGM 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 an H-Share holder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.
4. **The H-Share register of Shareholders of the Bank will be closed, for the purpose of determining Shareholders' entitlement to attend the EGM, from Sunday, 19 November 2023 to Tuesday, 19 December 2023 (both days inclusive), during which no transfer of H Shares will be registered. In order to attend the EGM, 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, 17 November 2023.**
5. 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.
6. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip for the EGM to the Board Office 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, 29 November 2023. The address of the Bank's Board Office is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, PRC (Telephone: (8610) 6659 3455, 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).
7. According to the Articles of Association of the Bank and the circumstances of the EGM, resolutions proposed at the EGM are not required to be considered and approved by the preference shareholders of the Bank. Therefore, the preference shareholders of the Bank will not attend the EGM.
8. 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 EGM.
9. 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.

1. THE 2022 REMUNERATION DISTRIBUTION PLAN FOR EXECUTIVE DIRECTORS

In accordance with relevant national policies and relevant management measures of the Bank, the 2022 Remuneration Distribution Plan for Executive Directors is proposed based on the 2022 annual evaluation results of the above personnel. Details are as follows:

Unit: RMB10,000/before tax

Name	Position	Annual base salary	Annual performance-based salary	Remuneration payable
LIU Jin	Vice Chairman and President	38.43	51.59	90.02
LIN Jingzhen	Executive Director and Executive Vice President	34.59	46.16	80.75
Resigned				
WANG Wei ¹	Executive Director and Executive Vice President	34.59	46.18	80.77

1. Mr. WANG Wei ceased to serve as Executive Director, Member of the Connected Transactions Control Committee of the Board of Directors and Executive Vice President of the Bank as of 21 March 2023, due to the reason of age.

The above remuneration distribution plan has been reviewed and approved by the Board of Directors.

2. THE APPLICATION FOR SPECIAL OUTBOUND DONATION LIMIT

To actively perform social responsibilities and to build a positive corporate image of the Bank, it is hereby proposed to the Shareholders' Meeting to approve the addition of a special outbound donation limit of RMB12 million to the outbound donation limit previously authorized to the Board of Directors by the Shareholders' Meeting, to be used for donations to targeted support projects; to approve the addition of a special outbound donation limit of RMB32.8 million to the outbound donation limit previously authorized to the Board of Directors by the Shareholders' Meeting, to be used for donations by institutions in Hong Kong; and to authorize the Board of Directors to approve the specific matters related to the donation. The Board of Directors may delegate such authority to the Senior Management of the Bank.

The above proposal has been reviewed and approved by the Board of Directors.

3. THE 2022 REMUNERATION DISTRIBUTION PLAN FOR THE CHAIRWOMAN OF THE BOARD OF SUPERVISORS

In accordance with relevant national policies and relevant management measures of the Bank, the 2022 Remuneration Distribution Plan for the Chairwoman of the Board of Supervisors is proposed based on the 2022 annual evaluation results of the above personnel. Details are as follows:

Unit: RMB10,000/before tax

Name	Position	Annual base salary	Annual performance-based salary	Remuneration payable
ZHANG Keqiu	Chairwoman of the Board of Supervisors	38.43	51.59	90.02

The above remuneration distribution plan has been reviewed and approved by the Board of Supervisors.