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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)**

## **ANNOUNCEMENT**

### **Resolutions of the Board of Directors**

The Bank held a meeting of the Board of Directors as an on-site meeting on 26 March 2025 in Beijing. The meeting notice was sent to all Directors and Supervisors of the Bank on 12 March 2025 by means of written documents and emails. Chairman Mr. Ge Haijiao chaired the meeting. 14 Directors were eligible to attend the meeting and 14 Directors attended the meeting in person. 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 considered and approved by open ballot by the Directors who were present at the meeting:

#### **1. 2024 Annual Report of Bank of China Limited (Including Financial Report)**

For: 14                  Against: 0                  Abstain: 0

The Audit Committee of the Board of Directors of the Bank has reviewed the financial report of the 2024 Annual Report and agreed to submit it to the Board of Directors for approval.

For details, please refer to the *2024 Annual Report of Bank of China Limited* 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 Pillar 3 Disclosure Report of Bank of China Limited**

For: 14            Against: 0            Abstain: 0

For details, please refer to the *2024 Pillar 3 Disclosure Report of Bank of China Limited* 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. Profit Distribution Plan of Bank of China Limited for 2024**

For: 14            Against: 0            Abstain: 0

Independent Non-executive Directors commented on this proposal as follows: We believe that the Profit Distribution Plan of Bank of China Limited for 2024 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 with the Profit Distribution Plan and agree to submit the proposal to the Shareholders' Meeting for review and approval.

For details, please refer to the relevant announcement 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.

## **4. Report on Internal Control Assessment of Bank of China Limited for 2024**

For: 14            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.

Independent Non-executive Directors commented on this proposal as follows: We believe that the Report on Internal Control Assessment of Bank of China Limited for 2024 reflects the actual condition of the Bank's internal controls, and is in compliance with the requirements of applicable laws and regulations as well as the *Articles of Association* and agree with this Report.

For details, please refer to the relevant announcement 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.

## **5. Report on the Management of Connected Transactions of Bank of China Limited for 2024**

For: 14            Against: 0            Abstain: 0

Independent Non-executive Directors commented on this proposal as follows: We believe that the Report on the Management of Connected Transactions of Bank of China Limited for 2024 is in compliance with the requirements of applicable laws and regulations as well as the *Articles of Association*. We agree with this Report and agree to report it to the Shareholders' Meeting.

## **6. Corporate Social Responsibility Report of Bank of China Limited for 2024 (Environmental Social Governance)**

For: 14            Against: 0            Abstain: 0

For details, please refer to the *Corporate Social Responsibility Report of Bank of China Limited for 2024 (Environmental Social Governance)* 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.

## **7. Work Report of the Board of Directors of Bank of China Limited for 2024**

For: 14            Against: 0            Abstain: 0

## **8. Report on Green Finance Development for 2024 and Work Plan for 2025**

For: 14            Against: 0            Abstain: 0

## **9. Re-Engagement & Fees of External Auditors of Bank of China Limited for 2025**

For: 14            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.

Independent Non-executive Directors commented on this proposal as follows: We believe that Ernst & Young Hua Ming LLP and Ernst & Young are qualified and competent to provide audit services to the Bank. The decision procedures of engagement of External Auditor for 2025 are in compliance with the requirements of applicable laws and regulations as well as the *Articles of Association*. We agreed to re-engage Ernst & Young Hua Ming LLP and Ernst & Young as the External Auditors of the Bank for 2025 and submit the proposal to the Shareholders' Meeting for review and approval.

For details, please refer to the relevant announcement 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.

## **10. Market Value Management Measures of Bank of China Limited (Issued in 2025)**

For: 14            Against: 0            Abstain: 0

## **11. Plan of Enhancing Valuation and Improving Quality, Efficiency and Returns of Bank of China Limited**

For: 14            Against: 0            Abstain: 0

For details, please refer to the relevant announcement 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.

## **12. Nomination of Mr. Liu Jin to be appointed as Executive Director of the Bank**

For: 14            Against: 0            Abstain: 0

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 deliberation.

Independent Non-executive Directors commented on this proposal as follows: We believe that the qualifications of Mr. Liu Jin and the procedures of the nomination are in compliance with the requirements of applicable laws and regulations as well as the *Articles of Association*. We agree with the Nomination of Mr. Liu Jin to be appointed as Executive Director of the Bank and agree to submit the proposal to the Shareholders' Meeting for review and approval.

The biographical details of Mr. Liu Jin are as follows:

Mr. Liu Jin, male, Chinese nationality, was born in 1976. He has been the Deputy Secretary of the CPC BOC Committee since March 2025, the Executive Vice President of the Bank since April 2024. Mr. Liu joined the Bank in 2024. Mr. Liu served as Executive Vice President of China Development Bank (“CDB”) from September 2021 to January 2024. Prior to that, Mr. Liu had worked in CDB for many years. He served as General Manager of CDB Beijing Branch from September 2021 to August 2022, Director-General of Policy Research Department of CDB from November 2019 to May 2021, and Director-General of Education & Training Bureau and Dean of CDB Institute of Development Finance from January 2018 to November 2019. Before that, he served as Deputy Director-General of Policy Research Department of CDB. Mr. Liu graduated from Peking University and obtained a Bachelor's Degree of Economics in 1997. He graduated from Xiamen University and obtained a Master's Degree of Economics in 2000. He holds the qualification of Senior Economist.

## **13. Convening of the 2025 First Extraordinary General Meeting of Bank of China**

For: 14            Against: 0            Abstain: 0

The financial report of the 2024 Annual Report of the Bank, the abovementioned proposals 3, 7, 9 and 12 will be submitted to the Shareholders' Meeting for consideration and approval. The abovementioned proposal 5 will be submitted to the Shareholders' Meeting for report. The notice and circular for the Shareholders' Meeting of the Bank will be announced in due course.

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

Beijing, PRC  
26 March 2025

*As at the date of this announcement, the directors of the Bank are: Ge Haijiao, Zhang Hui, Zhang Yong\*, Zhang Jiangang\*, Huang Binghua\*, Liu Hui\*, Shi Yongyan\*, Lou Xiaohui\*, Li Zimin\*, Martin Cheung Kong Liao#, Chui Sai Peng Jose#, Jean-Louis Ekra#, Giovanni Tria# and Liu Xiaolei#.*

\* *Non-executive Directors*

# *Independent Non-executive Directors*