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.

中國銀行
BANK OF CHINA

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)

2025 FOURTH EXTRAORDINARY GENERAL MEETING

A notice convening the 2025 Fourth Extraordinary General Meeting ("**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 Thursday, 27 November 2025 (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 stated 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, please complete and return the reply slip to the Bank's Board Office or to Computershare Hong Kong Investor Services Limited on or before Friday, 21 November 2025.

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.

7 November 2025

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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 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)
"A-Share Holder(s)"	holder(s) of A Shares
"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
"Director(s)"	the Director(s) of the Bank
"EGM"	the 2025 Fourth 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 Thursday, 27 November 2025 (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
"Hong Kong Listing Rules"	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)"	A-Share Holders, H-Share Holders and/or preference share holders of the Bank
"Shares"	Ordinary Shares and/or preference shares of the Bank

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)

Board of Directors:
Mr. Ge Haijiao *(Chairman)*
Mr. Zhang Hui
Mr. Liu Jin
* Mr. Zhang Yong
* Mr. Huang Binghua
* Mr. Liu Hui
* Mr. Shi Yongyan
* Ms. Lou Xiaohui
* Mr. Li Zimin
** Mr. Jean-Louis Ekra
** Mr. Giovanni Tria
** Ms. Liu Xiaolei
** Ms. Zhang Ran
** Ms. Ko Margaret

* *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

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 Thursday, 27 November 2025 (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 resolution(s) 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 resolution(s) will be proposed to approve the Interim Profit Distribution Plan of Bank of China for 2025.

In order to enable you to have a better understanding of the resolution(s) 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 resolution(s) 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 stated 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, please complete and return the reply slip to the Bank's Board Office or to Computershare Hong Kong Investor Services Limited on or before Friday, 21 November 2025.

The Bank's Board Office is located at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China (Postal Code: 100818, Telephone: (8610) 6659 2638, 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 resolution(s) 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 resolution(s) 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 the Shareholders to vote in favour of the proposed resolution(s).

The Board of Directors of Bank of China Limited

7 November 2025

中國銀行
BANK OF CHINA

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)

NOTICE OF THE 2025 FOURTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 Fourth 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 Thursday, 27 November 2025 (registration will begin at 8:30 a.m.) for the purpose of considering and approving the following resolution(s). Unless the context requires otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated 7 November 2025 (the "**circular**") of which this notice forms part.

ORDINARY RESOLUTION(S)

1. The Interim Profit Distribution Plan of Bank of China for 2025

The Board of Directors of Bank of China Limited

Beijing, PRC
7 November 2025

As at the date of this notice, the Directors of the Bank are: Ge Haijiao, Zhang Hui, Liu Jin, Zhang Yong, Huang Binghua*, Liu Hui*, Shi Yongyan*, Lou Xiaohui*, Li Zimin*, Jean-Louis Ekra#, Giovanni Tria#, Liu Xiaolei#, Zhang Ran# and Ko Margaret#.*

* *Non-executive Directors*
\# *Independent Non-executive Directors*

Notes:

1. Details of the above resolution(s) are set out in Appendix I to the circular.

2. **The Board of Directors has recommended an interim dividend on ordinary shares of RMB0.1094 every ordinary share (before tax) for the six-month period ended 30 June 2025 and, if such proposed dividend distribution set out in Resolution No. 1 is approved by the shareholders, the interim dividend on ordinary shares will be distributed to those shareholders whose names appear on the register of shareholders of the Bank as at market close on Wednesday, 10 December 2025.**

   The H-Share register of shareholders of the Bank will be closed from Thursday, 4 December 2025 to Wednesday, 10 December 2025 (both days inclusive) for the purpose of determining the list of shareholders entitled to the proposed interim dividend on ordinary shares. 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, 3 December 2025. The ex-dividend date of the Bank's Shares will be on Tuesday, 2 December 2025.

3. Pursuant to the Hong Kong Listing Rules, the resolution(s) 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.

4. 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.

5. 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 a Shareholder 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.

6. **The H-Share register of Shareholders of the Bank will be closed, for the purpose of determining Shareholders' entitlement to attend the EGM, from Monday, 24 November 2025 to Thursday, 27 November 2025 (both days inclusive), during which no transfer of H Shares will be registered. The record date is 27 November 2025. 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, 21 November 2025.**

7. 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.

8. 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 **Friday, 21 November 2025**. The address of the Bank's Board Office is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China (Postal Code: 100818, Telephone: (8610) 6659 2638, 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).

9. According to the Articles of Association of the Bank and the circumstances of the EGM, resolution(s) 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.

10. 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.

11. 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 INTERIM PROFIT DISTRIBUTION PLAN OF BANK OF CHINA FOR 2025

Based on the reviewed financial report for the first half of 2025 and provisions of relevant laws and regulations, Interim Profit Distribution Plan for 2025 of the Bank presents suggestions as follows:

I. In comprehensive consideration of the Bank's business performance, financial position, shareholder returns, future development, and other factors, it is proposed that the cash dividend for ordinary shares of RMB0.1094 (pre-tax) per share be distributed to the Bank's shareholders of A and H Shares who remain registered as of closing on December 10, 2025 (Wednesday);

II. The interim dividend on the Bank's ordinary shares in 2025 shall be denominated and declared in RMB and paid in RMB or equivalent Hong Kong dollars (HKD). Additionally, shareholders of H Shares will be provided with the right to choose a currency in the RMB dividend distribution: They will be entitled to collect the interim dividend on H Shares in RMB or HKD in the whole (HKSCC Nominees Limited will have the right to choose one currency in the whole or in part). The actual amount distributed in HKD shall be calculated by the average of market prices of HKD to RMB (announced by China Foreign Exchange Trade System at 11:00 every day) during five working days before the date when shareholders begin to choose a currency (the date itself excluded).

This proposal has been reviewed and approved by the Board of Directors of the Bank.