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)

(the "Bank")

(Stock Code: 3988)

Announcement on the Poll Results of the 2025 Fourth Extraordinary General Meeting

The Board of Directors of the Bank (the "**Board**") is pleased to announce the poll results of the 2025 Fourth Extraordinary General Meeting of the Bank (the "**Meeting**").

I. Convening and Attendance of the Meeting

The Meeting was held as an on-site meeting on Thursday, 27 November 2025 at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China.

The total number of issued ordinary shares with voting rights of the Bank as of 21 November 2025, the shareholding record date for the Meeting, was 322,212,411,814, which was the total number of shares entitling its holders to attend and vote on the resolution 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 resolution 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 holders of ordinary shares present at the Meeting and the shareholdings thereof are shown as follows:

1.	**Total number of shareholders and authorized proxies present at the Meeting (including those attending the Meeting on-site and voting through online voting)**	**3,825**
	including: number of A-Share Holders	3,824
	number of H-Share Holders	1
2.	**Total number of shares with voting rights held by those shareholders who were present at the Meeting**	**267,894,756,055**
	including: total number of shares held by A-Share Holders	225,356,959,864
	total number of shares held by H-Share Holders	42,537,796,191

3. Percentage of total shares of the Bank with voting rights held by those shareholders who were present at the Meeting (%)	**83.142283**
including: percentage of total shares held by A-Share Holders (%)	69.940496
percentage of total shares held by H-Share Holders (%)	13.201787

According to the *Articles of Association* of the Bank and the circumstances of the Meeting, the resolution proposed at the Meeting was 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.

Both onsite and online voting methods were adopted at the Meeting, which was in compliance with the relevant provisions of the *Company Law of the People's Republic of China*, the *Rules on Shareholders' General Meetings of Listed Companies*, the *Guidelines No.1 for Self-regulation of Listed Companies — Standardized Operation of the Shanghai Stock Exchange* and the *Articles of Association* of the Bank.

The Meeting was chaired by the Chairman of the Board, Mr. Ge Haijiao. 13 of the 15 incumbent Directors, and senior management members of the Bank were present at the Meeting. Independent Non-executive Director Ms. Liu Xiaolei and Ms. Ko Margaret were absent from the Meeting due to other important business engagements.

II. Voting Results of the Meeting

The shareholders of the Bank present at the Meeting considered and approved the following resolution by way of poll:

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

Voting Result: Approved

Voting Details:

	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 (%)
Total Ordinary Shares	267,886,261,500	99.996829	3,580,225	0.001337	4,914,330	0.001834

The resolution above is an ordinary resolution and was approved by more than 50% of voting shares held by the shareholders present at the Meeting (including authorized proxies) voting in favour.

In addition, the voting results on the following resolution 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 (%)
1	The Interim Profit Distribution Plan of Bank of China for 2025	8,736,329,746	99.953057	3,324,812	0.038040	778,200	0.008903

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 resolution, shareholders of the Bank may refer to the circular of the Meeting dated 7 November 2025 issued by the Bank. The aforesaid circular can also be accessed through and downloaded from the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.boc.cn).

III. Distribution of Interim Dividends

Distribution of Dividends

The interim profit distribution plan for 2025 of the Bank was considered and approved at the Meeting. An interim dividend of RMB1.094 per ten shares (before tax) on the Bank's ordinary shares for the six-month period ended 30 June 2025 (the "**2025 Interim Dividend on Ordinary Shares**") will be distributed by the Bank to those ordinary shareholders whose names appear on the register of members after the close of trading on Wednesday, 10 December 2025. The 2025 Interim Dividend on Ordinary Shares is expected to be paid to H-Share Holders of the Bank on Friday, 23 January 2026.

The 2025 Interim Dividend on Ordinary Shares will be denominated and declared in RMB and paid in RMB or equivalent amount in Hong Kong dollars, and H-Share Holders are provided with the option of dividend distribution in RMB. H-Share Holders have the right to choose to receive the 2025 Interim Dividend on Ordinary Shares of H Shares in RMB or HKD in whole (HKSCC Nominees Limited may choose to receive the interim dividend of H Shares in whole or in part). The actual distribution amount 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).

The H-Share register of members 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 H-Share Holders entitled to the 2025 Interim Dividend on Ordinary Shares. In order to be entitled to the 2025 Interim 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, China, no later than 4:30 p.m. on Wednesday, 3 December 2025. The last trading day prior to the ex-dividend date of H Shares will be on Monday, 1 December 2025, and the ex-dividend date of H Shares will be on Tuesday, 2 December 2025.

It is expected that the Bank will issue the currency election form for the interim dividend of H Shares (the "**Dividend Currency Election Form**") to H-Share Holders on Tuesday, 16 December 2025 as practicable to elect to receive the 2025 Interim Dividend on Ordinary Shares of H Shares in RMB. To make such election, H-Share Holders should complete the Dividend Currency Election Form, and return it to the H-Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, China by 4:30 p.m. on Monday, 5 January 2026. If no election is made by H-Share Holders or no duly completed Dividend Currency Election Forms in respect of that H-Share Holders are received by the H-Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, by 4:30 p.m. on Monday, 5 January 2026, such H-Share Holders will automatically receive the 2025 Interim Dividend on Ordinary Shares in HKD. If H-Share Holders wish to receive the 2025 Interim Dividend on Ordinary Shares in HKD in the usual way, no additional action is required.

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, pursuant to which, China Securities Depository and Clearing Corporation Limited, as the nominee H-Share Holders for the investors of the Southbound Trading, shall distribute the 2025 Interim 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 2025 Interim 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.

Bank of China (Hong Kong) Limited (the "**Receiving Agent**") shall receive the 2025 Interim 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 2025 Interim 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 the H-Share Holders' own risk on Friday, 23 January 2026, the date of distribution of the 2025 Interim Dividend on Ordinary Shares to H-Share Holders. H-Share Holders who are intended to elect to receive the 2025 Interim Dividend on Ordinary Shares in RMB by cheques should note that (i) they should ensure that they have an appropriate bank account to which the RMB cheques for dividend can be presented for payment; and (ii) there is no assurance that RMB cheques can be cleared without handling charges or delay in Hong Kong, China or that RMB cheques will be honored for payment upon presentation outside Hong Kong, China.

The 2025 Interim Dividend on Ordinary Shares will be distributed to A-Share Holders on Thursday, 11 December 2025 and the ex-dividend date will be Thursday, 11 December 2025. 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 2025 Interim 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 2025 Interim 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 the tax laws and regulations of the PRC, 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 the PRC, or the tax arrangements between the Chinese mainland and Hong Kong, China and Macao, China. 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 Taxation Administration of the 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, China, no tax is payable in Hong Kong, China 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 the PRC, State Taxation Administration of the 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 enterprise investors of the Southbound Trading of the Bank's H Shares, the Bank shall not withhold the income tax on dividends distributed as the Chinese mainland enterprise investors shall file tax returns on their own.

- for 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 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 the 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.

Shareholders of the Bank are taxed in accordance with the applicable tax regulations and the amendments thereof from time to time, and may be eligible for possible tax relief based on their specific circumstances. Shareholders should seek professional advice from their tax and legal advisors regarding specific tax matters.

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 are in compliance with the requirements of the laws and administrative regulations of the PRC, the *Rules on Shareholders' General Meetings of Listed Companies* as issued by China Securities Regulatory Commission and the Articles of Association of the Bank; (ii) the qualifications of the attendees and the convener are lawful and valid; (iii) the voting process and the voting results are lawful and valid; and (iv) the resolution passed at the Meeting is lawful and valid.

The Board of Directors of
Bank of China Limited

Beijing, PRC
27 November 2025

As at the date of this announcement, 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#, Ko Margaret# and Woo Chin Wan Raymond#.*

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