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

Resolutions of the Board of Directors

The Bank held an on-site meeting of the Board of Directors in Beijing and Hong Kong on 19 December 2025. The meeting notice was sent to all Directors of the Bank by means of written documents and emails on 5 December 2025. Chairman Mr. Ge Haijiao chaired the meeting. 16 Directors were eligible to attend the meeting and 14 Directors attended the meeting in person. Executive Director Mr. Liu Jin did not attend the meeting in person due to other important business engagements and appointed Executive Director Mr. Cai Zhao as his authorised proxy to attend and vote on his behalf. Independent Director Ms. Ko Margaret did not attend the meeting in person due to other important business engagements and appointed Independent Director Mr. Woo Chin Wan Raymond as her authorized proxy to attend and vote on her behalf. Non-voting attendees to the meeting included members of 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. Information Disclosure Policy of Bank of China Limited (Revised in 2025)

For: 16 Against: 0 Abstain: 0

2. Management Rules on the Securities Transactions by Directors and Senior Management Personnel of Bank of China Limited (Revised in 2025)

For: 16 Against: 0 Abstain: 0

3. Cap on the Consolidated Amount of Routine Connected Transactions between Bank of China and China CITIC Financial Asset Management Co., Ltd. and China CITIC Financial AMC International Holdings Limited under the Rules of the Shanghai Stock Exchange

For: 15 Against: 0 Abstain: 0

Mr. Li Zimin recused himself from voting due to conflicts of interest.

The Special Meeting of Independent Directors 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 routine connected transactions between Bank of China and China CITIC Financial Asset Management Co., Ltd. and China CITIC Financial AMC International Holdings Limited, subject to the cap, constitute ordinary activities conducted in the normal course of the Bank's operations. These transactions are in compliance with the requirements of applicable laws and regulations as well as the Articles of Association, and have fulfilled relevant decision procedures. The prices and other conditions of the relevant connected transactions are determined fairly on the basis of market pricing principles and general commercial terms. They are not more favorable than the terms offered to non-connected parties under comparable circumstances. These transactions are in the interests of the Bank and all its shareholders, do not contain the circumstances that prejudice the interests of the Bank or its minority shareholders, will not adversely affect the Bank's current or future financial condition, and will not impair the independence of the Bank.

For details, please refer to the relevant document published on the websites of the Shanghai Stock Exchange (www.sse.com.cn) and the Bank (www.boc.cn) on the same day.

4. Remuneration Distribution Plan for Executive Directors in 2024

For: 15 Against: 0 Abstain: 0

Mr. Ge Haijiao recused himself from voting due to conflicts of interest.

The Nomination 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 approval.

Independent Non-executive Directors commented on this proposal as follows: We believe that the Remuneration Distribution Plan for Executive Directors in 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, and agree to submit the Remuneration Distribution Plan for Executive Directors in 2024 to the Shareholders' Meeting for consideration and approval.

5. Remuneration Distribution Plan for Senior Management Members in 2024

For: 13 Against: 0 Abstain: 0

Mr. Zhang Hui, Mr. Liu Jin, and Mr. Cai Zhao recused themselves from voting due to conflicts of interest.

The Nomination 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 approval.

Independent Non-executive Directors commented on this proposal as follows: We believe that the Remuneration Distribution Plan for Senior Management Members in 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.

The aforementioned proposal 4 will be submitted to the Shareholders' Meeting of the Bank for consideration and approval. The notice and circular for the Shareholders' Meeting will be announced in due course.

In addition, the Remuneration Distribution Plan for the Chairwoman of the Board of Supervisors in 2024 has been considered and approved by the Audit Committee of the Board of Directors. It will be submitted to the Shareholders' Meeting of the Bank for consideration and approval. Please refer to the Appendix for the details of the remuneration of Directors, Supervisors and Senior Management members of the Bank in 2024.

The Board of Directors of
Bank of China Limited

Beijing, PRC
19 December 2025

As at the date of this announcement, the directors of the Bank are: Ge Haijiao, Zhang Hui, Liu Jin, Cai Zhao, 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*

Appendix

Remuneration Distribution Plan for Directors, Supervisors and Senior Management Members of Bank of China Limited in 2024

Unit: RMB10,000

Name	Position	Starting and ending time of the term of office	Remuneration before tax from the Bank in 2024				Whether remunerated by shareholding companies or other connected parties
			Remuneration payable	Contribution by the employer to social insurance, enterprise annuity, supplementary medical insurance and housing provident fund	Other monetary income	Total	
Incumbent Directors and Senior Management Members							
Ge Haijiao	Chairman, Executive Director	From April 2023 to April 2026	92.67	23.68	–	116.35	No
Zhang Hui	Vice Chairman, Executive Director, President	From January 2025 to January 2028[9]	7.72	2.00	–	9.72	No
Liu Jin	Executive Director	From June 2025 to June 2028[9]	62.46	17.28	–	79.74	No
Cai Zhao	Executive Director, Executive Vice President	From December 2025 to December 2028[9]	83.28	22.93	–	106.21	No
Zhang Yong	Non-executive Director	From June 2023 to June 2026	–	–	–	–	Yes
Huang Binghua	Non-executive Director	From March 2022 to March 2028	–	–	–	–	Yes
Liu Hui	Non-executive Director	From August 2023 to August 2026	–	–	–	–	Yes
Shi Yongyan	Non-executive Director	From September 2023 to September 2026	–	–	–	–	Yes
Lou Xiaohui	Non-executive Director	From April 2024 to March 2027	–	–	–	–	Yes

Name	Position	Starting and ending time of the term of office	Remuneration before tax from the Bank in 2024				Whether remunerated by shareholding companies or other connected parties
			Remuneration payable	Contribution by the employer to social insurance, enterprise annuity, supplementary medical insurance and housing provident fund	Other monetary income	Total	
Li Zimin	Non-executive Director	From March 2025 to March 2028	–	–	–	–	–
Jean-Louis Ekra	Independent Director	From May 2022 to May 2028	45.00	–	–	45.00	Yes
Giovanni Tria	Independent Director	From July 2022 to July 2028	40.00	–	–	40.00	Yes
Liu Xiaolei	Independent Director	From March 2024 to March 2027	45.81	–	–	45.81	Yes
Zhang Ran	Independent Director	From April 2025 to April 2028	–	–	–	–	–
Ko Margaret	Independent Director	From August 2025 to July 2028	–	–	–	–	–
Woo Chin Wan Raymond	Independent Director	From November 2025 to November 2028	–	–	–	–	–
Wu Jian	Executive Vice President	From February 2025	–	–	–	–	–
Yang Jun	Executive Vice President	From August 2025	–	–	–	–	–
Liu Chenggang	Executive Vice President, Concurrently Secretary to the Board of Directors, Company Secretary	From October 2025	–	–	–	–	–
Zhao Rong	Chief Risk Officer	From October 2024[9]	112.80	26.12	1.70	140.62	No

Name	Position	Starting and ending time of the term of office	Remuneration before tax from the Bank in 2024				Whether remunerated by shareholding companies or other connected parties
			Remuneration payable	Contribution by the employer to social insurance, enterprise annuity, supplementary medical insurance and housing provident fund	Other monetary income	Total	
Former Directors, Supervisors and Senior Management Members							
Liu Jin*[(1)]	Vice Chairman, Executive Director, President	From June 2021 to August 2024	61.52	15.66	–	77.18	No
Zhang Yi	Executive Director, Executive Vice President	From April 2024 to May 2024[9]	27.75	7.53	–	35.28	No
Zhang Jiangang	Non-executive Director	From July 2019 to June 2025	–	–	–	–	Yes
Jiang Guohua	Independent Director	From December 2018 to February 2024	–	–	–	–	Yes
E Weinan	Independent Director	From July 2022 to July 2024	17.88	–	–	17.88	Yes
Martin Cheung Kong Liao	Independent Director	From September 2019 to July 2025	45.00	–	–	45.00	Yes
Chui Sai Peng Jose	Independent Director	From September 2020 to June 2025	50.00	–	–	50.00	Yes
Zhang Keqiu	Chairwoman of the Board of Supervisors	From January 2021 to February 2024	15.44	3.89	–	19.33	No
Wei Hanguang	Employee Supervisor	From November 2021 to September 2025	5.00	–	–	5.00	No

(1) Former Vice Chairman, Executive Director and President of the Bank from June 2021 to August 2024.

Name	Position	Starting and ending time of the term of office	Remuneration before tax from the Bank in 2024				Whether remunerated by shareholding companies or other connected parties
			Remuneration payable	Contribution by the employer to social insurance, enterprise annuity, supplementary medical insurance and housing provident fund	Other monetary income	Total	
Zhou Hehua	Employee Supervisor	From November 2021 to October 2024	4.17	–	–	4.17	No
Jia Xiangsen	External Supervisor	From May 2019 to September 2025	29.23	–	–	29.23	No
Hui Ping	External Supervisor	From February 2022 to September 2025	26.00	–	–	26.00	No
Chu Yiyun	External Supervisor	From June 2022 to September 2025	26.00	–	–	26.00	No
Zhang Xiaodong	Executive Vice President	From March 2023 to June 2025	83.19	22.94	–	106.13	No
Liu Jiandong	Chief Risk Officer	From February 2019 to September 2024	77.22	19.45	1.30	97.97	No
Zhuo Chengwen	Secretary to the Board of Directors, Company Secretary	From March 2024 to October 2025[9]	113.00	26.12	1.70	140.82	No
Meng Qian	Chief Information Officer	From May 2022 to June 2025	112.65	26.12	1.70	140.47	No

Notes:

1. The remuneration disclosed in the above table is confirmed payable remuneration for Directors, Supervisors and Senior Management members before tax during the reporting period (excluding performance-based annual salary of previous years paid in 2024), with a total amount of RMB14.0391 million.

2. In accordance with national regulations, since January 1, 2015, the Bank shall remunerate the Chairman of the Board of Directors, the President, the Chairwoman of the Board of Supervisors and other deputy heads pursuant to the state rules on remuneration reform for persons in charge of central enterprises.

3. The Bank provides remuneration to its Directors, Supervisors and Senior Management members who are employed by the Bank, including salaries, bonuses, employer's contribution to compulsory insurances, housing provident fund, and so on. Independent Directors of the Bank receive Directors' rewards. Other Directors are not remunerated by the Bank. Executive Directors and other Senior Management members do not receive any rewards from the Bank's subsidiaries. External Supervisors of the Bank are remunerated the same as Supervisors.

4. The remuneration of the above-mentioned personnel is calculated based on their actual term of office as Directors, Supervisors and Senior Management members of the Bank. Employee Supervisors are remunerated for their service as Supervisors of the Bank during the reporting period.

5. In 2024, Non-executive Directors Mr. Zhang Yong, Mr. Huang Binghua, Mr. Liu Hui, Mr. Shi Yongyan, Ms. Lou Xiaohui, and Mr. Zhang Jiangang were not remunerated by the Bank.

6. Some Independent Directors of the Bank worked as Independent Non-executive Directors of other legal persons or organizations, which caused such legal persons or organizations nevertheless to be defined as connected parties of the Bank. Save as disclosed above, none of the Directors, Supervisors or Senior Management members of the Bank was remunerated by the connected parties of the Bank during the reporting period.

7. The above-mentioned 2024 annual remuneration regarding Directors and Senior Management members has been reviewed by the Nomination and Remuneration Committee of the Board of Directors and the Board of Directors, and that of the Chairwoman of the Board of Supervisors has been reviewed by the Audit Committee of the Board of Directors. The 2024 annual remuneration regarding Executive Directors and the Chairwoman of the Board of Supervisors is subject to consideration and approval by the Shareholders' Meeting of the Bank.

8. Among the pre-tax remuneration paid to the Chief Risk Officer, Chief Business and Management Officer, Secretary to the Board of Directors, Chief Information Officer, and Chief Audit Officer, over 50% of the annual performance-based remuneration is paid in installments generally for no less than three years, according to the annual business performance of the following years. If the risk exposure exceeds the usual level within the duties of the above-mentioned personnel in a defined time period, the Bank will not pay the amounts payable, in part or in total.

9. For job changes of Directors, Supervisors and Senior Management members named above, please refer to regular reports and relevant announcements published by the Bank. The tenures of Mr. Zhang Hui, Mr. Liu Jin and Mr. Cai Zhao as Directors of the Bank are provided in the above table. Mr. Zhang Hui started to serve as the Bank's President in December 2024. The remuneration regarding Mr. Zhang Hui, as disclosed in the above table, was his remuneration receivable for serving as the President of the Bank in 2024. Mr. Liu Jin served as the Bank's Executive Vice President from April 2024 to April 2025. The remuneration regarding Mr. Liu Jin, as disclosed in the above table, was his remuneration receivable for serving as Executive Vice President of the Bank in 2024. Mr. Cai Zhao started to serve as the Bank's Executive Vice President in September 2023. The remuneration regarding Mr. Cai Zhao, as disclosed in the above table, was his remuneration receivable for serving as Executive Vice President of the Bank in 2024. The tenure of Ms. Zhao Rong as the Bank's Chief Risk Officer is provided in the above table, and she served as the Bank's Chief Business and Management Officer from December 2022 to September 2024. The tenure of Mr. Zhang Yi as the Bank's former Director is provided in the above table, and he served as the Bank's Executive Vice President from March 2023 to May 2024. The tenure of Mr. Zhuo Chengwen as the Bank's former Secretary to the Board of Directors and Company Secretary is provided in the above table, and he served as the Bank's Chief Audit Officer from May 2021 to March 2024.