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)

2026 FIRST EXTRAORDINARY GENERAL MEETING

A notice convening the 2026 First 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 Wednesday, 22 April 2026 (registration will begin at 8:30 a.m.) is set out in pages 4 to 8 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 Thursday, 16 April 2026.

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.

30 March 2026

CONTENTS

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 2026 First 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 Wednesday, 22 April 2026 (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 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)

Board of Directors:
Mr. Ge Haijiao *(Chairman)*
Mr. Zhang Hui
Mr. Liu Jin
Mr. Cai Zhao
* 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
** Mr. Woo Chin Wan Raymond

* *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 Wednesday, 22 April 2026 (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 8 of this circular. At the EGM, ordinary resolutions will be proposed to approve (1) The Election of Mr. GE Haijiao to be Re-appointed as Executive Director of the Bank, (2) The Election of Mr. ZHANG Yong to be Re-appointed as Non-executive Director of the Bank, (3) The Remuneration Distribution Plan for Executive Directors of Bank of China in 2024, (4) The Remuneration Distribution Plan for the Chairwoman of the Board of Supervisors of Bank of China in 2024.

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 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 Thursday, 16 April 2026.

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 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 the Shareholders to vote in favour of the proposed resolutions.

The Board of Directors of Bank of China Limited

30 March 2026

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 2026 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 First 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 Wednesday, 22 April 2026 (registration will begin at 8:30 a.m.) for the purpose of considering and approving the following resolutions. 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 30 March 2026 (the "**circular**") of which this notice forms part.

ORDINARY RESOLUTIONS

1. The Election of Mr. GE Haijiao to be Re-appointed as Executive Director of the Bank

2. The Election of Mr. ZHANG Yong to be Re-appointed as Non-executive Director of the Bank

3. The Remuneration Distribution Plan for Executive Directors of Bank of China in 2024

4. The Remuneration Distribution Plan for the Chairwoman of the Board of Supervisors of Bank of China in 2024

The Board of Directors of Bank of China Limited

Beijing, PRC
30 March 2026

As at the date of this notice, 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

Notes:

1. Details of the above resolutions are set out in Appendix to the circular.

2. 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.

3. 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.

4. 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.

5. **The H-Share register of Shareholders of the Bank will be closed, for the purpose of determining Shareholders' entitlement to attend the EGM, from Friday, 17 April 2026 to Wednesday, 22 April 2026 (both days inclusive), during which no transfer of H Shares will be registered. The record date is 22 April 2026. 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 Thursday, 16 April 2026.**

6. 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.

7. 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 Thursday, 16 April 2026. 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).

8. 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.

9. 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.

10. 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 ELECTION OF MR. GE HAIJIAO TO BE RE-APPOINTED AS EXECUTIVE DIRECTOR OF THE BANK

The term of office of Chairman GE Haijiao as Director of the Bank will expire in April 2026. According to the Articles of Association of the Bank, directors shall hold office for a term of three years, and upon the expiry of the term, may be re-elected and re-appointed.

Since assuming the roles of Chairman of the Board of Directors, Executive Director, Chair and member of the Strategic Development Committee in April 2023, Mr. GE Haijiao has participated in the decision-making of important issues submitted to the Board of Directors and its special committees for deliberation and approval in accordance with laws and regulations applicable to the Bank and relevant provisions of the Articles of Association. He has been performing his duties faithfully, diligently, professionally, and efficiently as a director.

Upon consultation with Mr. GE Haijiao regarding his willingness and subject to the review and approval of the Board of Directors of the Bank, the Board of Directors proposes that the Shareholders' Meeting re-elect Mr. GE Haijiao as Executive Director of the Bank for a term of three years, which shall commence upon the expiry of his original term of office.

The biography of Mr. GE Haijiao is as follows:

Mr. GE Haijiao was born in 1971. He has served as Chairman of the Board of Directors and Executive Director of the Bank, Chairman of the Board of Directors of BOC Hong Kong (Holdings) Limited and Bank of China (Hong Kong) Limited, and Director of BOC Hong Kong (BVI) Limited and BOC Hong Kong (Group) Limited since April 2023. Mr. GE joined the Bank in 2023. From November 2021 to March 2023, Mr. GE served as a member of the Standing Committee of Hebei Provincial Committee of the CPC, the Executive Vice Governor of Hebei Province, Secretary of the Commission for Science, Technology, and Industry for National Defense under Hebei Provincial Committee of the CPC, and Head of the Office of Leading Group for Xiong'an New Area Planning and Construction under Hebei Provincial Committee of the CPC. From September 2019 to November 2021, he served as Vice Governor of Hebei Province. From December 2018 to September 2019, Mr. GE served as Executive Director of China Everbright Group Limited. From January 2019 to September 2019, Mr. GE served as Executive Director and President of China Everbright Bank. From December 2016 to December 2018, he served as Deputy General Manager of China Everbright Group Limited. Prior to that, Mr. GE had held various positions in Agricultural Bank of China, including General Manager of the International Banking Department of Liaoning Branch, General Manager of Liaoyang Branch, Deputy General Manager of Dalian Branch, General Manager of Singapore Branch, Deputy General Manager (department general manager level) of the International Banking Department of the Head Office, senior executive of Sydney Branch, and General Manager of Heilongjiang Branch. Mr. GE obtained a double Bachelor's Degree in Laws and Economics from the Department of International Economics of Liaoning University in 1993, majored in International Finance, a Master's Degree in Economics from the Department of Economics of Jilin University in 1999, majored in World Economics, a Master's Degree in Management from Nanjing Agricultural University in 2000, and a Doctor's Degree in Management from Nanjing Agricultural University in 2008. Mr. GE is also a delegate to the 14th National People's Congress, and was a delegate to the 13th and 14th Hebei Provincial People's Congress and to the 12th Heilongjiang Provincial People's Congress. Mr. GE holds the qualifications of Senior Economist and International Business Engineer.

Save as disclosed above, Mr. GE Haijiao has neither held any position in the Bank nor in any of the Bank's affiliates.

The Executive Directors of the Bank do not receive directors' remuneration from the Bank, nor do they receive remuneration from the Bank's subsidiaries, but are remunerated based on their specific management positions in the Bank, mainly including basic annual remuneration, performance-based annual remuneration, and unit contributions to various social insurance and housing provident funds. The remuneration of Executive Directors of the Bank is determined with reference to the relevant national policies. The Nomination and Remuneration Committee of the Board of Directors is responsible for reviewing the annual remuneration scheme which will be recommended to the Board of Directors and submitted for approval by the Shareholders' Meeting of the Bank.

As far as the directors of the Bank are aware and save as disclosed above, Mr. GE Haijiao did not hold any directorship in other listed companies in the last three years, nor did he have any relationship with any director, senior management member, or substantial or controlling shareholder of the Bank. As at the date of the proposal, Mr. GE Haijiao does not have any interests in the shares of the Bank or its associated companies according to Part XV of the Hong Kong *Securities and Futures Ordinance*.

Save as disclosed above, there is no other information in relation to the re-appointment of Mr. GE Haijiao that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*, nor are there any other matters that need to be brought to the attention of the shareholders of the Bank. Mr. GE Haijiao has not been penalized by the China Securities Regulatory Commission (CSRC) or other relevant departments or stock exchanges.

2. THE ELECTION OF MR. ZHANG YONG TO BE RE-APPOINTED AS NON-EXECUTIVE DIRECTOR OF THE BANK

The term of office of Mr. ZHANG Yong as Non-executive Director of the Bank will expire in June 2026. According to the Articles of Association of the Bank, the Shareholders' Meeting shall be responsible for electing non-executive directors, who shall hold office for a term of three years and may be re-elected and re-appointed upon expiry of the term.

During his term of office, Mr. ZHANG Yong has faithfully, diligently, and professionally fulfilled his duties as a director in accordance with the applicable laws and regulations and the Bank's Articles of Association.

Upon consultation with Mr. ZHANG Yong regarding his willingness and subject to the deliberation and approval by the Bank's Board of Directors, the Board of Directors proposes the election of Mr. ZHANG Yong to be re-appointed as Non-executive Director of the Bank for a term of three years, which shall commence upon the expiry of his original term of office.

The biography of Mr. ZHANG Yong is as follows:

Mr. ZHANG Yong, born in 1968, has served as Non-executive Director of the Bank since June 2023. From January 2019 to May 2023, he served as Non-executive Director of China Development Bank. From September 2017 to February 2020, he served as Non-executive Director of China Export & Credit Insurance Corporation. From November 2002 to August 2017, he worked as Deputy General Manager of the Information Management Department and Head of Information Release Division of the Head Office of Industrial and Commercial Bank of China. Mr. ZHANG graduated from Renmin University of China with a Bachelor's Degree of Science in July 1990 and obtained a Master's Degree in Economics from Renmin University of China in January 2000. He holds the title of Senior Economist.

Save as disclosed above, Mr. ZHANG Yong has neither held any position in the Bank nor in any of the Bank's affiliates.

Currently, the Non-executive Directors of the Bank (excluding Independent Non-executive Directors) do not receive remuneration from the Bank, and Mr. ZHANG Yong's remuneration will be paid by Central Huijin Investment Co., Ltd.

As far as the directors of the Bank are aware and save as disclosed above, Mr. ZHANG Yong did not hold any directorship position in other listed companies in the last three years, nor did he have any relationship with any director, senior management member, or substantial or controlling shareholder of the Bank. As at the date of the proposal, Mr. ZHANG Yong does not have any interests in the shares of the Bank or its associated companies according to Part XV of the Hong Kong *Securities and Futures Ordinance*.

Save as disclosed above, there is no other information in relation to the re-appointment of Mr. ZHANG Yong that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, nor are there any other matters that need to be brought to the attention of the shareholders of the Bank. Mr. ZHANG Yong has not been penalized by the China Securities Regulatory Commission (CSRC) or other relevant departments or stock exchanges.

3. THE REMUNERATION DISTRIBUTION PLAN FOR EXECUTIVE DIRECTORS OF BANK OF CHINA IN 2024

In accordance with relevant national policies and relevant management measures of the Bank, the Remuneration Distribution Plan for Executive Directors in 2024 is proposed. Details are as follows:

Unit: RMB10,000/before tax

Name	Position	Basic annual salary	Performance-based annual salary	Remuneration payable
Ge Haijiao	Chairman, Executive Director	39.20	53.47	92.67
Former				
Liu Jin[1]	Vice Chairman, Executive Director, President	26.13	35.39	61.52
Zhang Yi[2]	Executive Director, Executive Vice President	11.76	15.99	27.75

1. Mr. Liu Jin resigned as Vice Chairman of the Bank, Executive Director, Member of the Strategic Development Committee of the Board of Directors, and President of the Bank as of August 25, 2024, due to personal reasons.

2. Mr. Zhang Yi resigned as Executive Director of the Bank, Member of the Strategic Development Committee, Member of the Connected Transactions Control Committee of the Board of Directors and Executive Vice President of the Bank as of May 16, 2024, due to work adjustments.

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

4. THE REMUNERATION DISTRIBUTION PLAN FOR THE CHAIRWOMAN OF THE BOARD OF SUPERVISORS OF BANK OF CHINA IN 2024

In accordance with relevant national policies and relevant management measures of the Bank, the Remuneration Distribution Plan for the Chairwoman of the Board of Supervisors in 2024 is proposed. Details are as follows:

Unit: RMB10,000/before tax

Name	Position	Basic annual salary	Performance-based annual salary	Remuneration payable
Former				
Zhang Keqiu[1]	Chairwoman of the Board of Supervisors	6.53	8.91	15.44

1. Ms. Zhang Keqiu resigned as the Chairwoman of the Board of Supervisors, Shareholder Supervisor, and Chair of the Duty Performance and Due Diligence Supervision Committee of the Board of Supervisors of the Bank as of February 5, 2024, due to the reason of age.

The proposal has been reviewed and approved by the Audit Committee of the Board of Directors of the Bank.