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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 an on-site meeting of the Board of Directors in Beijing on 30 October 2026. The meeting notice was sent to all Directors of the Bank by means of written documents and emails on 16 October 2026. Chairman Mr. Ge Haijiao chaired the meeting. 16 Directors were eligible to attend the meeting and 16 Directors attended the meeting in person. 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. 2026 Third Quarter Report and Disclosure of Bank of China Limited

For: 16 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 details, please refer to the relevant document published on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.boc.cn) on the same day.

2. 2026 Q3 Pillar 3 Disclosure Report of Bank of China Limited

For: 16 Against: 0 Abstain: 0

For details, please refer to the relevant document published on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.boc.cn) on the same day.

3. Nomination of Ms. Lou Xiaohui to be Re-appointed as Non-executive Director and Continue to Hold Current Posts in Special Committees of the Board of Directors of the Bank

For: 15 Against: 0 Abstain: 0

Ms. Lou Xiaohui recused herself 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.

Independent Non-executive Directors commented on this proposal as follows: We believe that the qualifications of Ms. Lou Xiaohui 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 Ms. Lou Xiaohui to be re-appointed as Non-executive Director of the Bank and agree to submit the proposal on election of Ms. Lou Xiaohui to be re-appointed as Non-executive Director of the Bank to the Shareholders' Meeting for review and approval.

The proposal is subject to the approval of the Shareholders' Meeting of the Bank.

For the biographical details of Ms. Lou Xiaohui, please refer to Appendix I to this announcement.

4. Nomination of Ms. Liu Xiaolei to be Re-appointed as Independent Non-executive Director and Continue to Hold Current Posts in Special Committees of the Board of Directors of the Bank

For: 15 Against: 0 Abstain: 0

Ms. Liu Xiaolei recused herself 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 Director.

Independent Non-executive Directors commented on this proposal as follows: We believe that the qualifications of Ms. Liu Xiaolei 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 Ms. Liu Xiaolei to be re-appointed as Independent Non-executive Director of the Bank and agree to submit the proposal on election of Ms. Liu Xiaolei to be re-appointed as Independent Non-executive Director of the Bank to the Shareholders' Meeting for review and approval.

The proposal is subject to the approval of the Shareholders' Meeting of the Bank.

For the biographical details, declaration and commitment of Independent Director candidate and declaration and commitment of Independent Director nominator of Ms. Liu Xiaolei, please refer to Appendix II to this announcement.

5. Proposal on Nomination of Mr. Sun Xuhua as Candidate for Non-executive Director of the Bank

For: 16 Against: 0 Abstain: 0

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.

Approve the appointment of Mr. Sun Xuhua as a member of the Strategic Development Committee and a member of the Audit Committee of the Board of Directors, effective upon his election as Non-executive Director of the Bank by the Shareholders' Meeting and the approval of his qualification as Non-executive Director by the National Financial Regulatory Administration.

Independent Non-executive Directors commented on this proposal as follows: We believe that the qualifications of Mr. Sun Xuhua 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. Sun Xuhua as Non-executive Director of the Bank and agree to submit the proposal on election of Mr. Sun Xuhua as Non-executive Director of the Bank to the Shareholders' Meeting for review and approval.

The proposal is subject to the approval of the Shareholders' Meeting of the Bank.

For the biographical details of Mr. Sun Xuhua, please refer to Appendix III to this announcement.

6. Convening of the 2026 Second Extraordinary General Meeting of Bank of China

For: 16 Against: 0 Abstain: 0

The notice and circular for the Shareholders' Meeting of the Bank will be announced in due course.

Appendix:

- I Biographic Details of Ms. Lou Xiaohui
- II Biographic Details, Declaration and Commitment of Independent Director Candidate, and Declaration and Commitment of Independent Director Nominator of Ms. Liu Xiaolei
- III Biographic Details of Mr. Sun Xuhua

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

Beijing, PRC
30 October 2026

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 I

Biographic Details of Ms. Lou Xiaohui

Lou Xiaohui, female, Chinese nationality, born in 1971. She currently serves at Central Huijin Investment Ltd. and has served as Non-executive Director of the Bank since April 2024. From March 2017 to April 2024, she served as a Non-executive director of China Everbright Group Ltd. From 2001 to 2017, she successively worked as Deputy Director and Director of the General Office of the Ministry of Finance, Director of the Information Office (director level) and Deputy Director of the National Comprehensive Agricultural Development Evaluation Center (deputy bureau level). She graduated from the Central Institute of Finance and Banking, majoring in finance and holding a master's degree in Economics. She is a non-practicing member of the Chinese Institute of Certified Public Accountants (CICPA).

Appendix II

Biographic Details of Ms. Liu Xiaolei

Ms. Liu Xiaolei was born in 1974. She has served as Independent Director of the Bank since March 2024. Ms. Liu currently serves as Professor of Finance and Accounting, the Deputy Director of the Faculty of Economics & Management, Chair of the Finance Department, and Assistant Dean at Guanghua School of Management, Peking University, and concurrently serves as an independent director of PetroChina Company Limited. Ms. Liu has held several positions at Peking University, including Assistant Dean of Guanghua School of Management since April 2026, Deputy Director of the Faculty of Economics & Management since May 2022, Peking University Boya Distinguished Professor since 2018, Chair of the Finance Department at Guanghua School of Management since November 2015, and Professor of Finance and Accounting at Guanghua School of Management since December 2014. Ms. Liu served as an Assistant Professor and later a tenured Associate Professor at Hong Kong University of Science and Technology between December 2005 and December 2014. Between May 2025 and October 2026, Ms. Liu served as an independent director of COFCO Capital Holdings Company Limited. Between June 2021 and June 2024, she served as an independent director of First Capital Securities Co., Ltd. Between April 2020 and February 2024, she served as an independent director of FIL Fund Management (China) Company Limited. Between March 2019 and December 2021, she served as an independent director of Chasing Securities Co., Ltd. She also served as an independent director of Tianjin Youfa Steel Pipe Group Co., Ltd. from February 2018 to January 2022 and acted as the convener of the Audit Committee of the Board of Directors. In 1995, Ms. Liu obtained a BA in Economics from Nankai University, followed by an MA in Economics from the University of International Business and Economics in 1998. In 2006, she completed her Ph.D. at the University of Rochester in the USA. Ms. Liu's research interests include corporate finance, accounting, risk management, and financial markets. In recent years, she has been consecutively included in the "Highly Cited Chinese Researchers" list published by Elsevier, and her work has received numerous national and international awards.

Declaration and Commitment of Independent Director Candidate

I, Liu Xiaolei, have fully understood and agreed to my nomination by the Board of Directors of Bank of China Limited as a candidate for independent director of Bank of China Limited. I hereby publicly declare that I am qualified to serve as an independent director and confirm that I have no relationship that would affect my independence in serving as an independent director of Bank of China Limited. I hereby make the following declaration and commitment:

- I. I possess basic knowledge of the operations of listed companies, am familiar with the relevant laws, administrative regulations, departmental rules and other regulatory documents, and have more than five years of experience in law, economics, accounting, finance, management or other areas necessary for performing the duties of an independent director.

I have participated in relevant training and obtained supporting documentation of such training recognized by the stock exchange.

- II. I meet the qualification requirements under the following laws, administrative regulations, departmental rules and corporate bylaws:
- i. The provisions of the *Company Law of the People's Republic of China* regarding the qualifications of directors;
 - ii. The provisions of the *Civil Servant Law of the People's Republic of China* regarding concurrent positions held by civil servants;
 - iii. The relevant provisions of the *Administrative Measures for Independent Directors of Listed Companies* issued by the China Securities Regulatory Commission, the self-regulatory rules of the Shanghai Stock Exchange, and the Articles of Association of the Bank regarding the qualifications and conditions for serving as an independent director;
 - iv. The provisions of the *Notice on Regulating the Appointment of Centrally Administered Officials as Independent Directors or Independent Supervisors of Listed Companies and Fund Management Companies after Resignation from Public Office or Retirement* issued by the Central Commission for Discipline Inspection of the CPC and the Organization Department of the CPC Central Committee;
 - v. The relevant provisions of the *Opinions on Further Regulating Concurrent Positions (Appointments) Held by Party and Government Leading Officials in Enterprises* issued by the Organization Department of the CPC Central Committee;
 - vi. The relevant provisions of the *Opinions on Strengthening Anti-corruption and Integrity Building in Institutions of Higher Education* issued by the Central Commission for Discipline Inspection of the CPC, the Ministry of Education, and the Ministry of Supervision;

- vii. The relevant provisions of the *Guidelines on the System of Independent Directors and External Supervisors of Joint-stock Commercial Banks* issued by the People's Bank of China;
- viii. The relevant provisions of the *Administrative Measures for Qualifications of Directors (Council Members) and Senior Management Members of Banking Financial Institutions*, the *Administrative Rules on Qualifications of Directors, Supervisors and Senior Management Members of Insurance Companies*, the *Administrative Measures for Independent Directors of Insurance Institutions*, and other relevant regulations; and
- ix. Other circumstances prescribed by laws and regulations, departmental rules, regulatory documents and the Shanghai Stock Exchange.

III. I meet the independence requirements and do not fall within any of the following circumstances:

- i. A person who holds a position with the listed company or any of its subsidiaries, or the spouse, parent, child or major social relation of such person (major social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children's spouses, etc.);
- ii. A natural person shareholder who directly or indirectly holds 1% or more of the issued shares of the listed company or is among the top ten shareholders of the listed company, or the spouse, parent or child of such person;
- iii. A person who holds a position with a shareholder that directly or indirectly holds 5% or more of the issued shares of the listed company or with any of the top five shareholders of the listed company, or the spouse, parent or child of such person;
- iv. A person who holds a position with a subsidiary of the controlling shareholder or de facto controller of the listed company, or the spouse, parent or child of such person;
- v. A person who has material business dealings with the listed company, its controlling shareholder, de facto controller or any of their respective subsidiaries, or a person who holds a position with an entity having such material business dealings or with the controlling shareholder or de facto controller of such entity;
- vi. A person who provides financial, legal, consulting, sponsorship or other services to the listed company, its controlling shareholder, de facto controller or any of their respective subsidiaries, including but not limited to all members of the project team of the intermediary providing such services, reviewers at all levels, signatories to reports, partners, directors, senior management members and principal persons in charge;
- vii. A person who fell within any of the circumstances specified in items i. to vi. above during the most recent 12 months; or
- viii. Any other circumstance in which the Shanghai Stock Exchange determines that a person lacks independence.

IV. I have none of the following adverse records:

- i. Having been subject to an administrative penalty imposed by the China Securities Regulatory Commission or a criminal penalty imposed by a judicial authority during the most recent 36 months;
- ii. Being under investigation by the China Securities Regulatory Commission or a judicial authority for suspected violations of laws or criminal offences involving securities or futures, where no definitive conclusion has yet been reached;
- iii. Having been publicly censured by a stock exchange or subject to three or more notices of criticism during the most recent 36 months;
- iv. Having any adverse record involving material dishonesty or breach of trust; or
- v. Any other circumstance determined by the Shanghai Stock Exchange.

V. I am not a person in respect of whom, during a previous term as an independent director, the Board of Directors proposed that a Shareholders' Meeting be convened to remove me from office due to my failure to attend two consecutive board meetings in person without appointing another director to attend on my behalf.

VI. I concurrently serve as an independent director of no more than three domestically listed companies, including Bank of China Limited, and I have served continuously with Bank of China Limited for no more than six years.

VII. I possess extensive professional knowledge and experience in accounting and hold a senior professional title in accounting, auditing or financial management, an academic title of associate professor or above, or a doctoral degree.

VIII. There are no circumstances that would adversely affect my integrity as an independent director or otherwise affect my qualifications for appointment.

I have passed the qualification review conducted by the Nomination and Remuneration Committee of Bank of China Limited. There is no interest between the nominator and me, nor is there any other relationship that may impede the independent performance of my duties.

I have verified my qualifications as a candidate for independent director in accordance with the *Guidelines No. 1 of Shanghai Stock Exchange for Self-regulation of Listed Companies – Standard Operation* and confirm that I meet the relevant requirements.

I fully understand the duties of an independent director and confirm that the above declarations are true, complete and accurate and contain no false statements or misleading information. I fully understand the consequences that may arise from making a false declaration. The Shanghai Stock Exchange may determine my qualifications and independence on the basis of these declarations.

I undertake that, during my tenure as an independent director of Bank of China Limited, I will comply with the requirements of laws and regulations, the rules, provisions and notices issued by the China Securities Regulatory Commission, and the business rules of the Shanghai Stock Exchange; submit to the supervision of the Shanghai Stock Exchange; ensure that I devote sufficient time and effort to the performance of my duties; and exercise independent judgment without being influenced by the Bank and its substantial shareholders or de facto controller, or by any other entity or individual having an interest in the Bank.

I undertake that, if after taking office I cease to meet the qualification requirements for an independent director, I will resign from my position as an independent director in accordance with the relevant provisions.

These Declarations are hereby made.

Declarant: Liu Xiaolei

2 September 2026

Declaration and Commitment of Independent Director Nominator

The nominator, the Board of Directors of Bank of China Limited, hereby nominates Ms. Liu Xiaolei as a candidate for independent director of Bank of China Limited and has fully acquainted itself with the nominee's occupation, educational background, professional titles, detailed work experience, all concurrent positions, and any adverse records such as material dishonesty. The nominee has agreed to be nominated as a candidate for independent director of Bank of China Limited (please refer to the Declaration of Independent Director Candidate). The nominator considers that the nominee is qualified to serve as an independent director and has no relationship with Bank of China Limited that would affect her independence. The nominator hereby makes the following declaration and commitment:

- I. The nominee possesses basic knowledge of the operations of listed companies, is familiar with the relevant laws, administrative regulations, rules and other regulatory documents, and has more than five years of experience in law, economics, accounting, finance, management or other areas necessary for performing the duties of an independent director.

The nominee has participated in relevant training and obtained supporting documentation of such training recognized by the stock exchange.

- II. The nominee meets the qualification requirements under the following laws, administrative regulations and departmental rules:
- i. The provisions of the *Company Law of the People's Republic of China* regarding the qualifications of directors;
 - ii. The provisions of the *Civil Servant Law of the People's Republic of China* regarding concurrent positions held by civil servants;
 - iii. The relevant provisions of the *Administrative Measures for Independent Directors of Listed Companies* issued by the China Securities Regulatory Commission, the self-regulatory rules of the Shanghai Stock Exchange, and the Articles of Association of the Bank regarding the qualifications and conditions for serving as an independent director;
 - iv. The provisions of the *Notice on Regulating the Appointment of Centrally Administered Officials as Independent Directors or Independent Supervisors of Listed Companies and Fund Management Companies after Resignation from Public Office or Retirement* issued by the Central Commission for Discipline Inspection of the CPC and the Organization Department of the CPC Central Committee;
 - v. The relevant provisions of the *Opinions on Further Regulating Concurrent Positions (Appointments) Held by Party and Government Leading Officials in Enterprises* issued by the Organization Department of the CPC Central Committee;
 - vi. The relevant provisions of the *Opinions on Strengthening Anti-corruption and Integrity Building in Institutions of Higher Education* issued by the Central Commission for Discipline Inspection of the CPC, the Ministry of Education, and the Ministry of Supervision;

- vii. The relevant provisions of the *Guidelines on the System of Independent Directors and External Supervisors of Joint-stock Commercial Banks* issued by the People's Bank of China and other relevant requirements;
 - viii. The relevant provisions of the *Administrative Measures for Qualifications of Directors (Council Members) and Senior Management Members of Banking Financial Institutions*, the *Administrative Rules on Qualifications of Directors, Supervisors and Senior Management Members of Insurance Companies*, the *Administrative Measures for Independent Directors of Insurance Institutions*, and other relevant regulations; and
 - ix. Other circumstances prescribed by laws and regulations, departmental rules, regulatory documents and the Shanghai Stock Exchange.
- III. The nominee meets the independence requirements and does not fall within any of the following circumstances:
- i. A person who holds a position with the listed company or any of its subsidiaries, or the spouse, parent, child or major social relation of such person (major social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children's spouses, etc.);
 - ii. A natural person shareholder who directly or indirectly holds 1% or more of the issued shares of the listed company or is among the top ten shareholders of the listed company, or the spouse, parent or child of such person;
 - iii. A person who holds a position with a shareholder that directly or indirectly holds 5% or more of the issued shares of the listed company or with any of the top five shareholders of the listed company, or the spouse, parent or child of such person;
 - iv. A person who holds a position with a subsidiary of the controlling shareholder or de facto controller of the listed company, or the spouse, parent or child of such person;
 - v. A person who has material business dealings with the listed company, its controlling shareholder, de facto controller or any of their respective subsidiaries, or a person who holds a position with an entity having such material business dealings or with the controlling shareholder or de facto controller of such entity;
 - vi. A person who provides financial, legal, consulting, sponsorship or other services to the listed company, its controlling shareholder, de facto controller or any of their respective subsidiaries, including but not limited to all members of the project team of the intermediary providing such services, reviewers at all levels, signatories to reports, partners, directors, senior management members and principal persons in charge;
 - vii. A person who fell within any of the circumstances specified in items i. to vi. above during the most recent 12 months; or
 - viii. Any other circumstance in which the Shanghai Stock Exchange determines that a person lacks independence.

- IV. The candidate for independent director has none of the following adverse records:
- i. Having been subject to an administrative penalty imposed by the China Securities Regulatory Commission or a criminal penalty imposed by a judicial authority during the most recent 36 months;
 - ii. Being under investigation by the China Securities Regulatory Commission or a judicial authority for suspected violations of laws or criminal offences involving securities or futures, where no definitive conclusion has yet been reached;
 - iii. Having been publicly censured by a stock exchange or subject to three or more notices of criticism during the most recent 36 months;
 - iv. Having any adverse record involving material dishonesty or breach of trust; or
 - v. Any other circumstance determined by the Shanghai Stock Exchange.
- V. The nominee is not a person in respect of whom, during a previous term as an independent director, the Board of Directors proposed that a Shareholders' Meeting be convened to remove the nominee from office due to the nominee's failure to attend two consecutive board meetings in person without appointing another director to attend on the nominee's behalf.
- VI. The nominee concurrently serves as an independent director of no more than three domestically listed companies, including Bank of China Limited, and the nominee has served continuously with Bank of China Limited for no more than six years.
- VII. Where the nominee is nominated as an accounting professional, the nominee possesses extensive professional knowledge and experience in accounting and holds a senior professional title in accounting, auditing or financial management, an academic title of associate professor or above, or a doctoral degree.
- VIII. There are no circumstances that would adversely affect the nominee's integrity as an independent director or otherwise affect the nominee's qualifications for appointment.

The nominee has passed the qualification review conducted by the Nomination and Remuneration Committee of Bank of China Limited. There is no interest between the nominator and the nominee, nor is there any other close relationship that may affect the independent performance of the nominee's duties.

The nominator has verified the qualifications of the candidate for independent director in accordance with the *Guidelines No. 1 of Shanghai Stock Exchange for Self-regulation of Listed Companies – Standard Operation* and confirms that the candidate meets the relevant requirements.

The nominator confirms that the above declarations are true, complete and accurate and contain no false statements or misleading information. The nominator fully understands the consequences that may arise from making a false declaration.

These Declarations are hereby made.

Nominator: Board of Directors of Bank of China Limited

(Seal)

30 October 2026

Appendix III

Biographic Details of Mr. Sun Xuhua

Sun Xuhua, male, born in November 1971, Chinese nationality. He has served as a member of the Party Committee and Secretary of the Discipline Inspection Commission (deputy bureau level) of the China Clean Development Mechanism Fund Management Center (China Public Private Partnerships Center of the Ministry of Finance) since December 2024. From July 1993 to January 2007, Mr. Sun served successively at Huazhong Agricultural University as a political counselor, Secretary of the Office of the National Training Base for Basic Science Research and Teaching Talent, Deputy Director of the Graduate Studies Office, Deputy Director of the General Office, and Director of the Beijing Office. From January 2007 to October 2011, he served successively as an official and Division Director at the National Science and Technology Infrastructure Center, and as a Division Rank Official at the Department of Research Conditions and Finance of the Ministry of Science and Technology. From October 2011 to December 2024, he served successively as a Division Rank Official at the Department of Culture, Education and Science of the Ministry of Finance; Division Rank Official, Division Director and Level I Division Rank Official at the Policy Research Office of the Ministry of Finance; and a member of the Party Committee, Secretary of the Discipline Inspection Commission and Deputy Editor-in-Chief (deputy bureau level) of China Financial and Economic News. Mr. Sun graduated from the Department of Horticulture of Huazhong Agricultural University in 1993, with a Bachelor's Degree in Agriculture, majoring in Pomology. He graduated from the College of Economics and Management of Huazhong Agricultural University in 2011 with a Ph.D. Degree in Management, majoring in Agricultural Economics and Management.