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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 SECOND EXTRAORDINARY GENERAL MEETING

A notice convening the 2026 Second Extraordinary General Meeting (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 Friday, 27 November 2026 (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 Monday, 23 November 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.

9 November 2026

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"A Share(s)"	domestic Share(s) with a nominal value of RMB1.00 each in the Ordinary 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 Second 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 Friday, 27 November 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)"	Holders of A Shares, Holders of H Shares and/or holders of preference shares 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 Friday, 27 November 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 5 of this circular. At the EGM, ordinary resolutions will be proposed to approve (1) The Election of Ms. Lou Xiaohui to be Re-appointed as Non-executive Director of the Bank, (2) The Election of Ms. Liu Xiaolei to be Re-appointed as Independent Non-executive Director of the Bank, (3) The Election of Mr. Sun Xuhua as Non-executive Director of the Bank, (4) The Interim Profit Distribution Plan of Bank of China for 2026, and the special resolutions will be proposed to approve (5) The Issuance Quota and Issuance Arrangements of Capital Instruments of Bank of China, (6) The Issuance Quota and Issuance Arrangements of Total Loss-absorbing Capacity Non-capital Instruments of Bank of China.

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 Monday, 23 November 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 the 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

9 November 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 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 Second Extraordinary General Meeting (the "**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 Friday, 27 November 2026 (registration will begin at 8:30 a.m.) for the purpose of considering and approving the following resolutions. Unless the context requires otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated 9 November 2026 (the "**circular**") of which this notice forms part.

ORDINARY RESOLUTIONS

1. The Election of Ms. Lou Xiaohui to be Re-appointed as Non-executive Director of the Bank

2. The Election of Ms. Liu Xiaolei to be Re-appointed as Independent Non-executive Director of the Bank

3. The Election of Mr. Sun Xuhua as Non-executive Director of the Bank

4. The Interim Profit Distribution Plan of Bank of China for 2026

SPECIAL RESOLUTIONS

5. The Issuance Quota and Issuance Arrangements of Capital Instruments of Bank of China

6. The Issuance Quota and Issuance Arrangements of Total Loss-absorbing Capacity Non-capital Instruments of Bank of China

The Board of Directors of Bank of China Limited

Beijing, PRC
9 November 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 the Appendix to the circular.

2. **The Board of Directors has recommended an interim dividend on ordinary shares of RMB0.1190 every ordinary share (before tax) for the six-month period ended 30 June 2026 and, if such proposed dividend distribution set out in Resolution No. 4 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 Thursday, 10 December 2026.**

   The H Share register of shareholders of the Bank will be closed from Friday, 4 December 2026 to Thursday, 10 December 2026 (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, no later than 4:30 p.m. on Thursday, 3 December 2026. The ex-dividend date of the Bank's H Shares will be on Wednesday, 2 December 2026.

3. 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.

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 Tuesday, 24 November 2026 to Friday, 27 November 2026 (both days inclusive), during which no transfer of H Shares will be registered. The record date is 27 November 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 Monday, 23 November 2026.**

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 **Monday, 23 November 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).

9. 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.

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 ELECTION OF MS. LOU XIAOHUI TO BE RE-APPOINTED AS NON-EXECUTIVE DIRECTOR OF THE BANK

The term of office of Ms. Lou Xiaohui as Non-executive Director of the Bank will expire in April 2027. Pursuant 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 her term of office, Ms. Lou Xiaohui has faithfully, diligently, professionally and efficiently performed her duties as a director in accordance with the applicable laws and regulations as well as the Articles of Association of the Bank.

With the consent of Ms. Lou Xiaohui and upon review and approval by the Board of Directors of the Bank, the Board of Directors proposes that the Shareholders' Meeting elect Ms. Lou Xiaohui as Non-executive Director of the Bank and that, upon her re-appointment, she shall continue to serve as Vice Chair and member of the Audit Committee, member of the Strategic Development Committee, and member of the Connected Transactions Control Committee of the Board of Directors. The term of office of Ms. Lou Xiaohui's re-appointment will be three years, which shall commence upon the expiry of her original term of office.

The biographical details of Ms. Lou Xiaohui are set out below:

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).

Save as disclosed above, Ms. Lou Xiaohui does not hold any position with the Bank or any of its subsidiaries.

Currently, non-executive directors of the Bank (excluding independent non-executive directors) do not receive remuneration from the Bank. Ms. Lou Xiaohui's remuneration will be paid by Central Huijin Investment Ltd.

To the knowledge of the directors of the Bank and save as disclosed above, Ms. Lou Xiaohui has not held any directorship in any other listed company during the past three years and does not have any other relationship with any director, Senior Management member, substantial shareholder or controlling shareholder of the Bank. As at the date of this Proposal, Ms. Lou Xiaohui does not have any interest in the shares of the Bank or any of its associated corporations (within the meaning of Part XV of the *Securities and Futures Ordinance of Hong Kong*).

Save as disclosed above, in relation to the re-election of Ms. Lou Xiaohui, there is no information required to be disclosed pursuant to any of the requirements under Rules 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. Ms. Lou Xiaohui has not been subject to any penalty imposed by the China Securities Regulatory Commission or other relevant authorities, or any disciplinary action by any stock exchange.

2. THE ELECTION OF MS. LIU XIAOLEI TO BE RE-APPOINTED AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK

The term of office of Ms. Liu Xiaolei as Independent Non-executive Director of the Bank will expire in March 2027. Pursuant to the Articles of Association of the Bank, the Shareholders' Meeting shall be responsible for electing independent 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 her term of office, Ms. Liu Xiaolei has faithfully, diligently, professionally and efficiently performed her duties as a director in accordance with the applicable laws and regulations as well as the Articles of Association of the Bank.

In accordance with the *Board Diversity Policy of Bank of China Limited* and taking into account the needs of the Board of Directors, with the consent of Ms. Liu Xiaolei and upon review and approval by the Bank's Board of Directors, the Board of Directors proposes that the Shareholders' Meeting elect Ms. Liu Xiaolei to be re-appointed as Independent Non-executive Director of the Bank and that, upon her re-appointment, she shall continue to serve as Chair and member of the Audit Committee, member of the Risk Policy Committee, member of the Nomination and Remuneration Committee, and member of the Connected Transactions Control Committee of the Board of Directors. The term of office of Ms. Liu Xiaolei's re-appointment will be three years, which shall commence upon the expiry of her original term of office.

The biographical details of Ms. Liu Xiaolei are set out below:

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.

The remuneration of independent non-executive directors of the Bank is determined in accordance with the remuneration standards for independent non-executive directors approved by the Shareholders' Meeting. The actual remuneration payable to independent non-executive directors of the Bank will be determined based on the results of their performance evaluations.

Save as disclosed above, as at the date of this Proposal, Ms. Liu Xiaolei has neither held any position in the Bank nor in any of the Bank's affiliates.

As far as the directors of the Bank are aware and save as disclosed above, Ms. Liu Xiaolei did not hold any directorship position in any other listed company in the last three years, nor did she have any other relationship with any director, Senior Management member, or substantial or controlling shareholder of the Bank. As at the date of this Proposal, Ms. Liu Xiaolei does not have any interest 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, in relation to the re-election of Ms. Liu Xiaolei, there is no information required to be disclosed pursuant to any of the requirements under Rules 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. Ms. Liu Xiaolei has not been subject to any penalty imposed by the China Securities Regulatory Commission (CSRC) or other relevant departments or stock exchanges.

The re-appointment of Ms. Liu Xiaolei as Independent Non-executive Director of the Bank is subject to the review and approval of the Shanghai Stock Exchange. In accordance with the Articles of Association of the Bank, the nomination was made by the Board of Directors after taking into account her past experience, skills, knowledge, experience, independence and the specific needs of the Bank, and was subject to preliminary review by the Nomination and Remuneration Committee of the Board of Directors, review by the Board of Directors, and election by the Shareholders' Meeting.

Ms. Liu Xiaolei has provided written confirmation to the Bank regarding her independence pursuant to Rule 3.13 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*. The Board of Directors also considers that Ms. Liu Xiaolei meets the independence guidelines set out in Rule 3.13 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* and is independent in accordance with the terms of such guidelines. The Declaration and Commitment of Nominator of Independent Director and the Declaration and Commitment of Candidate for Independent Director have been submitted to the relevant regulatory authorities.

3. THE ELECTION OF MR. SUN XUHUA AS NON-EXECUTIVE DIRECTOR OF THE BANK

Upon review by the Board of Directors of the Bank, the Board of Directors proposes that the Shareholders' Meeting elect Mr. Sun Xuhua as Non-executive Director of the Bank. Upon assuming office, he will serve as a member of the Strategic Development Committee and a member of the Audit Committee of the Board of Directors. Mr. Sun Xuhua's term of office as a director will be three years, commencing on the date when his qualification for office is approved by the National Financial Regulatory Administration (the "**NFRA**").

The biographical details of Mr. Sun Xuhua are set out below:

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.

Save as disclosed above, Mr. Sun Xuhua does not hold any position with the Bank or any of its subsidiaries.

Currently, non-executive directors of the Bank (excluding independent non-executive directors) do not receive remuneration from the Bank. Mr. Sun Xuhua's remuneration will be paid by Central Huijin Investment Ltd.

To the knowledge of the directors of the Bank and save as disclosed above, Mr. Sun Xuhua has not held any directorship in any other listed company during the past three years and does not have any other relationship with any director, Senior Management member, substantial shareholder or controlling shareholder of the Bank. As at the date of this Proposal, Mr. Sun Xuhua does not have any interest in the shares of the Bank or any of its associated corporations (within the meaning of Part XV of the *Securities and Futures Ordinance* of Hong Kong).

Save as disclosed above, in relation to the appointment of Mr. Sun Xuhua, there is no information required to be disclosed pursuant to any of the requirements under Rules 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. Sun Xuhua has not been subject to any penalty imposed by the China Securities Regulatory Commission or other relevant authorities, or any disciplinary action by any stock exchange.

4. THE INTERIM PROFIT DISTRIBUTION PLAN OF BANK OF CHINA FOR 2026

According to the Bank's reviewed financial report for the first half of 2026 and relevant laws and regulations, the 2026 Interim Profit Distribution Plan of the Bank is proposed as follows:

I. In the first half of 2026, the profit attributable to equity holders of the Bank amounted to RMB123,594 million. Taking into comprehensive consideration the Bank's business performance, financial position, stability of returns to equity holders and future development, it is proposed to distribute an interim cash dividend on ordinary shares for 2026 at a payout ratio of 31.0% of the profit attributable to equity holders of the Bank, with a total dividend of RMB38,343 million. Based on the 322,212,411,814 ordinary shares in issue, the dividend per share will be RMB0.1190 (before tax). Subject to approval by the Shareholders' Meeting, the Bank will distribute cash dividends to its A Share Holders and H Share Holders registered as of the close of business on Thursday, 10 December 2026. The A Share dividend is expected to be paid on 11 December 2026, and the H Share dividend is expected to be paid on 22 January 2027.

II. The interim cash dividend on ordinary shares proposed by the Bank for 2026 will be denominated and declared in RMB, and paid in RMB or its equivalent in Hong Kong dollars (HKD). H Share Holders will be provided with the option to elect to receive the dividend in RMB. H Share Holders will be entitled to elect to receive the H Share interim dividend in full in either RMB or HKD (HKSCC Nominees Limited may choose to receive the H Share interim dividend in whole or in part). The actual amount paid in HKD will be calculated based on the average of the daily RMB to HKD reference exchange rates published by the China Foreign Exchange Trade System at 11:00 a.m. on each of the five business days preceding, but excluding, the commencement date of the currency election period.

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

5. THE ISSUANCE QUOTA AND ISSUANCE ARRANGEMENTS OF CAPITAL INSTRUMENTS OF BANK OF CHINA

To meet business development needs and ensure regulatory compliance, the proposal on the issuance quota and issuance arrangements for the Bank's capital instruments is hereby submitted to the Shareholders' Meeting for consideration and approval as follows:

I. Approve the Bank's issuance, in multiple tranches, of write-down undated capital bonds and write-down Tier 2 capital instruments in accordance with the following terms and conditions.

i. Issuance size: Not exceeding RMB450 billion or the equivalent amount in foreign currencies;

ii. Type of instruments: Write-down undated capital bonds or write-down Tier 2 capital instruments that comply with the relevant provisions of the *Rules on Capital Management of Commercial Banks* and are eligible to replenish the capital of a commercial bank;

iii. Issuance markets: Including domestic and overseas markets;

iv. Tenor: Write-down undated capital bonds shall remain outstanding for as long as the Bank continues as a going concern; write-down Tier 2 capital instruments shall have a tenor of not less than five years;

v. Loss absorption mechanism: Upon the occurrence of a trigger event specified in the issuance documents, losses shall be absorbed by way of write-down;

vi. Interest rate: To be determined by reference to prevailing market interest rates;

vii. Use of proceeds: Proceeds from write-down undated capital bonds shall be used to replenish the Bank's additional Tier 1 capital; proceeds from write-down Tier 2 capital instruments shall be used to replenish the Bank's Tier 2 capital;

viii. Validity period of the resolution: From the date of approval by the Shareholders' Meeting through the date falling 24 months after approval by the NFRA.

II. Request the Shareholders' Meeting to authorise the Board of Directors, and approve the Board of Directors' further authorisation of the Bank's President, to determine and handle all matters relating to the issuances, based on the above terms and conditions and in accordance with the rules promulgated and approval requirements imposed by the relevant regulatory authorities, including submitting applications to and obtaining approvals from the relevant regulatory authorities; determining the specific types of instruments, issuance terms, issuance tranches, issuance timing and issuance pricing; and amending, signing and executing all agreements, contracts and related documents arising in connection with the issuances. Such authorisation shall remain valid from the date on which this Proposal is approved by the Shareholders' Meeting through the date falling 24 months after approval by the NFRA. The Board of Directors shall also be authorised, and the Board of Directors may further authorise the Bank's President, during the life of the instruments and in accordance with the rules promulgated and approval requirements imposed by the relevant regulatory authorities, to determine and handle all matters relating to interest payments, redemption, write-down and other relevant matters.

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

6. THE ISSUANCE QUOTA AND ISSUANCE ARRANGEMENTS OF TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL INSTRUMENTS OF BANK OF CHINA

To ensure compliance with regulatory requirements on total loss-absorbing capacity and meet business development needs, the proposal on the issuance quota and issuance arrangements for the Bank's total loss-absorbing capacity non-capital debt instruments is hereby submitted to the Shareholders' Meeting for consideration and approval as follows:

I. Approve the Bank's issuance, in multiple tranches, of write-down total loss-absorbing capacity non-capital debt instruments in accordance with the following terms and conditions.

i. Issuance size: Not exceeding RMB400 billion or the equivalent amount in foreign currencies;

ii. Type of instruments: Write-down total loss-absorbing capacity non-capital debt instruments that comply with the relevant provisions of the *Administrative Measures on the Total Loss-absorbing Capacity of Global Systemically Important Banks* and are eligible to replenish the total loss-absorbing capacity of a commercial bank;

iii. Issuance markets: Including domestic and overseas markets;

iv. Tenor: Not less than one year;

v. Loss absorption mechanism: When the Bank enters resolution, losses may be absorbed by way of write-down;

vi. Interest rate: To be determined by reference to prevailing market interest rates;

vii. Use of proceeds: To replenish the Bank's total loss-absorbing capacity;

viii. Validity period of the resolution: From the date of approval by the Shareholders' Meeting through the date falling 24 months after approval by the NFRA.

II. Request the Shareholders' Meeting to authorise the Board of Directors, and approve the Board of Directors' further authorisation of the Bank's President, to determine and handle all matters relating to the issuances, based on the above terms and conditions and in accordance with the rules promulgated and approval requirements imposed by the relevant regulatory authorities, including submitting applications to and obtaining approvals from the relevant regulatory authorities; determining the specific issuance terms, issuance tranches, issuance timing and issuance pricing; and amending, signing and executing all agreements, contracts and related documents arising in connection with the issuances. Such authorisation shall remain valid from the date on which this Proposal is approved by the Shareholders' Meeting through the date falling 24 months after approval by the NFRA. The Board of Directors shall also be authorised, and the Board of Directors may further authorise the Bank's President, during the life of the instruments and in accordance with the rules promulgated and approval requirements imposed by the relevant regulatory authorities, to determine and handle all matters relating to interest payments, redemption, write-down and other relevant matters.

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