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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)*  
**(Stock Code: 3988 and 4619 (Preference Shares))**

## **NOTICE OF THE 2024 THIRD EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2024 Third 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 Friday, 20 December 2024 (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 4 December 2024 (the “**Circular**”) of which this notice forms part.

### **ORDINARY RESOLUTIONS**

1. To consider and approve the 2023 Remuneration Distribution Plan for the Chairman of the Board of Directors and Executive Directors
2. To consider and approve the 2023 Remuneration Distribution Plan for Chairwoman of the Board of Supervisors
3. To consider and approve the Interim Profit Distribution Plan for 2024
4. To consider and approve the Election of Mr. Zhang Hui as Executive Director of the Bank
5. To consider and approve the Re-election of Mr. Huang Binghua as Non-executive Director of the Bank
6. To consider and approve the Re-election of Mr. Jean-Louis Ekra as Independent Non-executive Director of the Bank
7. To consider and approve the Election of Ms. Zhang Ran as Independent Non-executive Director of the Bank

8. To consider and approve the Election of Mr. Li Zimin as Non-executive Director of Bank of China Limited

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

Beijing, China  
4 December 2024

*As at the date of this notice, the Directors of the Bank are: Ge Haijiao, Lin Jingzhen, Zhang Yong\*, Zhang Jiangang\*, Huang Binghua\*, Liu Hui\*, Shi Yongyan\*, Lou Xiaohui\*, Martin Cheung Kong Liao#, Chui Sai Peng Jose#, Jean-Louis Ekra#, Giovanni Tria# and Liu Xiaole#.*

\* *Non-executive Directors*

# *Independent Non-executive Directors*

Notes:

1. Details of the above resolutions are set out in Appendix to the Circular.
2. **The Board of Directors has recommended an interim dividend on ordinary shares of RMB0.1208 every ordinary share (before tax) for the six-month period ended 30 June 2024 and, if such proposed dividend distribution set out in Resolution No. 3 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 Wednesday, 22 January 2025.**

**In accordance with Chinese tax laws and regulations, the dividends and bonuses received by overseas resident individual shareholders from stocks issued by domestic non-foreign investment enterprises in Hong Kong are subject to the payment of individual income tax, which shall be withheld by the withholding agents. However, overseas resident individual shareholders of stocks issued by domestic non-foreign investment enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries in which they are residents and China, or to the tax arrangements between the Chinese mainland and Hong Kong and Macau. Accordingly, the Bank generally withholds 10% of the dividends to be distributed to the individual H-Share Holders as individual income tax unless otherwise specified by the relevant tax laws, regulations and agreements.**

**In accordance with the provisions of the *Notice on Issues concerning Withholding the Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to H-share Holders who are Overseas Non-resident Enterprises* (Guoshuihan [2008] No. 897) published by the State Administration of Taxation of PRC, when Chinese resident enterprises distribute annual dividends for 2008 onwards to H-share holders who are overseas non-resident enterprises, the enterprise income tax shall be withheld at a uniform rate of 10%.**

**In accordance with the current practice of the Inland Revenue Department of Hong Kong, no tax is payable in Hong Kong in respect of dividends on H Shares paid by the Bank.**

**The tax and tax relief of Shanghai-Hong Kong Stock Connect shall comply with the *Notice on the Relevant Taxation Policy regarding the Pilot Programme that Links the Stock Markets in Shanghai and Hong Kong* issued jointly by the Ministry of Finance of the PRC, the State Administration of Taxation of the PRC and the China Securities Regulatory Commission.**

**The H-Share register of shareholders of the Bank will be closed from Wednesday, 15 January 2025 to Wednesday, 22 January 2025 (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, not later than 4:30 p.m. on Tuesday, 14 January 2025. The ex-dividend date of the Bank's Shares will be on Monday, 13 January 2025.**
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](http://www.boc.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://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 Wednesday, 18 December 2024 to Friday, 20 December 2024 (both days inclusive), during which no transfer of H Shares will be registered. 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 Tuesday, 17 December 2024.**
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 Wednesday, 18 December 2024. The address of the Bank's Board Office is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, PRC (Telephone: (8610) 6659 3455, Fax: (8610) 6659 4579, E-mail: [ir@bankofchina.com](mailto: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.