
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.



2025 THIRD EXTRAORDINARY GENERAL MEETING

A notice convening the 2025 Third 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 Thursday, 16 October 2025 (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, 13 October 2025.

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.

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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”	<i>Articles of Association of the Bank</i> (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 2025 Third 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 Thursday, 16 October 2025 (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 <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> (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. 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

* *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 Thursday, 16 October 2025 (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 Application for Special Outbound Donation Limit and (2) The Election of Mr. Cai Zhao as Executive Director of the Bank.

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.

LETTER FROM THE BOARD

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, 13 October 2025.

The Bank's Board Office is located at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, the PRC (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

25 September 2025

NOTICE OF THE EGM



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 2025 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 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 Thursday, 16 October 2025 (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 25 September 2025 (the “Circular”) of which this notice forms part.

ORDINARY RESOLUTIONS

1. The Application for Special Outbound Donation Limit
2. The Election of Mr. Cai Zhao as Executive Director of the Bank

The Board of Directors of Bank of China Limited

Beijing, PRC
25 September 2025

As at the date of this notice, the Directors of the Bank are: Ge Haijiao, Zhang Hui, Liu Jin, Zhang Yong, Huang Binghua*, Liu Hui*, Shi Yongyan*, Lou Xiaohui*, Li Zimin*, Jean-Louis Ekra#, Giovanni Tria#, Liu Xiaolei#, Zhang Ran# and Ko Margaret#.*

* *Non-executive Directors*

Independent Non-executive Directors

NOTICE OF THE EGM

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 Tuesday, 14 October 2025 to Thursday, 16 October 2025 (both days inclusive), during which no transfer of H Shares will be registered. The record date is 16 October 2025. 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, 13 October 2025.**
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 **Monday, 13 October 2025**. 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 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 APPLICATION FOR SPECIAL OUTBOUND DONATION LIMIT

For proactive fulfilment of social responsibilities and establishment of a positive corporate image, the Shareholders' meeting is hereby requested to:

- (1) approve the addition of a special outbound donation limit of RMB9 million for targeted support projects to the outbound donation limits already authorised to the Board of Directors by the Shareholders' Meeting, authorise the Board of Directors to approve and handle the specific issues in relation to donation, and approve the Board of Directors' delegation of the authority to approve and handle the specific issues in relation to donation to the Senior Management.
- (2) approve the addition of a special outbound donation limit of RMB35.56 million for institutions in Hong Kong to the outbound donation limits already authorised to the Board of Directors by the Shareholders' Meeting, authorise the Board of Directors to approve and handle the specific issues in relation to donation, and approve the Board of Directors' delegation of the authority to approve and handle the specific issues in relation to donation to the Senior Management. The limit includes RMB11.25 million for the BOCHK Science and Technology Innovation Prize Project, RMB15.3 million for the "Ancient Egypt Unveiled" Project, RMB4.78 million for the "Deepening University Cooperation to Strengthen Education in China" Series Cooperation Project, and RMB4.23 million for the Youth Patriotic Education Project of Love for the Motherland and Hong Kong.

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

2. THE ELECTION OF MR. CAI ZHAO AS EXECUTIVE DIRECTOR OF THE BANK

Upon deliberation and approval, the Board of Directors of the Bank hereby proposes to the Shareholders' Meeting to elect Mr. CAI Zhao as Executive Director of the Bank. The term of office of Mr. CAI Zhao will be three years from the date of approval of his qualifications by the National Financial Regulatory Administration (NFRA).

The biographic details of Mr. CAI Zhao are as follows:

Mr. CAI Zhao joined the Bank in 2023, and has concurrently served as Executive Vice President of the Bank since September 2023, and Non-executive Director of the Board of Directors of BOC Hong Kong (Holdings) Limited and Bank of China (Hong Kong) Limited since August 2025. Prior to that, Mr. CAI had worked in Agricultural Bank of China ("ABC") for many years. He served as Chief Information Officer of ABC from June 2023 to July 2023, General Manager of Technology and Product Management Bureau of the Head Office of ABC from December 2019 to July 2023, General Manager of the Research & Development Centre of the Head Office of ABC from October 2018 to March 2020, and General Manager of the Software Research and Development Centre of the Head Office of ABC from September 2015 to October 2018. Before that, he served as Deputy General Manager of the Software Research and Development Centre of the Head Office of ABC. Mr. CAI graduated from Shaanxi Institute of Finance and Economics (now Xi'an Jiaotong University) and obtained a Bachelor's Degree of Economics in 1995. He graduated from Sichuan University and obtained a Master's Degree of Engineering in 2003. He holds the qualification of Senior Engineer.

Save as disclosed above, Mr. CAI Zhao has neither held any position in the Bank nor in any of the Bank's subsidiaries.

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 is determined in accordance with relevant national policies, and the Nomination and Remuneration Committee of the Bank is responsible for reviewing the annual remuneration distribution plan and proposing suggestions to the Board of Directors for deliberation and approval at the Shareholders' Meeting.

As far as the directors of the Bank are aware and save as disclosed above, Mr. CAI Zhao 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. CAI Zhao 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 appointment of Mr. CAI Zhao 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. CAI Zhao has not been penalized by the China Securities Regulatory Commission (CSRC) or other relevant departments or stock exchanges.