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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)

## **SUPPLEMENTAL NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING**

The Bank published the *Notice of the 2019 Second Extraordinary General Meeting* (the "**Original Notice**") and the *Circular of the 2019 Second Extraordinary General Meeting* on 3 November 2019.

The meeting of the Board of Directors held by the Bank on 13 December 2019 considered and approved the nomination of Mr. Wang Jiang as candidate for Executive Director of the Bank.

Based on the relevant requirements of the *Articles of Association* of the Bank, any shareholders who hold, individually or in aggregate, 3% or more voting shares of the Bank shall have the right to propose and submit in writing to the Board of Directors interim proposals 10 days prior to the convening of shareholders' meeting. As commissioned by the Bank, Central Huijin Investment Ltd., which individually holds approximately 64.02% of the total shares with voting rights of the Bank, proposed and submitted the *Proposal on the Election of Mr. Wang Jiang as Executive Director of Bank of China Limited* to the Board of Directors of the Bank in writing on 13 December 2019. It is hereby announced that, in accordance with the relevant laws and regulations including *Rules Governing Shareholders' Meeting of Listed Companies* issued by China Securities Regulatory Committee and the requirements of the *Articles of Association* of the Bank, the Board of Directors of the Bank has included the above proposal in the agenda of the 2019 Second Extraordinary General Meeting of the Bank.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Bank, which is originally scheduled to be held at 9:30 a.m. on Thursday, 19 December 2019 is rescheduled to 9:30 a.m. (registration will begin at 8:30 a.m.) on Tuesday, 31 December 2019 at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Beijing, China.** Apart from the resolutions contained in the Original Notice, the following resolution as ordinary resolution in addition will also be considered and approved at the same meeting:

### **ORDINARY RESOLUTION**

7. To consider and approve the Election of Mr. Wang Jiang as Executive Director of Bank of China Limited

Except as stated in this Supplemental Notice, this Supplemental Notice does not affect the other proposals contained in the Original Notice or any information contained in the circular from the Bank to the shareholders dated 3 November 2019.

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

Beijing, PRC  
13 December 2019

*As at the date of this announcement, the directors of the Bank are: Liu Liange, Wu Fulin, Lin Jingzhen, Zhao Jie\*, Xiao Lihong\*, Wang Xiaoya\*, Liao Qiang\*, Zhang Jiangang\*, Wang Changyun#, Angela Chao#, Jiang Guohua# and Martin Cheung Kong Liao#.*

\* *Non-executive Directors*

# *Independent Non-executive Directors*

*Notes:*

1. Shareholders may view and download this Supplemental Notice of the 2019 Second Extraordinary General Meeting at the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and at the website of the Bank ([www.boc.cn](http://www.boc.cn)). For details of the *Proposal on the Election of Mr. Wang Jiang as Executive Director of Bank of China Limited*, please refer to Appendix of this Supplemental Notice.
2. The Bank has on this date issued to shareholders a supplemental proxy form in respect of the above ordinary resolution. If you intend to appoint a proxy to attend the 2019 Second Extraordinary General Meeting, the enclosed supplemental proxy form must be completed in accordance with the instructions printed thereon and deposited at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at least 24 hours before the time stipulated for convening the 2019 Second Extraordinary General Meeting or any adjourned meeting thereof in order for the appointment to be valid. 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). If you have already validly appointed a proxy to act for you at the 2019 Second Extraordinary General Meeting but have not completed and returned the supplemental proxy form, your proxy will have the right to vote on the ordinary resolution as stated in this Supplemental Notice of the 2019 Second Extraordinary General Meeting at his/her discretion. Completion and return of the supplemental proxy form will not preclude you from attending and voting at the 2019 Second Extraordinary General Meeting.

The originally scheduled lodge time of the proxy form published by the Bank on 3 November 2019, together with the power of attorney or other authority (if any) for H-Share Holders, to Computershare Hong Kong Investor Services Limited, the office of the H Share Registrar of the Bank in Hong Kong, not less than 24 hours before the time appointed for holding the 2019 Second Extraordinary General Meeting (i.e. not later than 9:30 a.m. on Wednesday, 18 December 2019), is also postponed to not later than 9:30 a.m. on Monday, 30 December 2019.

3. **The closure of H-Share register of shareholders of the Bank originally lasts, for the purpose of determining shareholders' entitlement to attend the 2019 Second Extraordinary General Meeting, from Tuesday, 19 November 2019 to Thursday, 19 December 2019 (both days inclusive), during which period no transfer of shares will be registered. Due to postponement of the 2019 Second Extraordinary General Meeting, the last date for closure of the H-Share register of shareholders of the Bank will be extended from Thursday, 19 December 2019 to Tuesday, 31 December 2019 (the last day inclusive). H-Share Holders who are registered with Computershare Hong Kong Investor Services at the close of business on Monday, 18 November 2019 are entitled to attend the 2019 Second Extraordinary General Meeting.**
4. The reply slip of the 2019 Second Extraordinary General Meeting published by the Bank on 3 November 2019 will remain unchanged and valid for the postponed 2019 Second Extraordinary General Meeting. For the avoidance of doubt, any reply slip duly completed and returned in accordance with the instructions printed thereon by the shareholders remains valid for the postponed 2019 Second Extraordinary General Meeting and the relevant shareholders are not required to submit the reply slips again.
5. Apart from the proposed new ordinary resolution and relevant amendments to the arrangement of the 2019 Second Extraordinary General Meeting set out above, all matters in connection with the 2019 Second Extraordinary General Meeting remain the same. For details in connection with the other resolutions to be put forward at the 2019 Second Extraordinary General Meeting and other related matters, please refer to the Original Notice and circular dated 3 November 2019, this Supplemental Notice and the *Postponement of the 2019 Second Extraordinary General Meeting And Extension of Closure of Register of Shareholders* announcement dated 13 December 2019, which may be viewed at the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and at the website of the Bank ([www.boc.cn](http://www.boc.cn)).
6. Pursuant to the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited*, the resolution set out in this Supplemental Notice of the 2019 Second Extraordinary General Meeting will be voted on by poll. Results of the poll voting will be published on the Bank's website ([www.boc.cn](http://www.boc.cn)) and the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) after the 2019 Second Extraordinary General Meeting.

## **Appendix**

### **Proposal on the Election of Mr. Wang Jiang as Executive Director of Bank of China Limited**

To all Shareholders,

As commissioned by Bank of China, it is hereby proposed that Mr. Wang Jiang be elected to be appointed as Executive Director of Bank of China Limited. Term of office of Mr. Wang Jiang as Director will be three years which will commence from the date of approval of his qualification by China Banking and Insurance Regulatory Commission and end on the date of the Annual General Meeting of Bank of China to be held in 2022.

The biographic details of Mr. Wang Jiang are as follows:

Mr. Wang Jiang was born in 1963, and joined Bank of China in 2019. He served as vice-governor of Jiangsu Province from July 2017 to November 2019. Mr. Wang served as Executive Vice President of the Bank of Communications from August 2015 to July 2017. Mr. Wang worked in China Construction Bank (CCB) for many years, and successively served as Deputy General Manager of Shandong Branch of CCB, General Manager of Hubei Branch of CCB, and General Manager of Shanghai Branch of CCB. Mr. Wang graduated from Shandong Economics College in 1984, and he obtained his doctoral degree in Economics from Xiamen University in 1999. He holds the title of Researcher.

Executive Directors of Bank of China do not receive director's remuneration, nor do they receive director's remuneration from Bank of China's subsidiaries, but receive corresponding remuneration in accordance with their positions in Bank of China, including salaries, bonuses, employer's contribution to compulsory insurances and housing allowances. The remuneration of Executive Directors is determined with reference to the relevant government regulations. The Personnel and Remuneration Committee of the Board of Directors of Bank of China is responsible for determining the annual remuneration scheme which will be recommended to the Board of Directors of Bank of China and submitted for approval by the Shareholders' Meeting of Bank of China.

As far as the Directors of Bank of China are aware and save as disclosed above, Mr. Wang Jiang does not hold any directorship in other public companies the securities of which are listed on any securities market in Chinese mainland, Hong Kong (China) or overseas in the last three years, nor does he have any other relationship with any director, senior management or substantial or controlling shareholder of Bank of China, nor does he hold other positions in Bank of China or any of its subsidiaries. As of the date of this proposal, Mr. Wang Jiang does not have any interests in the shares of Bank of China or its associated companies within the meaning of Part XV of the *Securities and Futures Ordinance* of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Wang Jiang 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 Bank of China. Mr. Wang Jiang has not been penalized by China Securities Regulatory Commission or other relevant departments or stock exchanges.

It is hereby submitted to the Shareholders' Meeting for review and approval.

Proposed by Central Huijin Investment Ltd.