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*This announcement and the listing documents attached hereto have been published for information purposes only as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and do not constitute an invitation or offer to acquire, purchase or subscribe for securities. Neither this announcement nor anything referred to herein (including the listing documents attached hereto) forms the basis for any contract or commitment whatsoever. For the avoidance of doubt, the publication of this announcement and the listing documents attached hereto shall not be deemed to be an offer of securities made pursuant to a prospectus issued by or on behalf of the Issuer (as defined below) for the purposes of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) nor shall it constitute an advertisement, invitation or document containing an invitation to the public to enter into or offer to enter into an agreement to acquire, dispose of, subscribe for or underwrite securities for the purposes of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

*Any Notes (as defined below) that may be issued under the Programme (as defined below) will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) and subject to certain exceptions, may not be offered or sold to non U.S. persons within the United States. This announcement is not for distribution, directly or indirectly, in or into the United States.*

*Notice to Hong Kong investors: The Issuer confirms that the Notes are intended for purchase by Professional Investors (as defined in Chapter 37 of the Listing Rules) only and are listed on The Stock Exchange of Hong Kong Limited on that basis. Accordingly, the Issuer confirms that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.*

## **PUBLICATION OF OFFERING CIRCULAR AND PRICING SUPPLEMENT**

**Bank of China Limited, acting through its Sydney Branch  
(the “Issuer”)  
CNH2,500,000,000 2.95 per cent. Notes due 2025 (Stock Code: 84405)  
(the “Notes”)  
under the U.S.\$40,000,000,000 Medium Term Note Programme  
(the “Programme”)  
Established by Bank of China Limited**



**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)  
(the “Bank”)*

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

*Joint Global Coordinators, Joint Lead Managers and Joint Bookrunners*

<b>Bank of China</b>	<b>Bank of China (Hong Kong)</b>	<b>BOC International</b>	<b>Agricultural Bank of China Limited Hong Kong Branch</b>	<b>ANZ</b>
<b>Bank of Communications</b>	<b>China CITIC Bank International</b>	<b>China Construction Bank (Asia)</b>	<b>China Minsheng Banking Corp., Ltd., Hong Kong Branch</b>	<b>Citigroup</b>
<b>CBA</b>	<b>Crédit Agricole CIB</b>	<b>DBS Bank Ltd.</b>	<b>HSBC</b>	<b>ICBC (Asia)</b>
<b>Mizuho Securities</b>	<b>Standard Chartered Bank</b>			

This announcement is issued pursuant to Rule 37.39A of the Listing Rules.

Reference is made to the notice of listing of the Notes on The Stock Exchange of Hong Kong Limited dated 3 August 2022 published by the Issuer.

The Offering Circular dated 13 April 2022 in relation to the Programme and the Pricing Supplement dated 27 July 2022 in relation to the Notes are appended to this announcement.

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

Beijing, PRC  
4 August 2022

*As at the date of this announcement, the directors of the Bank are: Liu Liange, Liu Jin, Wang Wei, Lin Jingzhen, Xiao Lihong\*, Wang Xiaoya\*, Zhang Jiangang\*, Chen Jianbo\*, Huang Binghua#, Jiang Guohua#, Martin Cheung Kong Liao#, Chen Chunhua#, Chui Sai Peng Jose# and Jean-Louis Ekra#.*

\* *Non-executive Directors*

# *Independent Non-executive Directors*

**Appendix 1**  
**Offering Circular dated 13 April 2022**

## IMPORTANT NOTICE

**THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE EITHER (1) QUALIFIED INSTITUTIONAL BUYERS (“QIBs”) UNDER RULE 144A UNDER THE SECURITIES ACT (AS DEFINED BELOW) (“RULE 144A”) OR (2) NON-U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT (AS DEFINED BELOW) (“REGULATION S”)) PURCHASING THE SECURITIES OUTSIDE THE UNITED STATES IN AN OFFSHORE TRANSACTION IN RELIANCE ON REGULATION S.**

**IMPORTANT:** You must read the following before continuing. The following applies to the offering circular following this page (the “**Offering Circular**”), and you are therefore advised to read this carefully before reading, accessing or making any other use of the Offering Circular. In accessing the Offering Circular, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DO SO. THE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND SECURITIES IN BEARER FORM ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. THE SECURITIES MAY NOT BE OFFERED, SOLD OR (IN THE CASE OF NOTES IN BEARER FORM) DELIVERED WITHIN THE UNITED STATES, OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S) EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

THIS OFFERING CIRCULAR MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT, IN WHOLE OR IN PART, IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. ANY INVESTMENT DECISION SHOULD BE MADE ON THE BASIS OF THE FINAL TERMS AND CONDITIONS OF THE SECURITIES AND THE INFORMATION CONTAINED IN THE OFFERING CIRCULAR (AS AMENDED AND RESTATED) THAT WILL BE DISTRIBUTED TO YOU PRIOR TO THE PRICING DATE AND NOT ON THE BASIS OF THE ATTACHED DOCUMENTS. IF YOU HAVE GAINED ACCESS TO THIS TRANSMISSION CONTRARY TO ANY OF THE FOREGOING RESTRICTIONS, YOU ARE NOT AUTHORISED AND WILL NOT BE ABLE TO PURCHASE ANY OF THE SECURITIES DESCRIBED THEREIN.

**Confirmation of your Representation:** In order to be eligible to view the following Offering Circular or make an investment decision with respect to the securities, investors must be either (I) QIBs (within the meaning of Rule 144A) or (II) non-U.S. persons eligible to purchase the securities outside the United States in an offshore transaction in reliance on Regulation S. By accepting this e-mail and accessing the following Offering Circular, you shall be deemed to have represented to us that (1) you and any customers you represent are either (a) QIBs or (b) non-U.S. persons eligible to purchase the securities outside the United States in an offshore transaction in reliance on Regulation S and that the electronic e-mail address that you gave us and to which this e-mail has been delivered is not located in the United States and (2) that you consent to the delivery of such Offering Circular by electronic transmission.

You are reminded that the Offering Circular has been delivered to you on the basis that you are a person into whose possession the Offering Circular may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver the Offering Circular to any other person.

The materials relating to the offering of securities to which the Offering Circular relates do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and the underwriters or any affiliate of the underwriters is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the underwriters or such affiliate on behalf of the relevant Issuer (as defined in the Offering Circular) in such jurisdiction.

The Offering Circular has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Relevant Obligor(s) (as defined in the Offering Circular), Bank of China Limited and Bank of China (Hong Kong) Limited (together, the “**Arrangers**”), any person who controls any Arranger or Dealer (as defined in the Offering Circular), any director, officer, employee or agent of the Relevant Obligor(s) or any Arranger or Dealer, or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Offering Circular distributed to you in electronic format and the hard copy version available to you on request from the Arrangers or the Dealers.

You should not reply by e-mail to this notice, and you may not purchase any securities by doing so. Any reply email communications, including those you generate by using the “Reply” function on your e-mail software, will be ignored or rejected. You are responsible for protecting against viruses and other destructive items. Your use of this e-mail is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

# BANK OF CHINA LIMITED

(a joint stock company incorporated in the People's Republic of China with limited liability)



## BANK OF CHINA

### U.S.\$40,000,000,000 Medium Term Note Programme

Under the U.S.\$40,000,000,000 Medium Term Note Programme described in this offering circular (the "Offering Circular") (the "Programme"), Bank of China Limited (the "Bank") or such branch of the Bank (including Bank of China Limited, Hong Kong Branch) (each a "Branch Issuer") or such subsidiary of the Bank (each a "Subsidiary Issuer"), as specified in the applicable Pricing Supplement (as defined below) (each an "Issuer"), subject to compliance with all relevant laws, regulations and directives, may from time to time issue medium term notes (the "Notes"). Notes issued by a Subsidiary Issuer may be unconditionally and irrevocably guaranteed ("Guarantee of the Notes") by a branch of the Bank outside the PRC (each an "Overseas Branch" and a "Guarantor") as specified in the relevant Pricing Supplement (the "Guaranteed Notes"). References herein to the "Relevant Obligors" are to the relevant Issuer, and, in the case of any Guaranteed Notes, each of the relevant Issuer and the relevant Guarantor.

Notes may be issued in bearer or registered form. The aggregate nominal amount of Notes outstanding will not at any time exceed U.S.\$40,000,000,000 (or its equivalent in other currencies, subject to any duly authorised increase). Notes may be issued on a continuing basis to one or more of the dealers specified under "Summary of the Programme" or any additional dealer appointed under the Programme from time to time by an Issuer (each a "Dealer" and together the "Dealers"), which appointment may be for a specific issue or on an ongoing basis. References in this Offering Circular to the "relevant Dealer" shall, in the case of an issue of Notes being (or intended to be) subscribed for by more than one Dealer, be to all Dealers agreeing to subscribe for such Notes.

Non-Guaranteed Notes are constituted by, are subject to, and have the benefit of, an amended and restated trust deed dated 13 April 2022 (as further amended or supplemented from time to time, the "Non-Guaranteed Notes Principal Trust Deed") between the Bank (on behalf of itself and each Branch Issuer) and The Bank of New York Mellon, London Branch as trustee (the "Trustee") and are the subject of an amended and restated issue and paying agency agreement dated 3 April 2018 (as further amended or supplemented from time to time, the "Non-Guaranteed Notes Principal Agency Agreement") between the Bank (on behalf of itself and each Branch Issuer), the Trustee and the agents named therein. In order for a Subsidiary Issuer to issue Non-Guaranteed Notes, such Subsidiary Issuer shall, in respect of such Non-Guaranteed Notes, (A) accede to the Non-Guaranteed Notes Principal Trust Deed by executing an accession agreement dated 3 April 2018 (as further amended or supplemented from time to time together with the Non-Guaranteed Notes Principal Trust Deed) between such Subsidiary Issuer and the Trustee or supplement the Non-Guaranteed Notes Principal Trust Deed by executing a supplemental trust deed between such Subsidiary Issuer, the Bank and the Trustee, in each case, dated on or before the relevant issue date (as amended or supplemented from time to time together with the Non-Guaranteed Notes Principal Trust Deed) and (B) accede to the Non-Guaranteed Notes Principal Agency Agreement by executing an accession agreement between such Subsidiary Issuer, the Trustee and the agents named therein or supplement the Non-Guaranteed Notes Principal Agency Agreement by executing a supplemental agency agreement between such Subsidiary Issuer, the Bank and the Trustee and the agents named therein, in each case, dated on or before the relevant issue date (as amended or supplemented from time to time together with the Non-Guaranteed Notes Principal Agency Agreement, the "Non-Guaranteed Notes Principal Agency Agreement").

Guaranteed Notes are constituted by, are subject to, and have the benefit of, an amended and restated trust deed dated 13 April 2022 (as further amended or supplemented from time to time, the "Guaranteed Notes Principal Trust Deed") between the Bank (on behalf of itself as Issuer and each Overseas Branch as Guarantor) and the Trustee and are the subject of an amended and restated issue and paying agency agreement dated 3 April 2018 (as further amended or supplemented from time to time, the "Guaranteed Notes Principal Agency Agreement") between the Bank (on behalf of itself as Issuer and each Overseas Branch as Guarantor), the Trustee and the agents named therein. In order for a Subsidiary Issuer to issue Guaranteed Notes, such Subsidiary Issuer shall, in respect of such Guaranteed Notes, (A) accede to the Guaranteed Notes Principal Trust Deed by executing an accession deed between such Subsidiary Issuer and the Trustee or supplement the Guaranteed Notes Principal Trust Deed by executing a supplemental trust deed between such Subsidiary Issuer, the Bank and the Trustee, in each case, dated on or before the relevant issue date (as amended or supplemented from time to time together with the Guaranteed Notes Principal Trust Deed) and (B) accede to the Guaranteed Notes Principal Agency Agreement by executing an accession agreement between such Subsidiary Issuer, the Trustee and the agents named therein or supplement the Guaranteed Notes Principal Agency Agreement by executing a supplemental agency agreement between such Subsidiary Issuer, the Bank and the Trustee and the agents named therein, in each case, dated on or before the relevant issue date (as amended or supplemented from time to time together with the Guaranteed Notes Principal Agency Agreement, the "Guaranteed Notes Principal Agency Agreement"). The relevant Guarantor must execute a deed of guarantee to be dated on or before the relevant issue date (as amended or supplemented from time to time, a "Deed of Guarantee"). Notes issued by the Bank may be constituted by, are subject to, and have the benefit of either the Non-Guaranteed Notes Principal Trust Deed or the Guaranteed Notes Principal Trust Deed as specified in the relevant Pricing Supplement, and are the subject of the Non-Guaranteed Notes Principal Agency Agreement (in case of Notes constituted by the Non-Guaranteed Notes Principal Trust Deed) or the Guaranteed Notes Principal Agency Agreement (in case of Notes constituted by the Guaranteed Notes Principal Trust Deed).

Without prejudice to the foregoing, if the relevant Pricing Supplement specifies that an alternative trustee shall be appointed for a relevant Tranche of Notes, such Tranche of Notes shall be constituted by a deed (as further amended or supplemented from time to time, the "Alternative Trust Deed") between the relevant Issuer (and in the case of Notes issued by a Branch Issuer or a Subsidiary Issuer, the Bank) and the specified alternative trustee (the "Alternative Trustee") incorporating the Non-Guaranteed Notes Principal Trust Deed or the Guaranteed Notes Principal Trust Deed, as the case may be. The Alternative Trustee shall be the Trustee for the purposes of the Conditions applicable to such Tranche of Notes. Neither the Non-Guaranteed Notes Principal Agency Agreement nor the Guaranteed Notes Principal Agency Agreement shall apply to such Tranche of Notes and such alternative arrangement (the "Alternative Agency Agreement") as specified in such Pricing Supplement shall apply.

Where applicable for a relevant Tranche of Notes, the Notes will be issued within the relevant annual or otherwise general foreign debt issuance quota granted to the Bank or registration will be completed by the Bank pursuant to the Circular on Promoting the Reform of the Administrative System on the Issuance by Enterprises of Foreign Debt Filings and Registrations (國家發展改革委關於推進企業發行外國債券登記制管理改革的通知(發改外資[2015]2044號)) issued by the NDRC which came into effect on 14 September 2015 and the applicable implementation rules or policies thereof as issued by the NDRC from time to time (the "NDRC Circular"). After the issuance of such relevant Tranche of Notes, the Bank intends to provide the requisite information on the issuance of such Notes to the NDRC within the time period as required by the NDRC.

Application has been made to The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") for the listing of the Programme by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) ("Professional Investors") only on the Hong Kong Stock Exchange during the 12-month period after the date of this Offering Circular. This Offering Circular is for distribution to Professional Investors only.

The Hong Kong Stock Exchange has not reviewed the contents of this Offering Circular, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this Offering Circular to Professional Investors only have been reproduced in this Offering Circular. Listing of the Programme and the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes, the Relevant Obligors or the Group or quality of disclosure in this Offering Circular. Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this Offering 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 Offering Circular.

**Notice to Hong Kong investors:** The Relevant Obligor(s) confirm that the Notes are intended for purchase by Professional Investors only and will be listed on the Hong Kong Stock Exchange on that basis. Accordingly, the Relevant Obligor(s) confirm that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

Notice of the aggregate nominal amount of Notes, interest (if any) payable in respect of Notes, the issue price of Notes and any other terms and conditions not contained herein which are applicable to each Series (as defined under "Terms and Conditions of the Notes" and each term therein, a "Condition") of Notes will be set out in a pricing supplement (the "Pricing Supplement") which, with respect to Notes to be listed on the Hong Kong Stock Exchange, will be delivered to the Hong Kong Stock Exchange, on or before the date of issue of the Notes of such Series. This Offering Circular may not be used to consummate sales of Notes, unless accompanied by a Pricing Supplement. The relevant Pricing Supplement in respect of the issue of any Notes will specify whether or not such Notes will be listed on the Hong Kong Stock Exchange or any other stock exchange.

Each Series of Notes in bearer form ("Bearer Notes") will be represented on issue by a temporary global note (each a "Temporary Global Note"), and will be sold in an "offshore transaction" within the meaning of Regulation S ("Regulation S") under the United States Securities Act of 1933, amended by the "HKMA Securities Act"). Interest in Temporary Global Notes will generally be exchangeable in permanent global notes (each a "Permanent Global Note" and, together with the Temporary Global Notes, the "Global Notes"), or if so stated in the relevant Pricing Supplement, definitive Notes ("Definitive Notes"), after the date falling 40 days after the later of the commencement of the offering and the relevant issue date of such Series, upon certification as to non-U.S. beneficial ownership. Interests in Permanent Global Notes will be exchangeable for Definitive Notes in whole but not in part as described under "Summary of Provisions Relating to the Notes while in Global Form".

The Notes of each Series to be issued in registered form ("Registered Notes") and which are sold in an "offshore transaction" within the meaning of Regulation S ("Unrestricted Notes") will initially be represented by a permanent registered global note certificate (each an "Unrestricted Global Note Certificate") without interest coupons, which may be deposited on the relevant issue date (a) in the case of a Series intended to be cleared through Euroclear Bank S.A./N.V. ("Euroclear") and/or Clearstream Banking S.A. ("Clearstream"), with a common depository on behalf of Euroclear and Clearstream, (b) in the case of a Series intended to be cleared through the Central Markets Unit Service (the "CMU"), operated by the Hong Kong Monetary Authority (the "HKMA"), with a sub-custodian for the CMU, (c) in the case of a Series intended to be cleared through in permanent global notes (each a "DTC"), registered in the name of Cede & Co. as nominee for DTC and (d) in the case of a Series intended to be cleared through a clearing system other than, or in addition to, Euroclear and/or Clearstream, DTC and/or the CMU, or delivered outside a clearing system, as agreed between the relevant Issuer and the relevant Dealer. Registered Notes which are sold in the United States to "qualified institutional buyers" (each a "QIB") within the meaning of Rule 144A ("Rule 144A") under the Securities Act ("Restricted Notes") will initially be represented by a permanent registered global note certificate (each a "Restricted Global Note Certificate") and, together with the relevant Unrestricted Global Note Certificate, the "Global Note Certificates"), without interest coupons, which may be deposited on the relevant issue date with a custodian (the "DTC Custodian") for, and registered in the name of Cede & Co. as nominee for, DTC or with a common depository on behalf of Euroclear and Clearstream. The provisions governing the exchange of interests in Global Notes for other Global Notes and Definitive Notes are described in "Summary of Provisions Relating to the Notes while in Global Form".

The Notes and the Guarantee of the Notes, if applicable, have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, and the Notes may include Bearer Notes that are subject to U.S. tax law requirements. Accordingly, the Notes are being offered and sold only (i) in the United States to QIBs as defined in Rule 144A and (ii) outside the United States to non-U.S. persons in offshore transactions in accordance with Regulation S. Subject to certain exceptions, the Notes may not be offered, sold, or, in the case of Bearer Notes, delivered within the United States or to, or for the account or benefit of, U.S. persons. Registered Notes are subject to certain restrictions on transfer. Any Series of Notes may be subject to additional selling restrictions. The applicable pricing supplement in respect of such Series of Notes will specify any such restrictions. See "Description and Sale", "Transfer Restrictions" and the applicable Pricing Supplement.

**MIFID II product governance/target market** – The Pricing Supplement in respect of any Notes may include a legend entitled "MIFID II Product Governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, "MIFID II") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MIFID Product Governance rules under EU Delegated Directive 2017/593 (the "MIFID Product Governance Rules"), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MIFID Product Governance Rules.

**UK MIFIR product governance/target market** – The Pricing Supplement in respect of any Notes may include a legend entitled "UK MIFIR Product Governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MIFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MIFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arrangers nor the Dealer nor any of their respective affiliates will be a manufacturer for the purpose of the UK MIFIR Product Governance Rules.

**IMPORTANT – EEA RETAIL INVESTORS** – If the Pricing Supplement in respect of any Notes includes a legend entitled "Prohibition of Sales to EEA Retail Investors", the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MIFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MIFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "Prospectus Regulation"). Consequently no key information document required by the PRIIPs Regulation ("PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**IMPORTANT – UK RETAIL INVESTORS** – If the Pricing Supplement in respect of any Notes includes a legend entitled "Prohibition of Sales to UK Retail Investors", the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "FSMA") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 609/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the "UK Prospectus Regulation"). Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation. **Singapore Securities and Futures Act Product Classification** in connection with Section 309A(1) of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as modified or amended from time to time (the "SFA") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "CMP Regulations 2018"), unless otherwise specified before an offer of Notes, the Relevant Obligor(s) has each determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are "prescribed capital markets products" (as defined in the CMP Regulations 2018) and "Excluded Investment Products" (as defined in MAS Notice SFA 04/2014 on the Sale of Investment Products and MAS Notice FA 04/2016 on Recommendations on Investment Products).

Notes to be issued under the Programme may be Senior Notes or Subordinated Notes. Moody's Investor Service, Inc. ("Moody's"), Fitch Ratings Ltd. ("Fitch") and S&P Global Ratings ("S&P") have assigned a rating of "A1", "A" and "A" to the Programme. Moody's is expected to rate Senior Notes issued under the Programme "A1" and Fitch and S&P are expected to rate Senior Notes issued under the Programme "A". Any rating assigned to Subordinated Notes issued under the Programme by Moody's, Fitch and/or S&P would be issued on a case-by-case basis for each Tranche of Subordinated Notes at drawdown. The rating is only correct as at the date of the Offering Circular. Notes issued under the Programme may be rated or unrated. A rating is not a recommendation to buy, sell or hold securities and is subject to suspension, reduction, revision or withdrawal any time by the assigning rating agency.

Investing in Notes issued under the Programme involves certain risks and may not be suitable for all investors. Investors should have sufficient knowledge and experience in financial and business matters to evaluate the information contained in this Offering Circular and in the applicable Pricing Supplement and the merits and risks of investing in a particular issue of Notes in the context of their financial position and particular circumstances (including the effect or likelihood of a write-off or conversion and the value of Subordinated Notes under the relevant regulations in the PRC). Investors also should have the financial capacity to bear the risks associated with an investment in Notes. Investors should not purchase Notes unless they understand and are able to bear risks associated with the Notes. The principal risk factors that may affect the ability of the Relevant Obligor(s) to fulfill its obligations in respect of the Notes are discussed under "Risk Factors" below. See "Risk Factors" beginning on Page 12.

This Offering Circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Relevant Obligor(s) and the Group. The Relevant Obligor(s) each accepts full responsibility for the accuracy of the information contained in this Offering Circular and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Arranger and Dealer  
Bank of China

The date of this Offering Circular is 13 April 2022

The Bank (as to itself and the Group) and each Subsidiary Issuer (as to itself) having made all reasonable enquiries confirms that to its best knowledge and belief (i) this Offering Circular contains all information with respect to each Subsidiary Issuer and its subsidiaries (the “**Relevant Subsidiary Group**”), the Bank and its subsidiaries taken as a whole (the “**Group**”) and the Notes and the Guarantee of the Notes, as applicable, which is material in the context of the issue and offering of the Notes; (ii) the statements contained herein relating to the Bank, the Group, the Subsidiary Issuer, the Relevant Subsidiary Group and the Notes are in every material respect true and accurate and not misleading and there are no other facts in relation to the Bank, the Group, the Subsidiary Issuer, the Relevant Subsidiary Group or the Notes, the omission of which would, in the context of the issue and offering of the Notes, make any statement in this Offering Circular misleading in any material respect; (iii) the statements of intention, opinion and belief or expectation contained in this Offering Circular with regard to the Bank, the Group, the Subsidiary Issuer and the Relevant Subsidiary Group are honestly and reasonably made or held, have been reached after considering all relevant circumstances; and (iv) all reasonable enquiries have been made by the Bank and each Subsidiary Issuer to ascertain such facts and to verify the accuracy of all such information and statements.

Each Series (as defined herein) of Notes will be issued on the terms set out herein under “*Terms and Conditions of the Notes*” as amended and/or supplemented by the Pricing Supplement specific to such Series. This Offering Circular must be read and construed together with any amendments or supplements hereto and with any information incorporated by reference herein and, in relation to any Series of Notes, must be read and construed together with the relevant Pricing Supplement.

The distribution of this Offering Circular and any Pricing Supplement and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Relevant Obligor(s), the Arrangers and the Dealers to inform themselves about and to observe any such restrictions. None of the Relevant Obligor(s), the Arrangers or the Dealers represents that this Offering Circular or any Pricing Supplement may be lawfully distributed, or that any Notes may be lawfully offered, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assumes any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by any Relevant Obligor, the Arrangers or the Dealers, which would permit a public offering of any Notes or distribution of this Offering Circular or any Pricing Supplement in any jurisdiction where action for such purposes is required. Accordingly, no Notes may be offered or sold, directly or indirectly, and none of this Offering Circular, any Pricing Supplement or any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations.

There are restrictions on the offer and sale of the Notes and the circulation of documents relating thereto, in certain jurisdictions including, but not limited to, the United States of America, the EEA, the UK, the PRC, Hong Kong, Japan and Singapore, and to persons connected therewith.

**The Notes may be offered or sold (i) in the United States only to QIBs in transactions exempt from registration under the Securities Act, in which case each such purchaser must be able to make, and will be deemed to have made, certain acknowledgments, representations, warranties and agreements as set forth in this Offering Circular in respect of such Series of Notes, and/or (ii) outside the United States, to non-U.S. persons in offshore transactions in reliance on Regulation S. Any Series of Notes may be subject to additional selling restrictions. Any additional restrictions on the sale or transfer of any Series of Notes will be specified in the applicable Pricing Supplement for such Notes.**

**If Notes are being offered or sold to U.S. persons or in the United States, prospective investors are hereby notified that sellers of such Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. The Arrangers and Dealers, through their respective selling agents, may arrange for the offer and resale of such Notes to U.S. persons or persons in the United States who are QIBs in reliance on Rule 144A or pursuant to another exemption from the registration requirements of the Securities Act. For a description of certain restrictions on offers, sales and transfers of Notes and on the distribution of this Offering Circular, see “*Subscription and Sale*”.**

The Notes have not been approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor has any of the foregoing authorities passed upon or endorsed the merits of the offering of Notes or the accuracy or the adequacy of this Offering Circular. Any representation to the contrary is a criminal offence in the United States.

This Offering Circular is being submitted on a confidential basis in the United States to a limited number of QIBs for informational use solely in connection with the consideration of the purchase of the Notes being offered hereby. Its use for any other purpose in the United States is not authorised. It may not be copied or reproduced in whole or in part nor may it be distributed or any of its contents disclosed to anyone other than the prospective investors to whom it is originally submitted. **MiFID II product governance/target market** – The Pricing Supplement in respect of any Notes may include a legend entitled “*MiFID II Product Governance*” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, “**MiFID II**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance Rules under EU Delegated Directive 2017/593 (the “**MiFID Product Governance Rules**”), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules.

**UK MiFIR product governance/target market** – The Pricing Supplement in respect of any Notes may include a legend entitled “*UK MiFIR Product Governance*” which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arrangers nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

**IMPORTANT – EEA RETAIL INVESTORS** – If the Pricing Supplement in respect of any Notes includes a legend entitled “*Prohibition of Sales to EEA Retail Investors*”, the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**IMPORTANT – UK RETAIL INVESTORS** – If the Pricing Supplement in respect of any Notes includes a legend entitled “*Prohibition of Sales to UK Retail Investors*”, the Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**EUWA**”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK Prospectus Regulation**”). Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**Singapore Securities and Futures Act Product Classification:** In connection with Section 309B of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as modified or amended from time to time (the “SFA”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), unless otherwise specified before an offer of Notes, the Relevant Obligor(s) has each determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are “prescribed capital markets products” (as defined in the CMP Regulations 2018) and “Excluded Investment Products” (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

This Offering Circular is to be read in conjunction with all documents, which are deemed to be incorporated herein by reference (see “*Information Incorporated by Reference*”). This Offering Circular shall be read and construed on the basis that such documents are incorporated and form part of this Offering Circular.

Listing of the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the merits of the Bank, the Branch Issuer, the Subsidiary Issuer, the Group, the Relevant Subsidiary Group or the Notes. In making an investment decision, investors must rely on their own examination of the Bank, the Branch Issuer, the Subsidiary Issuer, the Group, the Relevant Subsidiary Group and the terms of the offering, including the merits and risks involved. See “*Risk Factors*” for a discussion of certain factors to be considered in connection with an investment in the Notes.

No person has been authorised by any Relevant Obligor, any Arranger or any Dealer to give any information or to make any representation not contained in or not consistent with this Offering Circular or any other document entered into in relation to the Programme and the sale of Notes and, if given or made, such information or representation should not be relied upon as having been authorised by any Relevant Obligor, any Arranger or any Dealer.

Neither the delivery of this Offering Circular or any Pricing Supplement nor the offering, sale or delivery of any Note shall, in any circumstances, create any implication that the information contained in this Offering Circular is true subsequent to the date hereof or the date upon which this Offering Circular has been most recently amended or supplemented or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the prospects or financial or trading position of the any Relevant Obligor since the date thereof or, if later, the date upon which this Offering Circular has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

Neither this Offering Circular nor any Pricing Supplement constitutes an offer or an invitation to subscribe for or purchase any Notes and should not be considered as a recommendation by any Relevant Obligor, the Arrangers, the Dealers, the Trustee, the Agents or any director, officer, employee, agent or affiliate of any such person or any of them that any recipient of this Offering Circular or any Pricing Supplement should subscribe for or purchase any Notes. Each recipient of this Offering Circular or any Pricing Supplement shall be taken to have made its own investigation and appraisal of the condition (financial or otherwise) of each Relevant Obligor.

The maximum aggregate principal amount of Notes outstanding at any one time under the Programme will not exceed U.S.\$40,000,000,000 (and for this purpose, any Notes denominated in another currency shall be translated into United States dollars at the date of the agreement to issue such Notes calculated in accordance with the provisions of the Dealer Agreement (as defined under “*Subscription and Sale*”). The maximum aggregate principal amount of Notes, which may be outstanding at any one time under the Programme, may be increased from time to time, subject to compliance with the relevant provisions of the Dealer Agreement.

**IN CONNECTION WITH THE ISSUE OF ANY TRANCHE OF NOTES, THE DEALER OR DEALERS (IF ANY) NAMED AS THE STABILISATION MANAGER(S) (OR PERSONS ACTING ON BEHALF OF ANY STABILISATION MANAGER(S)) IN THE APPLICABLE PRICING SUPPLEMENT MAY OVER ALLOT NOTES OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE PRICE OF THE NOTES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL FOR A LIMITED PERIOD AFTER THE RELEVANT ISSUE DATE. HOWEVER, THERE IS NO OBLIGATION ON SUCH STABILISATION MANAGER(S) TO DO THIS. SUCH STABILISATION, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME, AND MUST BE BROUGHT TO AN END AFTER A LIMITED PERIOD. SUCH STABILISATION SHALL BE IN COMPLIANCE WITH ALL APPLICABLE LAWS, REGULATIONS AND RULES.**



None of the Arrangers, the Dealers, the Trustee or any Agents has separately verified the information contained in this Offering Circular. To the fullest extent permitted by law, none of the Arrangers, the Dealers, the Trustee or any Agent or any director, officer, employee, agent or affiliate of any such person makes any representation, warranty or undertaking, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Offering Circular. To the fullest extent permitted by law, none of the Arrangers, the Dealers, the Trustee or any Agent or any director, officer, employee, agent or affiliate of any such person accepts any responsibility for the contents of this Offering Circular or for any other statement made or purported to be made by the Arrangers, the Dealers, the Trustee, any Agent, or any director, officer, employee, agent or affiliate of any such person or on its behalf in connection with any Relevant Obligor, the Notes or the issue and offering of the Notes. The Arrangers, the Dealers, the Trustee and each Agent accordingly disclaim all and any liability whether arising in tort or contract or otherwise (save as referred to above) which it might otherwise have in respect of this Offering Circular or any such statement.

This Offering Circular does not describe all of the risks and investment considerations (including those relating to each investor's particular circumstances) of an investment in Notes of a particular issue. Each potential purchaser of the Notes should refer to and consider carefully the relevant Pricing Supplement for each particular issue of Notes, which may describe additional risks and investment considerations associated with such Notes. The risks and investment considerations identified in this Offering Circular and the applicable Pricing Supplement are provided as general information only. Investors should consult their own financial and legal advisors as to the risks and investment considerations arising from an investment in an issue of Notes and should possess the appropriate resources to analyse such investment and the suitability of such investment in their particular circumstances.

Neither this Offering Circular nor any other information provided or incorporated by reference in connection with the Programme are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any Relevant Obligor or any of the Arrangers, the Dealers, the Trustee or the Agents or any director, officer, employee, agent or affiliate of any such person that any recipient, of this Offering Circular or of any such information, should purchase the Notes. Each potential purchaser of the Notes should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Relevant Obligor(s), the Group and the Relevant Subsidiary Group. Each potential purchaser of Notes should determine for itself the relevance of the information contained in this Offering Circular and its purchase of Notes should be based upon such investigation, as it deems necessary. None of the Arrangers, the Dealers, the Trustee or the Agents or any director, officer, employee, agent or affiliate of any such person undertakes to review the financial condition or affairs of the Relevant Obligor(s), the Group or the Relevant Subsidiary Group during the life of the arrangements contemplated by this Offering Circular nor to advise any investor or potential investor in the Notes of any information coming to the attention of any of the Arrangers, the Dealers, the Trustee, the Agents or any of them.

In this Offering Circular, where information has been presented in thousands or millions of units, amounts may have been rounded up or down. Accordingly, totals of columns or rows of numbers in tables may not be equal to the apparent total of the individual items and actual numbers may differ from those contained herein due to rounding.

In this Offering Circular, unless otherwise specified or the context otherwise requires, all references to the "**Bank**" are to Bank of China Limited, all references herein to the "**Issuer**" are to the Bank, the relevant Branch Issuer or the relevant Subsidiary Issuer, as the case may be, all references to the "**Relevant Obligor(s)**" are to the relevant Issuer, and, in the case of Guaranteed Notes, each of the relevant Issuer and the relevant Guarantor; all references to "**U.S.\$**", "**USD**" and to "**U.S. dollars**" are to United States dollars; all references to "**HK\$**" and to "**HKD**" are to Hong Kong dollars; all references to "**pounds sterling**" and "**£**" are to the currency of the UK; all references to "**euro**" and "**€**" are to the currency introduced at the start of the third stage of European economic and monetary union, and as defined in Article 2 of Council Regulation (EC) No. 974/98 of 3 May 1998 on the introduction of the euro as amended; all references to "**yen**" are to Japanese yen; all references to "**Renminbi**", "**CNH**", "**RMB**" and "**CNY**" are to the currency of the PRC; all references to "**United States**" or "**U.S.**" are to the United States of America; references to "**China**", "**Mainland China**", "**Chinese Mainland**" and the "**PRC**" in this Offering Circular mean the People's Republic of China and for geographical reference only (unless otherwise stated) exclude Taiwan, Macau and Hong Kong; references to "**PRC Government**" mean the government of the PRC; references to "**Hong Kong**" are to the Hong Kong Special Administrative Region of the People's Republic of China; references to "**Macau**" are to the Macau Special Administrative Region of the People's Republic of China; references to "**Taiwan**" are to Taiwan, province of China; references to "**EEA**" are to the European Economic Area; and all references to "**United Kingdom**" and "**UK**" are to the United Kingdom of Great Britain and Northern Ireland.

In this Offering Circular, unless the contrary intention appears, a reference to a law or a provision of a law is a reference to that law or provision as extended, amended or re-enacted.

## FORWARD-LOOKING STATEMENTS

Certain statements under “*Risk Factors*”, “*Description of the Bank*” and elsewhere in this Offering Circular constitute “**forward looking statements**”. The words including “believe”, “expect”, “plan”, “anticipate”, “schedule”, “estimate”, “aim”, “intend”, “project”, “seek to”, “predict”, “future”, “goal” and similar words or expressions identify forward looking statements. In addition, all statements other than statements of historical facts included in this Offering Circular, including, but without limitation, those regarding the financial position, business strategy, prospects, capital expenditure and investment plans of the Bank, the Group, the Relevant Obligor(s) or the Relevant Subsidiary Group and the plans and objectives of the management of the Bank, the Group, the Relevant Obligor(s) or the Relevant Subsidiary Group for its future operations (including development plans and objectives relating to the Group’s operations), are forward looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results or performance of the Bank, the Group, the Relevant Obligor(s) or the Relevant Subsidiary Group to differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Bank’s, the Group’s, the Relevant Obligor(s) or the Relevant Subsidiary Group’s present and future business strategies of the Bank, the Group, the Relevant Obligor(s) or the Relevant Subsidiary Group and the environment in which the Bank, the Group, the Relevant Obligor(s) or the Relevant Subsidiary Group will operate in the future. The Bank, the Group, the Relevant Obligor(s) and the Relevant Subsidiary Group expressly disclaim any obligation or undertaking to release any updates or revisions to any forward looking statements contained herein to reflect any change in the expectations of the Bank, the Group, the Relevant Obligor(s) or the Relevant Subsidiary Group with regard thereto or any change of events, conditions or circumstances, on which any such statements were based. This Offering Circular discloses, under “*Risk Factors*” and elsewhere, important factors that could cause actual results to differ materially from the expectations of the Bank, the Group, the Relevant Obligor(s) or the Relevant Subsidiary Group. All subsequent written and forward-looking statements attributable to the Bank, the Group, the Relevant Obligor(s) or the Relevant Subsidiary Group or persons acting on behalf of the Bank, the Group, the Relevant Obligor(s) or the Relevant Subsidiary Group are expressly qualified in their entirety by such cautionary statements.

## INFORMATION INCORPORATED BY REFERENCE

With respect to (i) any Notes to be issued by the Bank or any Branch Issuer or (ii) any Guaranteed Notes, this Offering Circular should be read and construed in conjunction with each relevant Pricing Supplement, the audited consolidated financial statements of the Bank as at and for the years ended 31 December 2020 and 2021 published on the Hong Kong Stock Exchange, the most recently published audited annual financial statements and any interim financial statements (whether audited or unaudited) published subsequently to such annual financial statements of the Bank from time to time on the Hong Kong Stock Exchange and all amendments and supplements from time to time to this Offering Circular, which shall be deemed to be incorporated in, and to form part of, this Offering Circular and which shall be deemed to modify or supersede the contents of this Offering Circular to the extent that a statement contained in any such document is inconsistent with such contents.

With respect to any Notes to be issued by any Subsidiary Issuer, an amendment or supplement to this Offering Circular or a replacement Offering Circular will be published for use in connection with offering of the relevant Notes, which should be read and construed in conjunction with each relevant Pricing Supplement.

As any quarterly financial statements published on the Hong Kong Stock Exchange has not been audited or reviewed by the Bank’s auditors, such interim financial information should not be relied upon by investors to provide the same quality of information associated with information that has been subject to an audit or review. Investors should exercise caution when using such data to evaluate the Group’s business, financial condition and results of operation.

Copies of all such documents which are so deemed to be incorporated in, and to form part of, this Offering Circular will be available free of charge during usual business hours on any weekday (Saturdays and public holidays excepted) from the specified offices of the Paying Agents and the principal office in Hong Kong of the Principal Paying Agent (as defined under “*Summary of the Programme*”) (or such other Paying Agent for the time being in Hong Kong) set out at the end of this Offering Circular.

## PRESENTATION OF FINANCIAL INFORMATION

The financial information as at and for the years ended 31 December 2019, 2020 and 2021 in this Offering Circular has been derived from the audited consolidated financial statements of the Bank as at and for the years ended 31 December 2020 and 2021, published on the Hong Kong Stock Exchange and incorporated by reference into this Offering Circular (see “*Information incorporated by Reference*”).

Pursuant to the Notice on strictly implementing the accounting standards for business enterprises and strengthening the annual report of enterprises in 2020 (關於嚴格執行企業會計準則切實加強企業2020年年報工作的通知財會(2021)2號), in respect of the financial information as at and for the year ended 31 December 2020, the Group reclassified the financing charges from credit card repayment by instalment from net fee and commission income to interest income for the year ended 31 December 2020. The comparative figures for the year ended 31 December 2019 were also similarly adjusted. Investors should therefore exercise caution when comparing the year-to-year financial data of the Bank in relation to such line items for the years ended 31 December 2019, 2020 and 2021.

There are certain new accounting standards which have been adopted by the Bank since 1 January 2021. On 1 January 2021, the Group adopted the following International Financial Reporting Standards (“**IFRS**”) and amendments issued by the International Accounting Standards Board (“**IASB**”): IFRS 9, International Accounting Standard 39, IFRS 7, IFRS 4 and IFRS 16 Amendments – Interest Rate Benchmark Reform (“**IBOR Reform**”) – Phase 2, which were relevant to the Group and mandatorily effective. On 1 January 2021, the Group has also early adopted “Amendment to IFRS 16 – COVID-19 Related rent concessions extension of the practical expedient” is effective for annual reporting periods beginning on or after 1 April 2021 with earlier application permitted.

Please refer to “*Standards and amendments effective in 2021 relevant to and adopted by the Group*” and “*Standards and amendments that were early adopted by the Group in 2021*” of the Group’s audited consolidated financial statements as at and for the year ended 31 December 2021 for details of such accounting standards.

## AVAILABLE INFORMATION

For so long as any of the Notes are “**restricted securities**” within the meaning of Rule 144(a)(3) under the Securities Act, each Relevant Obligor will, during any period in which any Relevant Obligor is neither subject to the reporting requirements of Section 13 or 15(d) of the United States Securities Exchange Act of 1934 (the “**Exchange Act**”) nor exempt from the reporting requirements of the Exchange Act under Rule 12g3-2(b) thereunder, provide to the holder or beneficial owner of such restricted securities or to any prospective purchaser of such restricted securities designated by such holder or beneficial owner, in each case upon the written request of such holder, beneficial owners or prospective purchaser, the information required to be provided by Rule 144A(d)(4) under the Securities Act.

## ENFORCEABILITY OF CIVIL LIABILITIES

The Bank is incorporated under the laws of the PRC and each Subsidiary Issuer is incorporated under the laws of its jurisdiction of incorporation. Most of their directors and officers reside outside the United States (principally in the PRC and/or the Relevant Obligor’s jurisdiction of incorporation). A substantial portion of the assets of the Relevant Obligor(s) and the assets of such persons are or may be located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon the Relevant Obligor(s) or such persons, or to enforce against the Relevant Obligor(s) or such persons judgments obtained in United States courts, including judgments predicated upon the civil liability provisions of the federal securities laws of the United States. The Bank has been advised by its PRC counsel, JunZeJun Law Offices, that there is uncertainty or impossible to ascertain as to whether the courts of the PRC would (1) enforce judgments of the U.S. courts obtained against the Bank or its directors and officers predicated upon the civil liability provisions of the federal securities laws of the United States or the securities laws of any state or territory within the United States or (2) entertain original actions brought in the courts of the PRC against the Bank or its directors and officers predicated upon these civil liabilities provisions.

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## SUMMARY OF THE PROGRAMME

*This summary must be read as an introduction to this Offering Circular and any decision to invest in the Notes should be based on a consideration of this Offering Circular as a whole, including any information incorporated by reference. Words and expressions defined in the “Terms and Conditions of the Notes” below or elsewhere in this Offering Circular have the same meanings in this summary.*

<b>Issuer</b> . . . . .	Bank of China Limited, such branch of the Bank (including Bank of China Limited, Hong Kong Branch) or such subsidiary of the Bank, as specified in the applicable Pricing Supplement.
<b>Guarantor</b> . . . . .	Notes issued by a Subsidiary Issuer may be unconditionally and irrevocably guaranteed by an Overseas Branch as specified in the relevant Pricing Supplement.
<b>Relevant Obligor(s)</b> . . . . .	The relevant Issuer (for Notes other than the Guaranteed Notes); each of the relevant Issuer and the relevant Guarantor (for Guaranteed Notes).
<b>Programme Size.</b> . . . . .	Up to U.S.\$40,000,000,000 (or the equivalent in other currencies calculated as described in the Dealer Agreement) outstanding at any time. The Bank may increase the amount of the Programme in accordance with the terms of the Dealer Agreement.
<b>Arrangers</b> . . . . .	Bank of China Limited and Bank of China (Hong Kong) Limited.
<b>Dealers</b> . . . . .	Bank of China Limited, Bank of China (Hong Kong) Limited and any other Dealer appointed from time to time either by the Bank generally in respect of the Programme or by the relevant Issuer in relation to a particular Series of Notes.
<b>Principal Paying Agent, Paying Agent</b> . . . . .	The Bank of New York Mellon, London Branch (for Notes cleared through Euroclear/Clearstream); The Bank of New York Mellon (for Notes cleared through DTC).
<b>Registrar</b> . . . . .	The Bank of New York Mellon SA/NV, Luxembourg Branch (for Notes cleared through Euroclear/Clearstream); The Bank of New York Mellon (for Notes cleared through DTC); The Bank of New York Mellon, Hong Kong Branch (for Notes cleared through CMU).
<b>Transfer Agent.</b> . . . . .	The Bank of New York Mellon SA/NV, Luxembourg Branch (for Notes cleared through Euroclear/Clearstream); The Bank of New York Mellon (for Notes cleared through DTC); The Bank of New York Mellon, Hong Kong Branch (for Notes cleared through CMU).
<b>CMU Lodging and Paying Agent</b> . . . . .	The Bank of New York Mellon, Hong Kong Branch.

<b>Trustee</b> .....	The Bank of New York Mellon, London Branch.
<b>Method of Issue</b> .....	The Notes will be issued on a syndicated or non-syndicated basis. The Notes will be issued in series (each a “ <b>Series</b> ”) having one or more issue dates and on terms otherwise identical (or identical other than in respect of the first payment of interest and their issue price) and intended to be interchangeable with all other Notes of that Series. Each Series may be issued in tranches (each a “ <b>Tranche</b> ”) on the same or different issue dates. The specific terms of each Tranche (which will be completed, where necessary, with the relevant terms and conditions and, save in respect of the issue date, issue price, first payment date of interest and nominal amount of the Tranche, will be identical to the terms of other Tranches of the same Series) will be completed in the relevant Pricing Supplement.
<b>Clearing Systems</b> .....	With respect to Notes (other than CMU Notes), Euroclear, Clearstream and/or DTC and such other clearing system as shall be agreed between the relevant Issuer, the Agents, the Trustee and the relevant Dealer. With respect to CMU Notes, the CMU (each of Euroclear, Clearstream, DTC and the CMU, a “ <b>Clearing System</b> ”). See “ <i>Clearing and Settlement</i> ”.
<b>Form of Notes</b> .....	Notes may be issued in bearer form or in registered form. Registered Notes will not be exchangeable for Bearer Notes and vice versa. No single Series or Tranche may comprise both Bearer Notes and Registered Notes.

Each Series of Bearer Notes will initially be represented by a Temporary Global Note or a Permanent Global Note, as specified in the applicable Pricing Supplement, which, in each case, may be deposited on the issue date with a common depositary for Euroclear, Clearstream or any other agreed clearance system compatible with Euroclear and Clearstream or, in respect of CMU Notes, a sub-custodian for the CMU. A Temporary Global Note will be exchangeable, in whole or in part, as described therein, for interests in a Permanent Global Note as described under “*Form of the Notes*”. A Permanent Global Note may be exchanged, in whole but not in part, for Definitive Notes only upon the occurrence of an Exchange Event as described under “*Form of the Notes*”. Definitive Notes will, if interest-bearing, have Coupons attached and, if appropriate, a Talon for further Coupons. Any interest in a Temporary Global Note or a Permanent Global Note will be transferable only in accordance with the rules and procedures or the time being of Euroclear, Clearstream, the CMU and/or any other agreed clearance system, as appropriate.

Bearer Notes that are issued in compliance with U.S. Treasury Regulations §1.163-5(c)(2)(i)(D) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the U.S. Internal Revenue Code of 1986, as amended (the “Code”)) (the “D Rules”) must be initially represented by a Temporary Global Note. Certification as to non-U.S. beneficial ownership will be a condition precedent to any exchange of an interest in a Temporary Global Note or receipt of any payment of interest in respect of a Temporary Global Note.

Each Tranche of Registered Notes will be represented by either:

- (i) Individual Note Certificates; or
- (ii) one or more Global Note Certificate in the case of Registered Notes sold outside the United States to non-U.S. persons in reliance on Regulation S and/or one or more Restricted Global Note Certificates in the case of Registered Notes sold to QIBs in reliance on Rule 144A,

in each case as specified in the relevant Pricing Supplement, unless if so specified in the relevant Pricing Supplement, no Note Certificate shall be issued in respect of the relevant Tranche of Notes.

Each Note to be cleared through DTC and represented by an Unrestricted Global Note Certificate or a Restricted Global Note Certificate will be registered in the name of Cede & Co. (or such other entity as is specified in the applicable Pricing Supplement) as nominee for DTC and the relevant Global Note Certificate will be deposited on or about the issue date with the DTC Custodian. Each Note to be cleared through Euroclear, Clearstream or CMU and represented by a Global Note Certificate will be registered in the name of a common depositary (or its nominee) for Euroclear and/or Clearstream and/or any other relevant clearing system or in respect of CMU Notes, a sub-custodian for the CMU and the relevant Global Note Certificate will be deposited on or about the issue date with the common depositary or sub-custodian.

Global Note Certificates will be exchangeable for Individual Note Certificates only upon the occurrence of an Exchange Event as described in “*Form of the Notes*”.

Application will be made to have Global Notes or Global Note Certificates of any Series accepted for clearance and settlement through the facilities of DTC, Euroclear, Clearstream and/or the CMU, as appropriate.

**Currencies** . . . . . Notes may be denominated in any currency or currencies, agreed between the relevant Issuer and the relevant Dealer(s) subject to compliance with all applicable legal and/or regulatory and/or central bank requirements. Payments in respect of Notes may, subject to such compliance, be made in and/or linked to, any currency or currencies other than the currency in which such Notes are denominated.

**Status of the Senior Notes** . . . . . The Senior Notes constitute direct, general, unsubordinated, unconditional, and unsecured obligations of the relevant Issuer and shall at all times rank *pari passu* and without any preference among themselves. The payment obligations of the relevant Issuer under the Notes shall, save for such obligation as may be preferred by provisions of law that are both, at all times rank at least *pari passu* with all of its other present and future unsecured and unsubordinated obligations as described in “*Terms and Conditions of the Notes – Status of the Notes and Guarantee of Guaranteed Notes – Status of the Senior Notes*”.

**Events of default relating to Senior Notes** . . . . . The Senior Notes will contain events of default provisions relating to non-payment, breach of other obligations, insolvency, winding-up, illegality and guarantee not in force, as further described in Condition 15 (*Events of Default*).

**Status of the Guarantee of Senior Notes** . . . . . In the case of Senior Guaranteed Notes, the relevant Guarantor will in the Deed of Guarantee unconditionally and irrevocably guarantee the due and punctual payment of all sums from time to time payable by the relevant Issuer in respect of the Notes. This Guarantee of the Notes constitutes direct, general, unconditional and unsubordinated obligations of the Bank which will at all times rank at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Bank as described in “*Terms and Conditions of the Notes – Status of the Notes and Guarantee of Guaranteed Notes – Guarantee of the Senior Guaranteed Notes*”.

**Status, Events of Default and other terms of Subordinated Notes** . . . . . Subordinated Notes will be Dated Subordinated Notes or Undated Subordinated Notes as indicated in the applicable Pricing Supplement. Provisions in relation to the status of the Subordinated Notes and events of default (if any) will be set out in the applicable Pricing Supplement.

**Issue Price** . . . . . Notes may be issued at their nominal amount or at a discount or premium to their nominal amount. Partly Paid Notes (which are not Subordinated Notes) may be issued, the issue price of which will be payable in two or more instalments.



**Maturities** . . . . . Any maturity, subject, in relation to specific currencies, to compliance with all applicable legal and/or regulatory and/or central bank requirements.

Where Notes have a maturity of less than one year and either (a) the issue proceeds are received by the relevant Issuer in the United Kingdom or (b) the activity of issuing the Notes is carried on from an establishment maintained by such Issuer in the United Kingdom, such Notes must: (i) have a minimum redemption value of £100,000 (or its equivalent in other currencies) and be issued only to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses; or (ii) be issued in other circumstances which do not constitute a contravention of section 19 of the Finance Services and Markets Act 2000 (“**FSMA**”) by the relevant Issuer.

**Redemption** . . . . . Notes may be redeemable at par or at such other Redemption Amount (detailed in a formula or otherwise) as may be specified in the relevant Pricing Supplement. Notes may also be redeemable in two or more instalments on such dates and in such manner as may be specified in the relevant Pricing Supplement. No Subordinated Notes may be redeemed or purchased by the relevant Issuer or its Subsidiaries prior to their respective stated maturity, for tax reasons, regulatory reasons or otherwise, without the prior written consent of the relevant Regulatory Authority as specified in the applicable Pricing Supplement at the relevant time.

**Redemption for tax reasons** . . . . . Notes may be redeemed before their stated maturity at the option of the relevant Issuer (in whole but not in part) as described in Condition 11(b) (*Redemption for tax reasons*).

See “*Terms and Conditions of the Notes – Redemption and Purchase – Redemption for tax reasons*”.

**Redemption for Change of Control** . . . . . In the case of Notes issued by a Subsidiary Issuer, subject (in the case of Subordinated Notes) to Condition 11(i) (*Additional Conditions for Redemption of Subordinated Notes*), if so specified in the relevant Pricing Supplement, at any time following the occurrence of a Change of Control, the holder of any Note will have the right, at such holder’s option, to require the relevant Issuer to redeem all, but not some only, of that holder’s Notes on the Change of Control Put Date at a price equal to the Early Redemption Amount (Change of Control), together with accrued interest up to, but excluding, the Change of Control Put Date.

See “*Terms and Conditions of the Notes – Redemption and Purchase – Redemption for Change of Control*”.

**Optional Redemption** . . . . . Notes may be redeemed before their stated maturity at the option of the relevant Issuer (either in whole or in part) and/or the Noteholders to the extent (if at all) specified in the relevant Pricing Supplement as described in Condition 11(c) (*Redemption at the option of the Issuer*) and/or the Noteholders to the extent if at all) specified in the Condition 11(f) (*Redemption of the Senior Notes or the Dated Subordinated Notes at the option of the Noteholders*).

**Interest** . . . . . Notes may be interest bearing or non-interest bearing. Interest (if any) may accrue at a fixed rate or a floating rate or other variable rate and the method of calculating interest may vary between the issue date and the maturity date of the relevant Series. All such information will be set out in the relevant Pricing Supplement.

**Denominations** . . . . . Notes will be issued in such denominations as may be specified in the relevant Pricing Supplement, subject to compliance with all applicable legal and/or regulatory and/or central bank requirements.

**Withholding Tax** . . . . . All payments in respect of Notes will be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of a Tax Jurisdiction or any political subdivision therein or any authority therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments, or governmental charges is required by law. In that event, each Relevant Obligor will (subject to certain customary exceptions as described in Condition 14 (*Taxation*)) pay such additional amounts as will result in the Noteholders receiving such amounts as they would have received in respect of such Notes, had no such withholding been required.

**Listing and Trading** . . . . . Application has been made to the Hong Kong Stock Exchange for the listing of the Programme during the 12-month period after the date of this Offering Circular on the Hong Kong Stock Exchange under which Notes may be issued by way of debt issues to Professional Investors only.

However, unlisted Notes and Notes to be listed, traded or quoted on or by any other competent authority, stock exchange or quotation system may be issued pursuant to the Programme. The relevant Pricing Supplement in respect of the issue of any Notes will specify whether or not such Notes will be listed on the Hong Kong Stock Exchange or listed, traded or quoted on or by any other competent authority, exchange or quotation system.

**Governing Law** . . . . . The Notes, the Non-Guaranteed Notes Trust Deeds, the Guaranteed Notes Trust Deeds, the Deeds of Guarantee, each Alternative Trust Deeds and any non-contractual obligations arising out of or in connection therewith will be governed by, and shall be construed in accordance with, English law, except that the provisions of the Notes, the Non-Guaranteed Notes Trust Deeds, the Guaranteed Notes Trust Deeds, the Alternative Trust Deeds relating to subordination (if any) shall be governed by, and construed in accordance with such law as specified in the relevant Pricing Supplement.

**Rating** . . . . . Moody's, Fitch and S&P have assigned a rating of "A1", "A" and "A" to the Programme, respectively. Moody's, Fitch and S&P are expected to rate Senior Notes issued under the Programme "A1", "A" and "A", respectively. Any rating assigned to Subordinated Notes issued under the Programme by Moody's, Fitch and/or S&P would be issued on a case-by-case basis for each Tranche of Subordinated Notes at drawdown.

Each Series of Notes may be assigned ratings by Moody's, Fitch and/or S&P, as specified in the applicable Pricing Supplement.

**Selling Restrictions** . . . . . For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of offering materials in the United States of America, the EEA, the UK, the PRC, Hong Kong, Japan and Singapore, see "*Subscription and Sale*" below.

For the purpose of Regulation S, Category 2 selling restrictions will apply unless otherwise indicated in the relevant Pricing Supplement.

In connection with the offering and sale of a particular Series of Notes, additional restrictions may be imposed which will be set out in the applicable Pricing Supplement. Bearer Notes will be issued in compliance with the D Rules unless (i) the applicable Pricing Supplement states that the Bearer Notes are issued in compliance with U.S. Treasury Regulation §1.163-5(c)(2)(i)(C) (or any successor rules in substantially the same form that are applicable for purposes of Section 4701 of the Code) (the "**C Rules**") or (ii) the Bearer Notes are issued other than in compliance with the D Rules or the C Rules but in circumstance in which the Notes will not constitute "registration required obligations" for U.S. federal income tax purposes, which circumstance will be referred to in the applicable Pricing Supplement; Bearer Notes with a term of 365 days or less (taking into account unilateral extensions and rollovers) will be issued other than in compliance with the D Rules or the C Rules and will be referred to in the applicable Pricing Supplement as a transaction to which the United States Tax Equity and Fiscal Responsibility Act of 1982 ("**TEFRA**") is not applicable.

**Transfer Restrictions . . . . .** There are restrictions on the transfer of Notes sold pursuant to Category 2 or Category 3 of Regulation S prior to the expiration of the relevant distribution compliance period and on the transfer of Registered Notes sold pursuant to Rule 144A under the Securities Act. See “*Transfer Restrictions*”.

**Initial Delivery of Notes . . . . .** On or before the issue date for each Series, the Global Note representing Bearer Notes or the Global Note Certificate representing Registered Notes may be deposited with a common depository for Euroclear and Clearstream, DTC or deposited with a sub custodian for the HKMA as operator of the CMU or any other clearing system or may be delivered outside any clearing system provided that the method of such delivery has been agreed in advance by the Issuer, the Trustee, the Principal Paying Agent and the relevant Dealer. Registered Notes that are to be credited to one or more clearing systems on issue will be registered in the name of, or in the name of a nominee or a sub custodian for, such clearing systems.

## SUMMARY FINANCIAL INFORMATION OF THE BANK

The summary financial information set forth below has been extracted from the Group's audited consolidated financial statements as at and for the years ended 31 December 2020 and 2021. It should also be read in conjunction with any other information incorporated into this Offering Circular (see "Information Incorporated by Reference").

Pursuant to the Notice on strictly implementing the accounting standards for business enterprises and strengthening the annual report of enterprises in 2020 (關於嚴格執行企業會計準則切實加強企業2020年年報工作的通知財會(2021)2號), in respect of the financial information as at and for the year ended 31 December 2020, the Group reclassified the financing charges from credit card repayment by instalment from net fee and commission income to interest income for the year ended 31 December 2020. The comparative figures for the year ended 31 December 2019 were also similarly adjusted. Investors should therefore exercise caution when comparing the year-to-year financial data of the Bank in relation to such line items for the years ended 31 December 2019, 2020 and 2021.

There are certain new accounting standards adopted by the Bank since 1 January 2021. On 1 January 2021, the Group has adopted the following International Financial Reporting Standards ("IFRS") and amendments issued by the International Accounting Standards Board ("IASB") – "IFRS 9, International Accounting Standards 39, IFRS 7, IFRS 4 and IFRS 16 Amendments – Interest Rate Benchmark Reform ("IBOR Reform") – Phase 2", which were relevant to the Group and mandatorily effective. On 1 January 2021, the Group has also early adopted "Amendment to IFRS 16 – COVID-19 Related rent concessions extension of the practical expedient" is effective for annual reporting periods beginning on or after 1 April 2021 with earlier application permitted.

Please refer to "Standards and amendments effective in 2021 relevant to and adopted by the Group" and "Standards and amendments that were early adopted by the Group in 2021" of the Group's audited consolidated financial statements as at and for the year ended 31 December 2021 for details of such accounting standards.

### Consolidated Income Statement

	For the year ended 31 December		
	2021	2020	2019
	(Amount in millions of Renminbi, unless otherwise stated)		
Interest income . . . . .	789,488	760,070	758,007 <sup>(1)</sup>
Interest expense . . . . .	(364,346)	(344,152)	(367,957)
<b>Net interest income . . . . .</b>	<b>425,142</b>	<b>415,918</b>	<b>390,050<sup>(1)</sup></b>
Fee and commission income . . . . .	94,453	88,640	88,099 <sup>(1)</sup>
Fee and commission expense . . . . .	(13,027)	(13,118)	(14,287) <sup>(1)</sup>
<b>Net fee and commission income . . . . .</b>	<b>81,426</b>	<b>75,522</b>	<b>73,812<sup>(1)</sup></b>
Net trading gains . . . . .	28,291	8,055	28,563
Net gains on transfers of financial asset . . . . .	3,197	9,547	3,477
Other operating income . . . . .	67,661	58,605	54,108
<b>Operating income . . . . .</b>	<b>605,717</b>	<b>567,647</b>	<b>550,010</b>
Operating expenses . . . . .	(226,355)	(202,411)	(198,269)
Impairment losses on assets . . . . .	(104,220)	(119,016)	(102,153)
Operating profit . . . . .	<b>275,142</b>	<b>246,220</b>	<b>249,588</b>
Share of results of associates and joint ventures . . . . .	1,478	158	1,057
<b>Profit before income tax . . . . .</b>	<b>276,620</b>	<b>246,378</b>	<b>250,645</b>
Income tax expense . . . . .	(49,281)	(41,282)	(48,754)
<b>Profit for the year . . . . .</b>	<b>227,339</b>	<b>205,096</b>	<b>201,891</b>
<b>Attributable to:</b>			
Equity holders of the Bank . . . . .	216,559	192,870	187,405
Non-controlling interests . . . . .	10,780	12,226	14,486
	<b>227,339</b>	<b>205,096</b>	<b>201,891</b>
Earnings per share for profit attributable to equity holders of the Bank during the year (expressed in RMB per ordinary share)			
– Basic . . . . .	0.70	0.61	0.61
– Diluted . . . . .	0.70	0.61	0.61

Note:

(1) In 2020, the Bank reclassified the financing charges from credit card repayment by instalment from net fee and commission income to interest income. The comparative figures for the year ended 31 December 2019 were restated.

## Consolidated Statement of Financial Position

As at 31 December

	2021	2020	2019
	<i>(Amount in millions of Renminbi, unless otherwise stated)</i>		
<b>Assets</b>			
Cash and due from banks and other financial institutions . . . . .	644,816	803,145	565,467
Balances with central banks . . . . .	2,228,726	2,076,840	2,078,809
Placements with and loans to banks and other financial institutions . . . . .	1,257,413	939,320	898,959
Government certificates of indebtedness for bank notes issued . . . . .	175,715	168,608	155,466
Precious metals . . . . .	276,258	223,313	206,210
Derivative financial assets . . . . .	95,799	171,738	93,335
Loans and advances to customers, net . . . . .	15,322,484	13,848,304	12,743,425
Financial investments . . . . .	6,164,671	5,591,117	5,514,062
– financial assets at fair value through profit or loss . . . . .	561,642	504,549	518,250
– financial assets at fair value through other comprehensive income . . . . .	2,389,830	2,107,790	2,218,129
– financial assets at amortised cost . . . . .	3,213,199	2,978,778	2,777,683
Investments in associates and joint ventures . . . . .	35,769	33,508	23,210
Property and equipment . . . . .	246,091	248,589	244,540
Investment properties . . . . .	19,554	22,065	23,108
Deferred income tax assets . . . . .	51,172	58,916	44,029
Other assets . . . . .	203,940	217,196	179,124
<b>Total assets</b> . . . . .	<b>26,722,408</b>	<b>24,402,659</b>	<b>22,769,744</b>
<b>Liabilities</b>			
Due to banks and other financial institutions . . . . .	2,682,739	1,917,003	1,668,046
Due to central banks . . . . .	955,557	887,811	846,277
Bank notes in circulation . . . . .	175,605	168,751	155,609
Placements from banks and other financial institutions . . . . .	407,767	411,949	639,675
Financial liabilities held for trading . . . . .	12,458	17,912	19,475
Derivative financial liabilities . . . . .	89,151	212,052	90,060
Due to customers . . . . .	18,142,887	16,879,171	15,817,548
Bonds issued . . . . .	1,388,678	1,244,403	1,096,087
Other borrowings . . . . .	26,354	26,034	28,011
Current tax liabilities . . . . .	45,006	55,665	59,102
Retirement benefit obligations . . . . .	2,095	2,199	2,533
Deferred income tax liabilities . . . . .	7,003	6,499	5,452
Other liabilities . . . . .	436,555	410,373	365,173
<b>Total liabilities</b> . . . . .	<b>24,371,855</b>	<b>22,239,822</b>	<b>20,793,048</b>

	<b>As at 31 December</b>		
	<b>2021</b>	<b>2020</b>	<b>2019</b>
	<i>(Amount in millions of Renminbi, unless otherwise stated)</i>		
<b>Equity</b>			
<b>Capital and reserves attributable to equity holders of the Bank</b>			
Share capital . . . . .	294,388	294,388	294,388
Other equity instruments . . . . .	319,505	277,490	199,893
Capital reserve . . . . .	135,717	135,973	136,012
Treasury shares . . . . .	–	(8)	(7)
Other comprehensive income . . . . .	1,417	4,309	19,613
Statutory reserves . . . . .	213,930	193,438	174,762
General and regulatory reserves . . . . .	303,209	267,981	250,100
Undistributed profits . . . . .	956,987	864,848	776,940
	<b>2,225,153</b>	<b>2,038,419</b>	<b>1,851,701</b>
<b>Non-controlling interests . . . . .</b>	<b>125,400</b>	<b>124,418</b>	<b>124,995</b>
<b>Total equity . . . . .</b>	<b>2,350,553</b>	<b>2,162,837</b>	<b>1,976,696</b>
<b>Total equity and liabilities . . . . .</b>	<b>26,722,408</b>	<b>24,402,659</b>	<b>22,769,744</b>

## RISK FACTORS

*The Notes are offered to Professional Investors only and are not suitable for retail investors. Investors should not purchase the Notes in the primary or secondary markets unless they are Professional Investors. Investing in the Notes involve risks. Prospective investors should have regard to the factors described in this section before deciding whether to invest in the Notes.*

### **Risks relating to the PRC Banking Industry**

*The PRC banking regulatory regime is continually evolving and the Group is subject to future regulatory changes*

The Group operates in a highly regulated industry and is subject to laws and regulations governing all aspects of its operations. The principal banking-related statutes and regulations are the Commercial Banking Law and the Law of PRC on Supervision and Administration of Banking Sector and the related implementation rules. The principal regulators of the PRC banking industry are the China Banking and Insurance Regulatory Commission (the former “**China Banking and Regulatory Commission**” and “**China Insurance Regulatory Commission**”, the “**CBIRC**”), the People’s Bank of China (“**PBOC**”) and the State Administration of Foreign Exchange (“**SAFE**”).

The PRC banking regulatory regime has been evolving continuously. Changes in the rules and regulations as well as their interpretations may result in additional costs or restrictions on the Group’s operations and activities. For example, PBOC exercises significant influence over monetary policies.

In addition, the Group may be required to increase deposit reserves in response to future potential changes in PBOC rules and regulations. The Group may be required to take additional steps to adapt to future changes on a timely basis.

The Group’s business and operations are directly affected by changes in the PRC’s policies, laws and regulations relating to the banking industry, such as those affecting the extent to which it can engage in specific businesses, as well as changes in other governmental policies. There can be no assurance that the policies, laws and regulations governing the banking industry will not change in the future or that any changes will not materially and adversely affect the Group’s business, financial condition and results of operations nor can there be any assurance that the Group will be able to adapt to any changes on a timely basis. For instance, changes in the financial regulatory policies may have a material impact on the operational and financial results of the Bank, while adjustment in the monetary policies and the regulatory methods will have a direct impact on the business activities of the Bank. The Group’s business operations will be adversely affected if the Bank is unable to make proper adjustment to its business operations according to the trend of change in the financial regulatory policies and monetary policies. In addition, there may be uncertainties regarding the interpretation and application of new policies, laws and regulations, which may result in penalties and restrictions on the Group’s activities and could also have a significant impact on its business.

*The increasingly competitive nature of the PRC banking industry, as well as competition for funds which may arise from the development of the PRC capital markets, could adversely affect the Group’s business, financial condition, results of operations and prospects*

The PRC banking industry is becoming increasingly competitive. The Group faces competition from domestic and foreign-invested banks and financial institutions. In addition, the Mainland and Hong Kong Closer Economic Partnership Arrangement, which allows Hong Kong banks to operate in the PRC, may also increase competition in the PRC banking industry. These banks and financial institutions compete with the Group for substantially the same loan, deposit and fee customers. Moreover, the PRC government has, in recent years, implemented a series of measures designed to



further liberalise the banking industry, including those relating to interest rates and fee-and-commission based products and services, which are changing the basis on which the Group competes with other banks for customers. Competition in the PRC banking industry may be further aggravated by internet finance and the participation of private capital in the banking businesses. The increased competition may:

- reduce the Group's market share in its principal products and services;
- reduce the growth of the Group's loan portfolio or deposit base and other products and services;
- reduce the Group's interest income, increase the interest expenses and decrease its net interest margin;
- reduce the Group's fees and commission income;
- increase the Group's outgoings and expenses, such as marketing and administrative expenses;
- lead to a deterioration of the Group's asset quality; and
- increase the turnover of and competition for senior management and qualified professional personnel.

The Group faces increased competition in all the business areas in which it currently operates or will in the future operate. The Group may also face competition for funds from other forms of investment alternatives as the PRC capital market continues to develop. For example, the PRC capital market is becoming a more viable and attractive investment alternative and the Group's deposit customers may elect to transfer their funds into bonds, equities, investment funds and other capital market instruments, which may reduce its deposit base and adversely affect its business, financial condition and results of operations.

***The rate of growth of the PRC banking market may not be sustainable***

The Group expects the banking market in the PRC to expand as a result of growth in the PRC economy, increases in household wealth, continued social welfare improvement, demographic changes and the opening of the PRC banking market to foreign participants. The prospective impact on the PRC banking industry of certain trends and events, such as the slowing down of the growth of the economy and the increasing competition in the financial industry, remain uncertain. Consequently, there is no assurance that the historic high rate of growth of the PRC banking market can be sustained.

***The third edition of the Basel Capital Accord promulgated in December 2010 by Basel Committee ("Basel III") and related reforms could have an adverse effect on the Bank's business***

In accordance with Basel III, the minimum Tier 1 Capital Adequacy Ratio will be raised from 4 per cent. to 6 per cent., while the minimum Common Equity Tier 1 Capital will be raised to 4.5 per cent. (with CBIRC expected to require PRC banks to maintain a 5 per cent. Common Equity Tier 1 Capital), with an additional 2.5 per cent. capital conservation buffer and certain buffer for systematically important banks.

CBIRC published the CBIRC Capital Regulations in June 2012 requiring commercial banks to meet the regulatory capital adequacy requirements before the end of 2018. The regulatory capital adequacy ratios requirements under the CBIRC Capital Regulations include minimum capital requirements, reserve capital requirements, counter-cyclical capital requirements, additional capital requirements for systemically important banks and Tier 2 capital requirements. The CBIRC Capital Regulations have set higher requirements for both the quality and quantity of banks' capital and after the implementation of these Measures, there are a more stringent definition of capital, further improved regulatory standards for capital instruments, and gradually reduced traditional

subordinated debt capital instruments. Any failure of the Bank to adapt to the more stringent requirements for capital adequacy ratios level under the New Basel Capital Accord and thus to meet the higher requirements for the relevant regulatory indicators may adversely affect the Bank's business.

***The Group's results of operations may be materially and adversely affected if PBOC further deregulates interest rates***

PBOC has adopted reform measures to liberalise the PRC's interest rate regime. For example, in October 2004, PBOC eliminated restrictions in respect of the maximum interest rate for Renminbi-denominated loans and the minimum interest rate for Renminbi-denominated deposits. Thereafter, PBOC continued to lower the minimum interest rate for loans on repeated occasions. In June 2012, PBOC adjusted the maximum interest rate for deposits to 110 per cent. of the relevant benchmark deposit rate and the minimum interest rate for loans to 80 per cent. of the relevant benchmark lending rate. In July of the same year, PBOC again adjusted the minimum interest rate for loans to 70 per cent. of the relevant benchmark lending rate. On 20 July 2013, PBOC entirely removed lending rate control by eliminating the minimum interest rate for loans (except for individual residential mortgage loans) and removing controls on bill discount rates. On 25 October 2013, PBOC introduced a new prime lending rate, officially known as the "loan prime rate", which is based on a weighted average of lending rates from nine commercial banks. In recent years, PBOC has adjusted the benchmark interest rates several times. On 22 November 2014, PBOC lowered the one-year Renminbi benchmark loan interest rate by 0.4 percentage point to 5.6 per cent. and raised the one-year Renminbi benchmark deposit interest rate by 0.25 percentage point to 2.75 per cent. On 1 March 2015, PBOC further lowered the one-year Renminbi benchmark loan interest rate by 0.25 percentage point to 5.35 per cent. and lowered the one-year Renminbi benchmark deposit interest rate by 0.25 percentage point to 2.5 per cent. On 11 May 2015, PBOC further lowered both the one-year Renminbi benchmark loan interest rate and one-year Renminbi benchmark deposit interest rate by 0.25 percentage point to 5.1 per cent. and 2.25 per cent. respectively. On 24 October 2015, PBOC further lowered both the one-year Renminbi benchmark loan interest rate and one-year Renminbi benchmark deposit interest rate by 0.25 percentage point to 4.35 per cent. and 1.5 per cent., respectively. Moreover, the upper limit of the interest rate floating range of the Renminbi-denominated deposits in commercial banks was removed by PBOC on 24 October 2015. Going forward, PBOC may further liberalise the existing interest rate restrictions on Renminbi-denominated loans and deposits. If the existing regulations are substantially liberalised or eliminated, competition in the PRC's banking industry will likely intensify as the PRC's commercial banks seek to offer more attractive interest rates to customers. Further liberalisation by PBOC may result in the narrowing of the spread in the average interest rates between Renminbi-denominated loans and Renminbi-denominated deposits, thereby materially and adversely affecting the Group's business, financial condition and results of operations which in turn may negatively affect the Group's ability to service the Notes and to satisfy its other obligations under the Notes.

***The PRC regulations impose limitations on the types of investments the Group may make and, as a result, the Group has limited ability to seek optimal investment returns to diversify its investment portfolio and to hedge the risks of its Renminbi-denominated assets***

The government of the PRC (the "PRC Government") has imposed limitations on what a commercial bank may invest in. These permitted investments by issuers mainly include debt securities of:

- the government;
- public sector and quasi-government;
- policy banks;
- financial institutions; and
- corporates.

These investment restrictions limit the Group's ability to seek optimal returns on its investments. The restrictions may also expose the Group to significantly greater risk of investment loss in the event that a particular type of investment it holds suffers a decrease in value. In addition, due to the limited hedging tools available to it, the Group's ability to manage market and credit risks relating to its Renminbi-denominated assets is limited and any resulting decline in the value of its Renminbi-denominated assets may materially and adversely affect its business, financial condition and results of operations.

***The effectiveness of the Group's credit risk management is affected by the quality and scope of information available in the PRC***

National credit information databases developed by PBOC have been in operation since January 2006. However, as the information infrastructure in the PRC is still under development and there remains limitations on the availability of information, national credit information databases are generally under-developed and are not able to provide complete credit information on many of the Group's credit applicants. Until the PRC has further developed and fully implemented its nationwide unified credit information database on corporate borrowers, the Group has to rely on other publicly available resources and its internal resources to supplement what is currently available on the nationwide unified credit information database for enterprises. These sources of data and information are not sufficiently complete or effective for the robust credit risk management system that the Group attempts to build. Therefore, there can be no assurance that the Group's assessment of the credit risks associated with any particular customer is based on complete, accurate and reliable information, which materially and adversely affects the Group's ability to effectively manage its credit risk.

***The Group is subject to certain operational requirements as well as guidelines set by the PRC banking regulatory authorities, such as maintaining a capital adequacy ratio***

The Group is subject to certain operational requirements and guidelines set by the PRC banking regulatory authorities. CBIRC requires all commercial banks in the PRC to maintain certain financial ratios throughout its operations.

In recent years, CBIRC has issued several regulations and guidelines governing capital adequacy requirements applicable to commercial banks in the PRC. In April 2011, CBIRC promulgated the Guideline Concerning the Implementation of New Regulatory Standards for the PRC Banking Industry to clarify the direction for future regulations and the requirement for prudent regulatory requirements. In June 2012, CBIRC promulgated the CBIRC Capital Regulations which sets out the new requirements for capital adequacy which became effective on 1 January 2013, the minimum capital adequacy ratio, tier 1 capital adequacy ratio and common equity tier 1 capital adequacy ratio for commercial banks to meet by the end of 2018 are 8 per cent., 6 per cent. and 5 per cent., respectively. On 30 November 2012, CBIRC issued the Notice of the China Banking Regulatory Commission on Issues concerning Transitional Arrangements for the Implementation of the Administrative Measures for the Capital of Commercial Banks (for Trial Implementation), which sets out the requirements for capital adequacy ratio during the phase-in period. As a domestic systematically important bank and a global systematically important bank, the Group is subject to additional capital requirements of CBIRC and the Basel Committee. As at 31 December 2021, the Group's capital adequacy ratio, tier 1 capital adequacy ratio and common equity tier 1 capital adequacy ratio (calculated in accordance with the Capital Rules for Commercial Banks (Provisional)) were 16.53 per cent., 13.32 per cent. and 11.30 per cent., respectively.

Although the Group is currently in compliance with the capital adequacy requirements, there can be no assurance that CBIRC will not issue new regulations to heighten the capital adequacy ratios requirements, particularly in the light of the implementation of the new Basel III. Any change in calculation of capital adequacy ratios by CBIRC may also affect the Group's compliance with capital adequacy ratios. There can be no assurance that the Group will be able to meet these requirements in the future at all times. If the Bank fails to meet the capital adequacy requirements, CBIRC may require the Bank to take corrective measures, such as restricting the growth of its loans and other assets or restricting its declaration or distribution of dividends. These measures could materially and adversely affect the Bank's business, financial condition and results of operations.

In order to support its steady growth and development, the Group may need to raise more capital to ensure that its capital adequacy ratios comply with the regulatory requirements. In its capital raising plan in the future, the Group may issue any equity securities that can replenish the Tier 1 capital or any debt securities that can replenish the Tier 2 capital. The Group's capital-raising ability may be restricted by the Group's future business, financial condition and results of operations, the Group's credit rating, regulatory approvals and overall market conditions, including Chinese and global economic, political and other conditions at the time of capital raising.

***The PRC regulators have implemented measures relating to lending to small and medium-sized enterprises ("SMEs") and the Group may be affected by future regulatory changes***

CBIRC has promulgated a series of measures to encourage banking institutions to implement the PRC Government's macroeconomic policies, and, in particular, to proactively support continued healthy economic growth by increasing lending activities to SMEs while effectively controlling risk. However, SMEs are more vulnerable to fluctuation in the macro-economy as compared to large enterprises due to relatively limited capital, management or other resources required to cope with the adverse impact of major economic or regulatory changes. In addition, SMEs may not be able to provide reliable information necessary for the Bank to assess the credit risks involved. In the absence of accurate assessment of the relevant credit risks, the non-performing loans of the Bank may be significantly increased if its small and medium-sized enterprise clients are affected by economic or regulatory changes, which could materially and adversely affect the Group's business, results of operations and financial condition.

In addition, there can be no assurance that the policies, laws and regulations governing the PRC banking industry, in particular, those relating to lending to SMEs (e.g. incentive policies to encourage lending to SMEs), will not change in the future or that any such changes will not materially and adversely affect the Group's business, financial condition and results of operations.

**Risks relating to the Group's Business**

***If the Group is unable to effectively control and reduce the level of impaired loans and advances in its current loan portfolio and in new loans the Group extends in the future, or if the Group's allowance for loan impairment losses on loans and advances is insufficient to cover actual loan losses, its financial condition and results of operations may be materially and adversely affected***

The Group's results of operations have been and will continue to be negatively impacted by its impaired loans. According to IFRS, being the set of accounting principles that are applicable to the Group, loans are impaired if there is objective evidence that the Group will not be able to collect all amounts due according to the original contractual terms of loans. As at 31 December 2021, the Group's non-performing loans ("NPLs") under its five-category loan classification were RMB208.792 billion, representing an NPL ratio of 1.33 per cent. The Group seeks to continue to improve its credit risk management policies, procedures and systems, and has been able to effectively control the level of its impaired loans, despite the financial turmoil in global markets.

The amount of the Group's reported impaired loans and the ratio of the Group's impaired loans to its loans and advances to customers may increase in the future for a variety of reasons, including factors which are beyond the Group's control, such as a slowdown in economic growth and other adverse macroeconomic trends in the PRC or a deterioration in the financial condition or results of operations of the Group's borrowers, which could impair the ability of the Group's borrowers to service their debt. There can be no assurance that the Group will be able to maintain or lower its current impaired loan ratio in the future or that the quality of its existing or future loans and advances to borrowers will not deteriorate. As a result of the PRC Government's economic stimulus programmes, many PRC banks, including the Group, experienced high growth in their loan scale in the past. This increase in bank loans may lead to elevated impaired loan ratios and loan loss provisions as well as increasing strain on the Group's risk management resources, which may affect the quality of its loan portfolio.

As at 31 December 2021, the balance of the Group's allowance for impairment losses on loans and advances was RMB390.541 billion and the coverage ratio of allowance for loan impairment losses to NPLs was 187.05 per cent. The Group's allowance for loan impairment losses is affected by various factors, including the quality of the Group's loan portfolio, the Group's borrowers' financial condition, repayment ability and repayment intention, the realisable value of any collateral, the extent of any guarantees, the industry in which the borrower operates, as well as general economic and business conditions. Many of these factors are beyond the Group's control. Furthermore, the adequacy of the Group's allowance for loan impairment depends to a significant extent on the reliability of, and its skills in utilising, its model for determining the level of allowance, as well as its system of data collection. The limitations of the Group's model, its lack of experience in using the model and deficiencies in its data collection system may result in inaccurate and insufficient allowance for impairment losses. As a result, the Group's actual loan impairment losses could prove to be different from its estimates and could exceed its allowance. If the Group's allowance for impairment losses on loans and advances proves insufficient to cover actual losses, it may need to make additional allowance for losses, which could significantly reduce its profit and adversely affect its business, financial condition and results of operations.

***If the Group is unable to realise the collateral or guarantees securing its loans to cover the outstanding principal and interest balance of its loans, its financial condition and results of operations may be adversely affected***

A substantial portion of the Group's loans is secured by collateral. The Group's loan collateral primarily includes real estate and other financial and non-financial assets located in the PRC, the value of which may fluctuate due to factors beyond the Group's control, including macroeconomic factors affecting the PRC economy. In particular, an economic slowdown in the PRC may lead to a downturn in the PRC real estate market, which may in turn result in declines in the value of the collateral securing many of the Group's loans to levels below the outstanding principal balance of such loans. Any decline in the value of the collateral securing the Group's loans may result in a reduction in the amount the Group can recover from collateral realisation and an increase in its impairment losses.

In addition, a considerable portion of the Group's domestic loans are guaranteed. The Group's exposure to guarantors is generally unsecured, and a significant deterioration in the financial condition of these guarantors increases the risk that the Group may not be able to recover the full or any amount of such guarantees if needed and when required.

Furthermore, the guarantee provided by such guarantors may be determined by the court as invalid if the relevant guarantor fails to comply with applicable PRC laws and regulations.

***The Group has granted loans to certain overcapacity sectors, the real estate sector and local government financing vehicles ("LGFVs") and any extended downturn in or change in national policies towards the overcapacity sectors, the real estate sector and LGFVs may adversely affect the Group's financial condition, results of operations and prospects***

*Loans to Overcapacity Sectors, High Energy Sectors and High Pollutant Emission Sectors*

The Group has granted loans to industries and sectors featured by high energy consumption and high pollutant emission and implemented differentiated credit policies in relation to overcapacity sectors.

In the past few years, the Bank has adopted a relatively stringent criteria for extending loans to the overcapacity sector with priority given to the enterprises under key projects of the State or leading enterprises within the industry; meanwhile, the Bank has stepped up efforts in loan restructuring and withdrawn from enterprises that are not compliant with the State's industrial policies. The overall asset quality of loans to overcapacity sectors is maintained at a satisfactory level with the loans primarily going to the leading enterprises within the industry and is therefore better protected against risks. However, if the problem of overcapacity in China continues to aggravate and the relevant enterprises receiving credit facilities from the Bank are unable to implement technology upgrade in a timely manner to stay competitive, the quality of loans to the above sectors may be adversely affected.

## *Real Estate Sector*

The Group's loans and advances to the real estate sector primarily comprise loans issued to real estate companies and individual housing loans.

With respect to its real estate loans, the Group follows strictly its credit risk management procedures, including on-going credit monitoring of borrowers' financial information, and strictly enforcing repayment schedules. In addition, the Group has established a regional risk alert system and loan policy adjustment mechanism applicable to the real estate sector.

The Group has instructed its branches to strengthen research of regional and local real estate market conditions, adjust credit guidelines applicable to real estate loans and implement different credit limits to reflect different levels of risk for these loans. The PRC real estate market is subject to volatility and property prices have experienced significant fluctuations in recent years. The PRC Government has plans to and has already implemented certain macroeconomic control and other adjustment measures aiming at managing these fluctuations and preventing the real estate market from over-heating. These policies may have an adverse effect on the growth of the Group's loans to the real estate industry, the quality of loans extended to the real estate industry and the quality of the Group's mortgage loan portfolio. In addition, if the real estate market in the PRC experiences a significant downturn, the value of the real estate securing the Group's loans may decrease, resulting in a reduction in the amount the Group can recover on its loans in the event of default. This may in turn materially and adversely affect the Group's asset quality, business, financial condition and results of operations.

## *LGFVs*

LGFVs are legal entities formed by local governments which are primarily responsible for utilisation of financial capitals and external financing in relation to urban infrastructure. Loans to LGFVs are a part of the loan portfolio of commercial banks in PRC, including the Group's. The Group's loans to LGFVs are primarily utilised by infrastructure projects including transportation and urban projects and land reserve centres. A majority of these projects comprise of loans to provincial-and municipal-level platforms with terms of less than 10 years and are mainly fully or partially covered by operating cash flows of the projects.

The Group attaches great importance to the credit management of LGFVs and has undertaken a series of measures, such as access lists, industry quotas, debt limitation models and regular review, to reduce credit risks associated with loans to LGFVs. The Group intends to further strengthen the risk management of LGFVs. Although the Group has taken a variety of credit risk management measures, it may not discover all potential risks associated with irregular operations, large debts and unsustainable revenues of LGFVs or the potential reform or elimination of non-compliant entities by local governments. In addition, as local government revenues are primarily derived from taxes and land premiums, the economic cycles and fluctuations in the real estate market may also adversely affect the quality of such loans. There can be no assurance that the LGFVs will be able to fulfil their obligations under the terms of the loans on time or at all. Any failure by these LGFVs to fulfil their loan obligations may have a material and adverse effect on the Group's business, financial condition and results of operations.

## ***The formal implementation of the deposit insurance scheme may adversely affect the Group's deposit-taking business and financial position***

The Deposit Insurance Regulations formulated by the State Council came into effect on 1 May 2015, which will result in the formal establishment of a deposit insurance scheme in the PRC. The Deposit Insurance Regulations requires that the commercial banks and other deposit-taking banking financial institutions established in the PRC shall take out deposit insurance and pay deposit insurance premiums to relevant deposit insurance fund management institutions, with such premiums to be used as deposit insurance funds to compensate depositors in the event of the liquidation or similar event of any PRC bank. Under the deposit insurance scheme, upon the liquidation or similar event of any PRC bank, the maximum compensation that a depositor may receive on the total principal and accrued interest deposited with such PRC bank will be capped at RMB500,000.

The deposit insurance premiums to be paid by the Bank in accordance with the Deposit Insurance Regulations and other relevant laws and regulations will increase the Group's operating costs and capital requirements. Furthermore, the deposit insurance scheme may increase competition among PRC banks for deposits as some depositors may consider spreading out their deposits with different PRC banks. This may result deposits currently held with the Group being transferred by depositors to other PRC banks as well as the Group having to offer higher interest rates to retain existing, and attract new, depositors, which may have an adverse effect on the Group's business, financial position and operating results.

***Any deficiencies in the Group's risk management and internal control system may adversely affect the Group's financial condition and results of operations***

With the expansion of its business, products and services, the Group may face significant challenges in risk management and may need to further improve its risk management system. For example, in addition to commercial banking services, the Group provides investment banking, insurance, direct investment, fund management and aircraft leasing services. The risks related to these services are different from those related to commercial banking services. The Group has adopted measures, policies and procedures to improve its risk management and internal control system and strengthen consolidated balance sheet risk management. However, such measures, policies and procedures may not be effective in managing the relevant risks. As a result, the Group's risk management and internal control system still need to be improved. Any deficiencies in the Group's risk management system may affect the Group's ability to respond to these risks. If the risk management system of the Group is unable to effectively manage relevant risks, its financial condition and results of operations may be adversely affected.

The Group assesses specific risks of single corporate clients as well as its overall credit risk through an internal credit assessment system. Its system involves detailed analysis of its borrowers' credit risk, taking into account both quantitative and qualitative factors. Therefore, the Group may be exposed to risks associated with inaccurate assessments. The effectiveness of the Group's credit rating system is also limited by the information available to it and the credit history of its borrowers. The Group has improved its credit policies and guidelines to better process potential risks relating to certain industries, including the real estate industry, and certain borrowers, including affiliated companies and group enterprises. However, the Group may fail to identify these risks on a timely basis given the limited resources and tools available to it. If the Group fails to effectively enforce, constantly follow or continue to improve its credit risk management policies and guidelines, its business operations, financial results and reputation may be materially and adversely affected.

The Group continues to improve its internal control system. The Group's Risk Management and Internal Control Committee under its senior management as well as the risk management and internal control committees of the Group's branches are responsible for ensuring the effective performance of the Group's internal control system. The Group expends significant effort on the development of its internal control system, improvement of its management mechanisms including internal control examination, modification and monitoring of workflow and internal control and compliance assessment, enhancement of the standardisation of management procedures, and strengthening of monitoring of key internal control measures and key positions. In addition, by further increasing the independence, professional competence and effectiveness of its internal audit function, the Group continuously improves its internal audit in overall business and risk management and strengthens the communication between its internal audit committee and external auditor as well as between the management and the internal audit department. However, if the Group's internal control system is not effectively implemented or consistently applied, the Group's business operations, financial results and reputation may be adversely affected.

***The Group may encounter difficulties in effectively implementing centralised management and supervision of its branches and subsidiaries, as well as consistently applying of its policies throughout the Bank, and may not be able to timely detect or prevent fraud or other misconduct by its employees or third parties***

The Group's branches and subsidiaries historically have significant autonomy in their respective operations and managements. In the past, the Group was not always able to timely detect or effectively prevent failures in management at the branch or subsidiary level. In addition, due to limitations in information systems and differences between domestic and overseas regulatory policies, the Group's efforts in detecting or preventing such failures may not be implemented consistently and may not be sufficient to prevent all irregular transactions or incidents.

The Group may be subject to fraud and other misconduct committed by its employees, customers or other third parties, which could adversely affect its business operations and reputation. Common weaknesses that facilitate fraud include inadequate segregation of duties, insufficient internal controls and noncompliance with the Group's internal control policies by the employees. While the Group has implemented measures aimed at detecting and minimising employees' and third parties' misconduct and fraud, it may not always be able to timely detect or prevent such misconduct, and it may need to continue to improve its current, and implement new, policies and measures. If the Group is unable to effectively manage and supervise its branches and subsidiaries, it may not be able to detect or prevent fraud or other misconduct of its employees or third parties in a timely manner, which may result in damage to its reputation and an adverse effect on its business, financial condition, results of operations and prospects.

***The Group is subject to fluctuations in interest rates and exchange rates and other market risks***

The Group's results of operations significantly depend on its net interest income. Fluctuations in interest rates could adversely affect the Group's financial condition and results of operations in different ways. For example, a fall in interest rates may result in a decrease in the interest income of the Bank and an increase in interest rates will normally result in a decline in the value of its fixed rate debt securities. Moreover, the gradual liberalisation of the regulation of interest rates may result in greater interest rate volatility as well as intensified competition in deposit and lending businesses. Such competition could result in an increase in cost of funds and a decrease in pricing on loans, which in turn could lead to a decrease in the Group's net interest income. In addition, despite the withdrawal of interest rate regulations on loans which allows the Group to charge different interest rates to borrowers with different credit ratings, the Group may not be able to benefit from such measures due to increased competition. A significant portion of the Group's outstanding interest-earning assets and, interest-bearing liabilities are denominated in foreign currencies. As a result, the Group's financial condition and results of operations are also affected by fluctuations in the interest rates associated with these foreign currencies.

The Group conducts a substantial portion of its business in Renminbi, with certain transactions denominated in U.S. dollars, HK dollars and, to a much lesser extent, other currencies. The Group's primary subsidiary, Bank of China (Hong Kong) Limited ("**BOCHK**"), conducts a substantial portion of its business in HK dollars and Renminbi. The Group endeavours to manage fund source and application to minimise potential mismatches in accordance with management directives. However, the Group's ability to manage its foreign currency positions in relation to the Renminbi is limited as the Renminbi is not a completely freely convertible currency.

The value of Renminbi against U.S. dollar, Euro and other currencies fluctuates and is affected by many factors, such as changes in political and economic conditions in the PRC and globally. On 21 July 2005, the PRC Government introduced a managed floating exchange rate system to allow the value of Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. In July 2008, the PRC Government announced that its exchange rate regime would change into a managed floating mechanism based on market supply and demand. Given domestic and overseas economic developments, PBOC adjusted the Renminbi exchange rate regime in April 2012 to enhance the flexibility of the Renminbi exchange rate. The PRC Government may make further adjustments to the exchange rate system in the future. Any appreciation of Renminbi against U.S. dollar, Euro or any other foreign currency may result in a decrease in the value of the Group's foreign currency-denominated assets. Conversely, the Group is required to obtain approval from the SAFE before converting foreign currencies into Renminbi for non-current account transactions, such as repayment of the principal of loans and equity investments. All these factors may adversely affect the Group's business, financial condition and results of operations, as well as its compliance with the capital adequacy ratios and operating ratios requirements.

To the extent the Group's foreign currency-denominated assets and liabilities cannot be matched in the same currency or appropriately hedged, fluctuations in foreign currency exchange rates against Renminbi may adversely affect the Group's financial condition and results of operations.



***There are operational risks associated with the Group's industry which, if realised, may have an adverse impact on its business operation***

Like all other financial institutions, the Group is exposed to many types of operational risks, including the risk of fraud, unauthorised transactions or other misconduct by employees (including the violation of regulations for the prevention of corrupt practices, as well as other regulations governing the Group's business activities), or operational errors, including clerical or record keeping errors or errors resulting from computer or telecommunications systems failure. The Group is also exposed to the risk that external vendors may fail to fulfil their contractual obligations to it (or will be subject to the same risk of fraud or operational errors by their employees). Moreover, the Group is exposed to the risk that its (or its vendors') business continuity and data security systems prove not to be sufficient in case of a system failure or natural disaster.

Given the Group's high volume of transactions, certain errors may be repeated or compounded before they are discovered and successfully rectified. In addition, the Group's dependence upon automated systems to record and process transactions may further increase the risk of technical system flaws or employee tampering or manipulation of those systems. The Group may also be subject to disruptions of its operating systems, arising from events that are wholly or partially beyond its control (including, for example, natural disasters, external network attacks or electrical or telecommunication outages), which may give rise to a deterioration in customer service and to loss or liability to it. Although, like all banks, the Group maintains monitoring and controlling system designed to reduce operational risks, the Group has suffered losses from operational risks and there can be no assurance that the Group will not suffer losses from operational risks in the future. The Group's reputation could be adversely affected by the occurrence of any such events involving its employees, customers or third parties. In addition to internal factors that may affect the Group's operations, the rapid growth and expansion of its business in recent years may have also resulted in increasing complexity in its internal and external control systems and risk management measures, which may add to its operational risks.

***The Group's expanding range of products and services exposes it to new risks***

The Group has been expanding and intends to continue to expand the range of its products and services. Expansion of its business activities and product range exposes the Group to a number of risks and challenges, including the following:

- if the Group fails to promptly identify and expand into new areas of business to meet the increasing demand for certain products and services, the Group may fail to maintain its market share or lose some of its existing customers;
- the Group may not have sufficient experience or expertise in certain new products and services and may not compete effectively in these areas;
- the new products and services may not be accepted by the Group's customers or meet its expectations for profitability;
- the new products and services may give rise to potential disputes or claims from customers;
- the Group may not be able to hire new personnel or retrain current personnel to enable it to conduct new business activities;
- the Group may fail to obtain regulatory approval for its new products or services; and
- the Group may not be successful in enhancing its risk management capabilities and information technology systems to support a broader range of products and services. If the Group is unable to achieve the intended results from the expansion of its range of products and services, its business, financial condition and results of operations may be materially and adversely affected.

The continuous rapid growth of the business of the Bank raises higher requirements on management and operation levels and brings various risks and challenges to the Bank. Regardless of the Bank's active efforts in improving corporate structure and governance, it takes time for the Bank to implement the relevant measures and the relevant measures may be unable to enhance such aspects of the Bank as corporate structure and governance as anticipated.

The Bank may require additional capital in order to sustain its business growth. The ability of the Bank to increase capital is subject to various factors, including the Bank's future financial conditions, the approval from governmental and regulatory authorities and the overall conditions of the market.

If the Bank fails to keep growing at the current speed or any new business activity may not achieve expected results or the Bank fails to increase capital and successfully address risks and challenges brought by rapid growth, the Group's business, financial condition, results of operations and prospects may be adversely affected.

***The Group is subject to credit and liquidity risks with respect to certain off-balance sheet commitments***

In the normal course of its business, the Group makes commitments and guarantees which are not reflected as liabilities on its statement of financial position, including commitments, guarantees and letters of credit relating to the performance of its customers. The Group is subject to the credit risk of its customers as a result of these off-balance sheet undertakings. Over time, the creditworthiness of the Group's customers may deteriorate and the Group may be called upon to fulfil its commitments and guarantees in case any of its customers fail to perform their obligations owed to third parties. If the Group is unable to obtain payment or indemnification from its customers in respect of these commitments and guarantees, its business, financial condition and results of operations may be adversely affected.

***The Group is subject to the supervision and inspection of regulators in jurisdictions where it operates***

The Group is subject to supervision and regular and irregular inspection by the PRC's regulatory institutions and other administrative institutions, including the Ministry of Finance, PBOC, CBIRC, China Securities Regulatory Commission ("CSRC"), the State Administration of Taxation, the State Administration of Industry & Commerce, SAFE, the National Development and Reform Commission (the "NDRC") and the National Audit Office and their local counterparts where the Group operates. The Group's branches and regulated subsidiaries must follow local laws, regulations and regulatory requirements of relevant local regulatory institutions. There can be no assurance that the Group's branches and sub-branches will be able to meet the applicable laws and regulatory requirements at all times. Any failure of the Group to meet these requirements may result in fines, penalties or sanctions which may adversely affect the Group's operations, reputation, business, financial position and results of operations.

***The Group implements sanctions compliance policies in accordance with relevant external sanctions regulations. Changes in these sanction regulations could change from time to time***

The U.S. currently imposes various economic sanctions, which are administered mainly by the U.S. Treasury Department's Office of Foreign Assets Control and the U.S. State Department. For instance, U.S. persons can be prohibited from engaging in any transactions with a designated target of certain sanctions, including the purchase and sale of, and receipt of payments under, securities issued by such designated target. Similar sanctions are administered by the UK, the European Union, United Nations Security Council and other applicable jurisdictions. These sanctions are intended to address a variety of policy concerns, among other things denying certain countries, and certain individuals and entities, the ability to support international terrorism and to pursue weapons of mass destruction and missile programmes.

The Group attaches great importance to sanctions compliance and follows the requirements of sanctions resolutions, laws, regulations and regulatory rules of the United Nations Security Council, PRC and other applicable jurisdictions. According to the Bank's compliance policy, no financial service shall be provided to any sanctioned countries, entities or individuals which are prohibited by sanctions. Sanctions regulations will change from time to time, and any such changes above could adversely affect the Group's business, results of operation and financial condition.

***The Group is subject to risks associated with its derivative transactions and investment securities***

The Group enters into derivative transactions primarily for trading, asset and liability management and on behalf of its customers. There are credit, market and operational risks associated with these transactions. In addition, there is not a complete set of market practice and documentation records in the PRC's derivative market and the PRC courts have limited experience in dealing with issues related to derivative transactions. This may further increase the risks associated with these transactions. In addition, the Group's ability to monitor, analyse and report these derivative transactions is subject to the development of the Group's information technology system. As a result, the Group's financial condition and results of operations may be adversely affected by these derivative transactions.

The investments of the Group in securities including bonds, shares or other financial instruments, both domestically issued in the PRC and offshore. Such investments are subject to credit, market liquidity and other types of risks associated with such investments.

The Group will continue to closely follow up with the developments in the international financial markets and assess impairment allowances on related assets in a prudent manner in accordance with IFRS. Any non-performance or default by the counterparty or volatility of the markets or liquidity of the markets in which may have an adverse effect on the Group's financial condition and results of operations.

***The Group's liquidity may be adversely affected if it fails to maintain its deposit growth or if there is a significant decrease in its deposits***

Most of the funding requirements of the Group's commercial banking operations are met through short-term funding, principally in the form of deposits, including customer and inter-bank deposits. Although the Group has established a liquid assets investment portfolio to supplement its on-going liquidity needs, it continues to rely primarily on customer deposits to meet its funding needs. While the Group's short-term customer deposits have been a stable and predictable source of funding, there can be no assurance that the Group will always be able to rely on this source of funding. If the Group fails to maintain its deposit growth or if there is a significant decrease in its deposits, the Group's liquidity position, business, financial condition and results of operations may be adversely affected. Should any of these events occur, the Group may need to seek more expensive sources of funding to meet its funding requirements.

In addition, there are mismatches between the maturity of the Group's assets and the maturity of its liabilities. If the mismatches between the maturity of its assets and the maturity of its liabilities widen significantly, the Group's liquidity position could be adversely affected and funding from higher-cost source has to be obtained. Furthermore, the Group's ability to obtain additional funds may also be affected by other factors, including factors beyond the Group's control, such as the deterioration of overall market conditions, disturbances to the financial markets or a downturn in the industries where it has substantial credit exposure. All of these factors may result in significant adverse effects on the Group's liquidity, business, financial position and results of operations. See also "*Risk Factor – Risks Relating to the PRC Banking Industry*" for additional information relating to the PRC banking regulatory regime.

***The Group's provisioning policies and loan classification may be different in certain respects from those applicable to banks in certain other countries or regions***

The Group determines a level of allowance for impairment losses and recognises any related provisions made in a year using the concept of impairment under International Financial Reporting Standard No. 9 – Financial Instruments (“**IFRS 9**”). The Group’s provisioning policies may be different in certain respects from those of banks incorporated in certain other countries or regions which do not assess loans under IFRS 9. As a result, the Group’s allowance for impairment losses, as determined under those provisioning policies, may differ from those that would be reported if it was incorporated in those countries or regions.

The Group classifies its loans as “pass”, “special-mention”, “substandard”, “doubtful” and “loss” by using the five-category classification system according to requirements of CBIRC. Its five-category classification system may be different in certain respects from those banks incorporated in certain other countries or regions. As a result, it may reflect a different degree of risk than what would be reported if the Group was incorporated in those countries or regions.

***The Group may not be able to detect money laundering and other illegal or improper activities, which could expose it to additional liability and harm its business***

The Group is required to comply with applicable anti-money laundering laws, anti-terrorism laws and other regulations in the PRC and other jurisdictions in which it has operations. These laws and regulations require the Group, among other things, to formulate “know your customer” policies and procedures and to report suspicious and large transactions to the applicable regulatory authorities in different jurisdictions.

While the Group has adopted policies and procedures aimed at detecting and preventing the use of its banking network for money laundering activities or by terrorists and terrorist-related organisations and individuals generally, such policies and procedures may not completely eliminate instances where the Group may be used by other parties to engage in money laundering or other illegal or improper activities. To the extent the Group may fail to fully comply with applicable laws and regulations, the relevant government agencies to whom the Group reports have the power and authority to impose fines and other penalties on the Group, which may materially and adversely affect the Group’s reputation, business, financial condition and results of operation.

***The Group's business is highly dependent on the proper functioning and improvement of its information technology systems. Malfunction of or failure to improve or upgrade the information technology systems timely could have an adverse effect on the Bank's business***

The Group is highly dependent on the ability of its information technology systems to accurately process a large number of transactions across numerous and diverse markets and products in a timely manner. The proper functioning of the Group’s financial control, risk management, accounting, customer service and other data processing systems, together with the communication networks among the Group’s various branches and sub-branches and its main data processing centres, are critical to the Group’s business operations and its ability to compete effectively. The Group has developed an information system operation and management procedure based on the best practice and passed the certification of ISO 20000 standard of information technology (“**IT**”) operation and maintenance. The Group has established information security management system covering areas such as physical environment security, operational security, access control and information security event management. Such security management system complies with international standards and is certified with ISO 27001 international standards. The Group has developed a comprehensive IT emergency response mechanism and work process to cope with IT emergencies and formulated contingency plans covering all application systems, infrastructure and key equipment, which ensures prompt and effective response to IT emergencies. The Group has maintained backup data and developed a disaster recovery process under the “two locations and three centres” framework to ensure the continued function of the information system in disastrous events and the ability to cope with regional disastrous events effectively. However, the Group’s operations may be materially disrupted if there is fatal malfunction or regional major disaster. In addition, any security event caused by loss or corruption of data and malfunction of software, hardware or other computer equipment could have a material and adverse effect on the Group’s reputation, business, financial condition and results of operations.

The Group's ability to remain competitive will depend largely on its ability to upgrade its IT systems on a timely and cost-effective basis. In addition, the information available to and received by the Group through its existing IT systems may not be timely or sufficient enough for it to manage risks and plan for, and respond to, market changes and other developments in its current operating environment. As a result, the Group is making and intends to continue making investments to improve or upgrade its IT systems. Any failure to improve or upgrade its IT systems effectively or on a timely basis could adversely affect the Group's competitiveness, business, financial condition and results of operations.

***Internet banking services involve risks of security breaches***

Internet banking activities involve the electronic storage and transmission of confidential information, which are vulnerable to unauthorised access, external network attacks and other disruptions. These possible security threats could expose the Group to liability and damage its reputation. Costs incurred in preventing security threats may be high and may adversely affect the Group's business, financial condition and results of operations. The failure of the Group to detect any defects in software products which are used in providing its internet banking services and an unexpected and sudden high volume of internet traffic may have an adverse effect on the Group's internet banking business.

***There can be no assurance of the accuracy or comparability of facts, forecasts and statistics contained in the Offering Circular with respect to the Bank, the Group, the PRC, its economy or its banking industry***

Certain facts, forecasts and statistics in the Offering Circular relating to the PRC, the PRC's economy and global banking industries and the Bank's market share and ranking are derived from various official and other publicly available sources which are generally believed to be reliable. However, the Bank cannot guarantee the quality and reliability of such source materials. In addition, these facts, forecasts and statistics have not been independently verified by the Bank, the Group, or any of their respective directors, employees, representatives, affiliates or advisers and, therefore, none of them makes any representation as to the accuracy or fairness of such facts, forecasts and statistics, which may not be consistent with other information compiled within or outside the PRC and may not be complete or up to date. The Bank has taken reasonable care in reproducing or extracting the information from such sources. However, because of possibly flawed or ineffective methodologies underlying the published information or discrepancies between the published information and market practice and other problems, these facts, forecasts and other statistics may be inaccurate or may not be comparable from period to period or be comparable to facts, forecasts or statistics produced for other economies and should not be unduly relied upon.

**Risks relating to the PRC**

***The slowdown of the PRC's economy caused in part by the recent challenging global economic conditions may adversely affect the Group***

The Group relies, to a significant degree, on its domestic operations to achieve revenue growth. Domestic demand for banking services is materially affected by growth of private consumption and overall economic growth in the PRC. The global crisis in financial services and credit markets in 2008 has caused a slowdown in the economic growth in many countries, including the PRC. Although the PRC's economic growth has increased compared to its level immediately after the global financial crisis, it has displayed signs of slowdown as evidenced by a decrease in the growth rate of the PRC's gross domestic product ("GDP") in recent years. This was caused by a combination of factors most of which are beyond our control, such as the global economic conditions, governmental policies and changes in market dynamics globally and regionally. In 2019, the PRC Government reported a GDP of RMB99.65 trillion, representing year-on-year growth of 6.0 per cent. In 2020, the PRC Government reported a GDP of RMB101.36 trillion, representing year-on-year growth of 2.2 per cent. In 2021, the PRC Government reported a preliminary GDP of RMB114.37 trillion, representing year-on-year growth of 8.1 per cent. Although the PRC Government has recently taken several measures and actions with an aim to increase investors' confidence in the PRC economy, there can be no assurance that those measures will be effective.

Furthermore, the sustained tension between the United States and China over trade policies could undermine the stability of the global economy. The United States and China have been involved in disputes over trade barriers that have escalated into a trade war between the two countries. Both countries have implemented tariffs on certain imported products from the other, casting uncertainty over tariffs and barrier to entry for products on both sides. The two governments have entered into an initial phase one agreement to resolve the disputes on 15 January 2020. However, there are uncertainties as to when and whether the phase two negotiations will begin and whether the two governments will continue to fulfil their respective obligations under the phase one agreement. All these would add to the uncertainties relating to the overall prospects for the global and the PRC economies, which may have a material adverse impact to the Group's business, prospects, financial conditions and results of operations.

***The Group's business may be affected by the PRC's economic, political and social conditions and the prospects of the industries in which its loans are concentrated***

A significant majority of the Group's businesses, assets and operations are located in the PRC. Accordingly, its financial condition, results of operations and business prospects are, to a significant degree, subject to the economic, political, legal and social developments in the PRC. The PRC's economy differs from the economies of most developed countries in many respects, including, among others, government involvement, level of development, growth rate, control of foreign exchange and allocation of resources.

The PRC economy has been undergoing a transition from a planned economy to a market-oriented economy. A substantial portion of productive assets in the PRC is still owned by the PRC Government. The PRC Government also exercises significant control over the PRC's economic growth by allocating resources, setting monetary policy and providing preferential treatment to particular industries or companies. In recent years, the PRC Government has pushed forward a large number of economic reform measures to introduce market forces and promote the establishment of sound corporate governance structures. Such economic reform measures may be adjusted, modified or applied differently depending on the industries and regions of the country. As a result, the Group may not benefit from certain of such measures.

The PRC Government has the power to implement macroeconomic controls affecting the PRC's economy. The PRC Government has implemented various measures in an effort to control the growth rate of certain industries and restrain inflation. As measured by GDP, the PRC has been one of the world's fastest growing economies in recent years. In 2019, the PRC Government reported a GDP of RMB99.65 trillion, representing a year-on-year growth of 6.0 per cent. In 2020, the PRC Government reported a GDP of RMB101.36 trillion representing year-on-year growth of 2.2 per cent. In 2021, the PRC Government reported a preliminary GDP of RMB114.37 trillion, representing year-on-year growth of 8.1 per cent. However, the PRC may not be able to sustain such a growth rate. During the recent global financial crisis and economic slowdown, the growth of the PRC's GDP slowed down. (See "*Risks relating to the PRC – The slowdown of the PRC's economy caused in part by the recent challenging global economic conditions may adversely affect us*" above.) If the PRC's economy experiences a decrease in growth rate or a significant downturn, any unfavourable business environment or economic condition for the Group's customers could negatively impact their ability or willingness to repay their loans and reduce their demand for the Group's banking services. As a result of the foregoing, the Group's business, financial condition and results of operations may be materially and adversely affected.

***Interpretation and implementation of the PRC laws and regulations may involve uncertainties***

The Bank is incorporated and exists under the laws of the PRC. The PRC legal system is based on written statutes. Since the late 1970s, the PRC has promulgated laws and regulations dealing with legal relations in respect of such economic matters as foreign investment, corporate organisation and governance, commerce, taxation and trade, with a view towards developing a comprehensive system of commercial law. However, as many of these laws and regulations are relatively new and continue to evolve, especially with respect to the PRC banking regulatory regime, these laws and regulations may be subject to different interpretations and inconsistently enforced. In addition, there is only a limited volume of published court decisions, which may be cited for reference but are not

binding on subsequent cases and have limited precedential value. These uncertainties relating to the interpretation and implementation of the PRC laws and regulations may adversely affect the legal protections and remedies that are available to the Group in its operations and to holders of the Notes.

For example, NDRC issued the NDRC Circular on 14 September 2015, which came into effect on the same day. According to the NDRC Circular, domestic enterprises and their overseas controlled entities shall procure the registration of any debt securities issues outside the PRC with NDRC prior to the issue of the securities and notify the particulars of the relevant issues within 10 working days after the completion of the issue of the securities. The NDRC Circular is silent on the legal consequences of non-compliance with the pre-issue registration requirement. In the worst case scenario, if pre-issue registration is required but not complied with, it might become unlawful for the Issuer to perform or comply with any of its obligations under the Notes and the Notes might be subject to the enforcement as provided in Condition 15 (*Events of Default*). Potential investors of the Notes are advised to exercise due caution when making their investment decisions. Similarly, there is no clarity on the legal consequences of non-compliance with the post-issue notification requirement under the NDRC Circular.

On 11 January 2017, the PBOC promulgated the Circular on Issues concerning the Macro-prudential Management of Full-covered Cross-border Financing (Yin Fa [2017] No. 9) (中國人民銀行關於全口徑跨境融資宏觀審慎管理有關事宜的通知) (the “**2017 PBOC Circular**”). Under the 2017 PBOC Circular, financial institutions are required to file relevant operating rules and internal control policies and the details of the calculation of their outstanding foreign debt and foreign debt limit with PBOC or SAFE before making their first cross-border financing transaction and they are required to report to PBOC or SAFE of the amount of its capital fund and the financing agreement when a financing agreement is signed and before the drawdown of the loan or issue of debt securities, report its cross-border income after such drawdown, and report its cross-border payments after making interest or principal payments. In addition, financial institutions are also required to report to PBOC or SAFE on the fifth working day of each month on the foreign debt it has borrowed and the change in its outstanding foreign debt during the previous month. The Bank is one of the 27 designated banks required to carry out the aforesaid reporting procedures. The 2017 PBOC Circular is a new regulation and is subject to interpretation and application by relevant PRC authorities. The 2017 PBOC Circular applies to the issue of Notes under the Programme by the Bank or its onshore branches but does not explicitly state whether it applies to offshore branches of financial institutions incorporated in the PRC.

Further, for the purpose of calculating the risk-weighted cross-border financing balance as prescribed in the 2017 PBOC Circular, the foreign debt (including but not limited to the Notes) of offshore branches of financial institutions in the PRC are excluded from the calculation unless PBOC requires that the foreign debt be included if issue proceeds of the Notes is remitted into the PRC. If reporting is required but not complied with, PBOC and/or SAFE may, among other things, (a) issue a notice of censure, (b) request rectification within a time limit, (c) impose a penalty according to the Law of People’s Republic of China on the People’s Bank of China and the Regulation of the People’s Republic of China on the Management of Foreign Exchanges, (d) suspend cross-border financing of the institution, and (e) collect risk reserves from the institution. In addition, in the worst case scenario, if reporting is required but not complied with, it might become unlawful for the Issuer to perform or comply with any of its obligations under the Notes and the Notes might be subject to the enforcement as provided in Condition 14 (*Events of Default*). Pursuant to the Approval by the Enterprise Borrowing Foreign Debt Registration Certificate of 2022 (Fa Gai Ban Wai Zi Bei [2022] No. 328) (《企業借用外債備案登記證明》(發改辦外資備[2022]328號)) issued by the NDRC General Office on 1 April 2022 (the “**NDRC Approval**”), separate pre-issuance registration with NDRC with respect to the Notes is not required provided that the Notes are issued within the foreign debt quota of the NDRC Approval. This NDRC Approval is subject to interpretation and application by relevant PRC authorities and the above-described uncertainties that apply to the 2017 PBOC Circular also apply to such approval.

***Any force majeure events, including future occurrence of natural disasters or outbreaks of contagious diseases in the PRC or elsewhere, may have an adverse effect on the Group's business operations, financial condition and results of operations***

Any natural disasters or outbreaks of health epidemics and contagious diseases, including avian influenza, severe acute respiratory syndrome, or SARS, swine flu caused by H1N1 virus, or H1N1 Flu, and the coronavirus disease 2019 (“COVID-19”) may adversely affect the Group’s business, financial condition and results of operations. Possible force majeure events may give rise to additional costs to be borne by the Group and have adverse effects on the quality of its assets, business, financial condition and results of operations. An outbreak of a health epidemic or contagious disease could result in a widespread health crisis and restrict the level of business activity in affected areas, which may in turn adversely affect the Group’s business. In particular, the on-going COVID-19 pandemic has resulted in many countries, including China, Japan, the United States, members of the European Union and the UK, declaring a state of emergency and imposing extensive business and travel restrictions from time to time with a view to containing the pandemic. Widespread reductions in consumption, industrial production and business activities arising from the COVID-19 pandemic will significantly disrupt the global economy and global markets and is likely to result in a global economic recession. In addition, COVID-19 has led to significant volatility in the global markets across all asset classes, including stocks, bonds, oil and other commodities and this volatility may persist for some time.

In early 2021, vaccination programmes were rolled out in various countries, including the United States, China, the European Union and the United Kingdom. However, the effect of the vaccination programmes on the COVID-19 pandemic remains uncertain, and some countries are experiencing another wave of the COVID-19 pandemic, in some cases of new variants of COVID-19 such as the Delta variant and the Omicron variant. The Omicron variant in particular appears to be highly transmissible and this has resulted in a significant increase in cases globally, including China, where the Bank’s primary operations are located. These or future variants of COVID-19 could also prove to be more resistant to vaccines. The impact of different variants cannot be predicted at this time, and could depend on numerous factors, including vaccination rates among the population, the effectiveness of COVID-19 vaccines against such variants, and the response by governments. In China, the outlook for COVID-19 remains unpredictable and its long-term implications on the Group’s business and results of operations locally are uncertain as China is still battling continued waves of COVID-19.

There is no assurance that the outbreak will not lead to decreased demand for services the Group provides; nor is there assurance that the outbreak’s adverse impact on the PRC economy and the Group’s customers will not adversely affect the level of non-performing loans. The outbreak may also adversely affect the Group’s ability to keep normal operations and provide uninterrupted services to its customers. Moreover, the PRC has experienced natural disasters like earthquakes, floods and drought in the past few years. For example, in May 2008 and April 2010, the PRC experienced earthquakes with reported magnitudes of 8.0 and 7.1 on the Richter scale in Sichuan and Qinghai provinces respectively, resulting in the death of tens of thousands of people. Any future occurrence of severe natural disasters in the PRC may adversely affect its economy and in turn the Group’s business. There can be no guarantee that any future occurrence of natural disasters or outbreak of avian influenza, SARS, H1N1 Flu, COVID-19 or other epidemics, or the measures taken by the PRC Government or other countries in response to a future outbreak of avian influenza, SARS, H1N1 Flu, COVID-19 or other epidemics, will not seriously interrupt the Group’s operations or those of its customers, which may have an adverse effect on its business, financial condition and results of operations.



***Investors may experience difficulties in effecting service of legal process and enforcing judgments against the Group and the Group's management***

The Issuer and a number of the Group's subsidiaries are incorporated in the PRC and a substantial portion of the Group's assets are located in the PRC. In addition, a number of the Group's directors and senior management reside within the PRC and the assets of the Group's directors and officers may be located within the PRC. As a result, it may not be possible to effect service of process outside the PRC upon such directors and senior management, including for matters arising under applicable securities law. The Issuer has irrevocably submitted to the exclusive jurisdiction of the Hong Kong courts in the transaction documents relating to the Notes. Hong Kong and the PRC have entered into certain arrangements on the reciprocal recognition and enforcement of judgments in civil and commercial matters (the "**Reciprocal Arrangements**") which allow for a final court judgment (relating to the payment of money or other civil or commercial proceeding) rendered by a Hong Kong court or PRC court (as the case may be) to be recognised and enforced in the PRC or Hong Kong (as the case may be), provided certain conditions are met. However, certain matters may be excluded under the Reciprocal Arrangements and a judgment may be refused to be recognised and enforced by the requested place in certain circumstances such as for public policy reasons or where the judgment was obtained by fraud. As a general matter, a judgment of a court of another jurisdiction may be reciprocally recognised or enforced if the jurisdiction has a treaty with the PRC or if judgments of the PRC courts have been recognised before in that jurisdiction, subject to the satisfaction of other requirements. The PRC signed the Hague Convention on Choice of Court Agreements (the "**Hague Convention**") in September 2017 which is intended to promote the use of exclusive choice of court agreements in international contracts and facilitate the creation of a recognition and enforcement regime for court judgements between contracting States. However, the signing of the Hague Convention does not have currently have any legal effect until it is ratified by the PRC Government. The PRC has not entered into treaties or arrangements providing for the reciprocal recognition and enforcement of judgments of courts with numerous countries, including Japan, the United States and the UK. Therefore, it may be difficult for Noteholders to enforce any judgments obtained from such foreign courts against the Group, the Issuer or any of their respective directors or senior management in the PRC.

**Risks Relating to the Global Economy**

***Uncertainties and instability in global market conditions could adversely affect the Group's business, financial condition and results of operations***

The global economic slowdown and turmoil in the global financial markets that started in the second half of 2008 had a negative and lasting impact on the world economy, which in turn affected the PRC real estate industry and many other industries. Subsequently, global markets and economic conditions were adversely affected by the credit crisis in Europe, the credit rating downgrade of the United States, recent conflicts between Russia and Ukraine and heightened market volatility in major stock markets. In addition, on 31 January 2020, the UK officially exited the European Union following a UK-EU Withdrawal Agreement signed in October 2019. The UK and the European Union had a transition period which ended on 31 December 2020 to negotiate, among others, trade agreements in detail. The EU and the UK announced their agreement on a Trade and Cooperation Agreement ("**TCA**") on 24 December 2020, and the TCA was provisionally applied from 1 January 2021 and ratified by the European Parliament on 28 April 2021. This event has resulted in a downgrade of the credit ratings of the UK and the uncertainty before, during and after the period of negotiation may also create a negative economic impact and increase volatility in global markets.

The outlook for the world economy and financial markets remains uncertain. In Europe, several countries continue to face difficulties surrounding sovereign debt. In Asia and other emerging markets, some countries are expecting increasing inflationary pressure as a consequence of liberal monetary policy or excessive foreign fund inflow, or both. In the Middle East, Eastern Europe and Africa, political unrest in various countries has resulted in economic instability and uncertainty. China's economic growth may slow due to weakened exports as well as recent developments surrounding the trade-war with the United States. Starting in April 2018, the United States imposed tariffs on steel and aluminium imports from China, and later on 6 July 2018, the United States

imposed 25 per cent. tariffs on U.S.\$34 billion worth of Chinese goods as part of President Donald Trump's tariffs policy. In turn, the PRC responded with similarly sized tariffs on United States' products. On 18 September 2018, President Donald Trump imposed 10 per cent. tariffs on approximately U.S.\$200 billion worth of Chinese goods and plans to further increase the rate to 25 per cent. in January 2019. In return, the PRC responded with tariffs on U.S.\$60 billion of U.S. goods. The rhetoric surrounding the trade war continues to escalate and neither side has been willing to resume stalled trade negotiations. The amicable resolution of such a trade war remains elusive, and the lasting impacts any trade war may have on the PRC economy and the PRC real estate industry uncertain. Should the trade war between the United States and the PRC begin to materially impact the PRC economy, the purchasing power of our customers in the PRC would be negatively affected, which would have a material and adverse impact on our business, financial condition and results of operation. Moreover, as the PRC is transitioning to a consumption-based economy, the forecast growth rate of the PRC is expected to be significantly lower than its average growth rate over the past thirty years. In addition, the escalating tensions between the PRC and the United States, including ongoing trade disputes and deterioration in diplomatic relations, have contributed to increased market volatility, weakened consumer confidence and diminished expectations for economic growth around the world. Some of these tensions have manifested themselves through actions taken and sanctions imposed by the governments of the United States and the PRC in 2020 and early 2021. The United States has imposed a range of sanctions and trade restrictions on Chinese persons and companies, focusing on entities the United States believes are involved in human rights violations, information technology and communications equipment and services, and military activities, among others. In response, the PRC has announced a number of sanctions and trade restrictions that target or provide authority to target foreign officials and companies, including those in the United States. Heightened geopolitical tensions between the United States and the PRC continue to cause significant uncertainty in the global macroeconomy.

On 12 March 2020, the World Health Organisation declared COVID-19 as a global pandemic. The COVID-19 pandemic has resulted in many countries, including China, Japan, the United States, members of the European Union and the UK, declaring a state of emergency and imposing extensive business and travel restrictions with a view to containing the pandemic. Widespread reductions in consumption, industrial production and business activities arising from the COVID-19 pandemic will significantly disrupt the global economy and global markets and is likely to result in a global economic recession. In addition, COVID-19 has led to significant volatility in the global markets across all asset classes, including stocks, bonds, oil and other commodities and this volatility may persist for some time. Continued spread of the pandemic globally and the rise in new variations of the pandemic, such as Delta and Omicron continue to exert uncertainties on the global economy and global markets. As the COVID-19 pandemic continues to adversely affect business activities globally, governments and central banks across the world have introduced or are planning fiscal and monetary stimulus measures including direct subsidies, tax cuts, interest rates cuts, quantitative easing programmes and suspension or relaxation of prudential bank capital requirements. These measures aim to contain the economic impact of the COVID-19 pandemic, stabilise the capital markets and provide liquidity easing to the markets. In addition, the PRC regulators have promulgated a series of measures to encourage PRC financial institutions to increase financial support to business and consumers to combat the challenges arising from the COVID-19 pandemic.

The continuing slowdown of the global economy and increasing uncertainties in financial markets could adversely affect the Bank's business, financial condition and results of operations in many ways, including, among other things:

- during a period of economic slowdown, there is a greater likelihood that more of the Bank's customers or counterparties might default on their loan repayments or other obligations to the Bank, which, in turn, could result in the Bank recording a higher level of non-performing loans, allowance for impairment losses and write-offs;
- the increased regulation and supervision of the financial services industry, including the proposed implementation of new capital adequacy requirements under the Basel III, may restrict the Bank's business flexibility and increase its compliance and operating costs;

- the value of the Bank’s investments in debt securities issued by overseas governments and financial institutions may significantly decrease;
- the Bank’s ability to raise additional capital on favourable terms, or at all, could be adversely affected; and
- trade and capital flow may further contract as a result of protectionist measures being introduced in certain markets, which could cause a further slowdown in economies and adversely affect the Bank’s business prospects.

Any potential market and economic downturns, economic slowdown or geopolitical uncertainties in the PRC, its neighbouring countries or regions or the rest of the world may exacerbate the risks relating to the PRC capital markets. In addition, global economic uncertainty and the slowdown in PRC economic growth have precipitated, and may continue to raise the possibility of, fiscal, monetary, regulatory and other governmental actions.

The Bank cannot assure the investors that the various macroeconomic measures and monetary policies adopted by the PRC Government will be effective in maintaining a sustainable growth in China’s economy. If further economic downturn occurs, the Bank’s businesses, financial condition and results of operations could be materially and adversely affected.

Please see also “*Risks Relating to the Group’s Business*” and “*The Group is subject to risks associated with its derivative transactions and investment securities*” for further details.

### **Risks Relating to the Market Generally**

Set out below is a brief description of certain market risks, including liquidity risk, exchange rate risk, interest rate risk and credit risk:

***Notes issued under the Programme have no current active trading market and may trade at a discount to their initial offering price and/or with limited liquidity***

Notes issued under the Programme will be new securities which may not be widely distributed and for which there is currently no active trading market (unless in the case of any particular Series, such Series is to be consolidated with and form a single series with a Series of Notes which is already issued). If the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Relevant Obligor(s). If the Notes are trading at a discount, investors may not be able to receive a favourable price for their Notes, and in some circumstances, investors may not be able to sell their Notes at all or at their fair market value. Although application has been made to the Hong Kong Stock Exchange for the Notes issued under the Programme to be admitted to listing on the Hong Kong Stock Exchange, there is no assurance that such application will be accepted, that any particular Series of Notes will be so admitted or that an active trading market will develop. In addition, the market for investment grade has been subject to disruptions that have caused volatility in prices of securities similar to the Notes issued under the Programme. Accordingly, there is no assurance as to the development or liquidity of any trading market, or that disruptions will not occur, for any particular Series of Notes.

***Exchange rate risks and exchange controls may result in investors receiving less interest or principal than expected***

Each Relevant Obligor will pay principal and interest on the Notes in the currency specified in the relevant Pricing Supplement (the “**Specified Currency**”). This presents certain risks relating to currency conversions if an investor’s financial activities are denominated principally in a currency or currency unit (the “**Investor’s Currency**”) other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor’s Currency) and the risk that authorities with jurisdiction over the Investor’s Currency may impose or modify exchange controls. An appreciation

in the value of the Investor's Currency relative to the Specified Currency would decrease (1) the Investor's Currency equivalent yield on the Notes, (2) the Investor's Currency equivalent value of the principal payable on the Notes, and (3) the Investor's Currency equivalent market value of the Notes.

Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal.

***Changes in market interest rates may adversely affect the value of Notes that carry a fixed interest rate ("Fixed Rate Notes")***

Investment in Fixed Rate Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of Fixed Rate Notes.

***Credit ratings may not reflect all risks***

One or more independent credit rating agencies may assign credit ratings to an issue of Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

**Risks Relating to Subordinated Notes Issued under the Programme**

***Basel III and related reforms***

The Basel Committee has proposed a number of fundamental reforms to the regulatory capital framework for internationally active banks which are designed, in part, to ensure that capital instruments issued by such banks fully absorb losses before taxpayers are exposed to loss (the "**Basel III Reforms**"), the principal elements of which are set out in its papers dated 16 December 2010 (as revised in June 2011) and its press release dated 13 January 2011. The implementation of the Basel III Reforms in the PRC are currently under way by CBIRC. The PBOC may also be involved in the process as the appropriate authority regarding certain issues.

CBIRC adopted Basel III risk-based capital regulations in June 2012, which is the CBIRC Measures, and brought them into force on 1 January 2013. The CBIRC Measures apply to all 511 commercial banks registered in the PRC, including small and medium-sized commercial banks that are not internationally active. The CBIRC Measures follow the implementation schedule stipulated by the Basel Committee. In November 2012, supplementary documents were published by CBIRC, including additional requirements on capital instrument innovation, transitional arrangements, and capital adequacy ratio reporting. Based in part on the Regulatory Consistency Assessment Programme assessment process that began in January 2013, CBIRC issued a number of additional regulatory notices in July 2013 that further align the domestic regulations with Basel standards. The main changes related to the treatment of banks' exposures to central counterparties and the disclosure requirements for capital instruments. In addition, CBIRC issued a set of technical clarifications and requirements to complete important parts of the Chinese capital regulations and make them consistent with the international Basel III standards.

In accordance with the CBIRC Measures, all Tier 2 instruments which do not contain any contractual terms providing for their writing off or conversion into ordinary shares upon the occurrence of a Non-Viability Event (as defined below), will not be eligible to count in full as Tier 2 capital from 1 January 2013.

As used above, “**Non-Viability Event**” means the earlier of (a) a decision that a write-off or conversion into shares, without which the relevant bank would become non-viable, is necessary as determined by CBIRC; and (b) the decision to make a public sector injection of capital, or equivalent support, without which the relevant bank would become non-viable, as determined by the relevant regulatory authority in the PRC.

The Subordinated Notes may contain certain non-viability loss absorption provisions; it is also possible that the powers which may result from any future change to the CBIRC Measures or 2012 Guiding Opinions (defined below) or the application of relevant laws, including those arising from the Basel III Reforms (including CBIRC’s implementation of the Basel III Reforms) or other similar regulatory proposals, could be used in such a way as to result in the Notes absorbing losses in the manner described above. The determination that all or part of the principal amount of the Notes will be subject to loss absorption is likely to be inherently unpredictable and may depend on a number of factors which may be outside of the Relevant Obligor(s)’ control. Because of this inherent uncertainty, it will be difficult to predict when, if at all, a principal write off or conversion to equity will occur. Accordingly, trading behaviour in respect of the Notes is not necessarily expected to follow the trading behaviour associated with other types of securities. Potential investors in the Notes should consider the risk that a holder may lose all of its investment, including the principal amount plus any accrued interest, if such statutory loss absorption measures are acted upon.

Furthermore, there can be no assurance that, prior to their implementation, the Basel Committee will not amend the Basel III Reforms. Furthermore, the relevant regulatory authority may implement the Basel III Reforms, including the provisions relating to terms which capital instruments are required to have, in a manner that is different from that which is currently envisaged or may impose more onerous requirements. Until fully implemented, no Relevant Obligor can predict the precise effect of the changes that will result from the implementation of the Basel III Reforms on the pricing or market value of the Notes. In addition, further changes in law after the date hereof may affect the rights of holders of the Notes as well as the market value of the Notes.

Directive 2014/59/EU providing for the establishment of an EU-wide framework for the recovery and resolution of credit institutions and investment firms (as amended, the “**BRRD II**”) is designed to provide authorities with a credible set of tools to intervene sufficiently early and quickly in an unsound or failing relevant entity. This is so as to ensure the continuity of the relevant entity’s critical financial and economic functions, while minimising the impact of a relevant entity’s failure on the economy and financial system.

The BRRD II contains four resolution tools and powers which may be used alone or in combination where the relevant resolution authority considers that (a) a relevant entity is failing or likely to fail, (b) there is no reasonable prospect that any alternative private sector measures would prevent the failure of such relevant entity within a reasonable timeframe, and (c) a resolution action is in the public interest: (i) sale of business – which enables resolution authorities to direct the sale of the relevant entity or the whole or part of its business on commercial terms; (ii) bridge institution – which enables resolution authorities to transfer all or part of the business of the relevant entity to a “bridge institution” (an entity created for this purpose that is wholly or partially in public control), which may limit the capacity of the relevant entity to meet its repayment obligations; (iii) asset separation – which enables resolution authorities to transfer impaired or problem assets to one or more publicly owned asset management vehicles to allow them to be managed with a view to maximising their value through eventual sale or orderly wind-down (this can be used together with another resolution tool only); and (iv) bail-in – which gives resolution authorities the power to write down certain claims of unsecured creditors of a failing relevant entity (which write-down may result in the reduction of such claims to zero) and to convert certain unsecured debt claims (including Notes) to equity or other instruments of ownership (the “**general bail-in tool**”), which equity or other instruments could also be subject to any future cancellation, transfer or dilution.

***The terms of Subordinated Notes may contain non-viability loss absorption provisions, and the occurrence of a non-viability event may be inherently unpredictable or may depend on a number of factors which may be outside of the Relevant Obligor(s)' control***

To the extent that any series of Subordinated Notes contains provisions relating to loss absorption upon the occurrence of a Non-Viability Event of the Relevant Obligor(s) as determined by the relevant Regulatory Authority as specified in the applicable Pricing Supplement, additional provisions relating to the mechanics of the loss absorption and the respective roles of the Trustee and the Agents may have to be added to the Conditions of such Series, the Trust Deed and the Agency Agreement (each as defined in the Conditions) and the Relevant Obligor(s) may be required, subject to the terms of the relevant series of Subordinated Notes, irrevocably (without the need for the consent of the holders of the Subordinated Notes) to effect a full write-off or conversion into shares of the outstanding principal and accrued and unpaid interest in respect of such Subordinated Notes. Any written-off amount or converted shall be irrevocably lost and holders of such Subordinated Notes will cease to have any claims for any principal amount and accrued but unpaid interest which has been subject to write-off or conversion.

The occurrence of a Non-Viability Event is dependent on a determination by the relevant Regulatory Authority (a) that a write-off or conversion into shares, without which the Relevant Obligor(s) would become non-viable, is necessary; or (b) to make a public sector injection of capital, or equivalent support, without which the Relevant Obligor(s) would have become non-viable. As a result, the relevant Regulatory Authority may require or may cause a write-off in circumstances that are beyond the control of the Relevant Obligor(s) and with which the Relevant Obligor(s) may not agree.

Because of the inherent uncertainty regarding the determination of whether a Non-Viability Event exists, it will be difficult to predict when, if at all, a write-off or conversion will occur. Accordingly, trading behaviour in respect of Subordinated Notes which have the non-viability loss absorption feature is not necessarily expected to follow trading behaviour associated with other types of securities. Any indication that any Relevant Obligor is trending towards a Non-Viability Event could have an adverse effect on the market price of the relevant Subordinated Notes.

Potential investors should consider the risk that a holder of Subordinated Notes which have the non-viability loss absorption feature may lose all of its investment in such Subordinated Notes, including the principal amount plus any accrued but unpaid interest, in the event that a Non-Viability Event occurs.

There is no assurance that any contractual provisions with non-viability loss absorption features, to the extent applicable, will be sufficient to satisfy the Basel III-compliant requirements that the Relevant Authorities may implement in the future. There is a risk that the Relevant Authorities may deviate from the Basel III proposals by implementing reforms which differ from those envisaged by the Basel Committee.

***Regulations on non-viability loss absorption are new, untested and subject to interpretation and application by regulations in the PRC***

The regulations on non-viability loss absorption are new and untested and will be subject to the interpretation and application by the relevant authorities in the PRC. It is uncertain how the relevant Regulatory Authority (as specified in the relevant Pricing Supplement) would determine the occurrence of a Non-Viability Event, and it is possible that the grounds that constitute Non-Viability Events may change (including that additional grounds are introduced). Accordingly, the operation of any such future legislation may have an adverse effect on the position of holders of the Subordinated Notes.

A potential investor should not invest in the Subordinated Notes unless it has the knowledge and expertise to evaluate how the Subordinated Notes will perform under changing conditions, the resulting effects on the likelihood of a write-off or conversion and the value of the Subordinated Notes, and the impact this investment will have on the potential investor's overall investment portfolio. Prior to making an investment decision, potential investors should consider carefully, in light of their own financial circumstances and investment objectives, all the information contained in this Offering Circular and in the applicable Pricing Supplement.

***Other regulatory capital instruments may not be subject to write-off or conversion***

If so specified in the relevant Pricing Supplement, when a Non-Viability Event occurs, the Relevant Obligor has the right (without any requirement for the consent of the Noteholders), on giving notice to the Noteholders, the Trustee and the Agents, to irrevocably cancel the principal amount of the Subordinated Notes (in whole but not in part) and cease the payment of any accrued but unpaid interest under the Subordinated Notes, in accordance with the Conditions of the Subordinated Notes.

However, the terms and conditions of other regulatory capital instruments issued by the Bank and its subsidiaries prior to 1 January 2013 may differ, as these instruments would not typically have any conversion or write-off features. In case of the occurrence of a Non-Viability Event, such pre-2013 regulatory capital instruments may not be converted into equity or be written-off even if the Subordinated Notes are required to be Written-off (as specified in the relevant Pricing Supplement).

***No limitation on issuing senior or pari passu securities in respect of Subordinated Notes***

There is no restriction on the amount of securities which any Relevant Obligor may issue and which rank senior to, or *pari passu* with, the Subordinated Notes. The issue of any such securities may reduce the amount recoverable by holders of Subordinated Notes in case of a winding-up of such Relevant Obligor. The Subordinated Notes are subordinated obligations of such Relevant Obligor. Accordingly, in the winding-up of such Relevant Obligor, there may not be a sufficient amount to satisfy the amounts owing to the holders of Subordinated Notes.

***The Bankruptcy Law of the PRC may be different from equivalent bankruptcy laws in other jurisdictions with which the Noteholders are familiar***

The Bank is incorporated under the laws of the PRC. Any bankruptcy procedure relating to the Bank may involve the Bankruptcy Law of the PRC, the procedures and major provisions of which may be different from the similar provisions set out in the bankruptcy laws in other jurisdictions with which the Noteholders are familiar.

***The Relevant Obligor's obligations under the Subordinated Notes are subordinated and there are limited remedies for non-payment under the Subordinated Notes***

The claims of the Noteholders for payment of principal and any interest under the Subordinated Notes may, in the event of the Winding-Up (as specified in the relevant Pricing Supplement) of any Relevant Obligor(s), be subordinated to the claims of depositors and general creditors of each Relevant Obligor and shall rank in priority to the claims of all holders of equity capital, Additional Tier 1 Capital Instruments (as specified in the relevant Pricing Supplement) and hybrid capital bonds of the Relevant Obligor, present or future, and will rank at least *pari passu* with the claims under any other Subordinated Indebtedness (as specified in the relevant Pricing Supplement) of the Relevant Obligor, present or future (including any other Tier 2 Capital Instruments (as specified in the relevant Pricing Supplement) expressed to rank *pari passu* with the Notes which may be issued in the future by the Relevant Obligor).

In the event of a shortfall of funds on a Winding-Up (as specified in the relevant Pricing Supplement) of the Relevant Obligor, there is a risk that an investor in the Notes will lose all or some of its investment and will not receive a full return of the principal amount or any unpaid amounts due under the Subordinated Notes.

The Noteholders shall not have any right to accelerate any payment of principal or interest under the Subordinated Notes other than upon the initiation of any cessation of business, bankruptcy or other Winding-up Proceedings (as specified in the relevant Pricing Supplement) of the Relevant Obligor.

Under the PRC laws and regulations, the prior approval of CBIRC would need to be obtained in order for a Winding-Up (as specified in the relevant Pricing Supplement) of a Chinese bank to proceed.

***The provisions on available resources in the CBIRC Capital Regulations are subject to interpretation by the relevant regulatory authorities and the application of relevant laws, rules and regulations***

If so specified in the relevant Pricing Supplement, any payment of interest on the Subordinated Notes could be subject to the applicable regulatory requirements of the relevant regulatory authorities in effect at the time of such payment. As such, all payments of interest shall be made from the available resources of the Relevant Obligor(s). According to the Administrative Measures for the Capital of Commercial Banks of the PRC (for Trial Implementation) (商業銀行資本管理辦法(試行)) (the “**CBIRC Capital Regulation**”), any payment of income) (in the case of Common Equity Tier 1 Capital Instruments (as defined in the CBIRC Capital Regulation)), dividend or interest (in the case of Additional Tier 1 Capital Instruments (as defined in the CBIRC Capital Regulation) or Tier 2 Capital Instruments (as defined in the CBIRC Capital Regulation)) is required to be made from available resources of the Bank. However, as the CBIRC Capital Regulations are new and untested, the Bank is not aware of any precedent in the market where the payment of dividend or interest was deferred, suspended or cancelled due to lack of available resources. The concept of available resources in the context of Common Equity Tier 1 Capital Instruments and Additional Tier 1 Capital Instruments is used in both domestic and offshore regulatory capital instruments issues, so the investors may be aware of and familiar with it while the concept of available resources in the context of Tier 2 Capital Instruments is not (1) introduced in Basel III, (2) contained in the terms and conditions of any offshore Tier 2 Capital Instruments, or (3) clarified in the CBIRC Capital Regulations or other relevant PRC laws and regulations. Therefore, it is uncertain how the PRC relevant authorities would define what constitutes available resources in the context of Tier 2 Capital Instruments and determine the occurrence of insufficient or no available resources. This in turn, results in uncertainty regarding the payment of interest.

As a result of the foregoing, there is uncertainty as to: (1) what constitutes available resources of the Bank, (2) under what circumstances would the Bank have insufficient or no available resources and (3) in the event of insufficient or no available resources, the impact on payment of interest, that is, whether in such event, payment of interest would be deferred, suspended temporarily or cancelled permanently. These aforementioned uncertainties are all subject to further interpretation by the relevant regulatory authorities and the application of relevant laws, rules and regulations. Such uncertainties would have an adverse effect on interest payments to investors, for example, payment of interest to investors may be deferred, suspended or cancelled, and there is a risk that the Noteholders may lose all or some of the interest due under the Subordinated Notes.

### **Risks Relating to Notes Issued under the Programme**

#### ***Notes may not be a suitable investment for all investors***

Each potential investor in any Notes must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the relevant Notes, the merits and risks of investing in the Notes and the information contained or incorporated by reference in this Offering Circular or any applicable supplement;



- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Notes and the impact such investment will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Notes, including where principal or interest is payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;
- (iv) understand thoroughly the terms of the Notes and be familiar with the behaviour of any relevant financial markets;
- (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks; and
- (vi) have sufficient knowledge and expertise (either alone or with a financial adviser) to evaluate the effect or the likelihood of the occurrence of a Non-Viability Event for Subordinated Notes which feature loss absorption.

***Investors shall pay attention to any modification, waivers and substitution***

The Terms and Conditions of the Notes contain provisions for calling meetings of Noteholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Noteholders, including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

The Terms and Conditions of the Notes may be amended, modified, or varied in relation to any Series of Notes by the terms of the relevant Pricing Supplement in relation to such Series.

The Terms and Conditions of the Notes also provide that the Trustee may, without the consent of Noteholders, agree to (a) any modification (except such modifications in respect of which an increased quorum is required as mentioned above) of the Notes, the Receipts, the Coupons, the relevant Non-Guaranteed Notes Trust Deed, the relevant Guaranteed Notes Trust Deed, the relevant Deed of Guarantee or, as applicable, the relevant Alternative Trust Deed which is not prejudicial to the interests of the Noteholders; or (b) any modification of the Notes, the Receipts, the Coupons, the relevant Non-Guaranteed Notes Trust Deed, the relevant Guaranteed Notes Trust Deed, the relevant Deed of Guarantee or the relevant Alternative Trust Deed which is of a formal, minor or technical nature or is made to correct a manifest error or to comply with mandatory provisions of the law as described in Condition 19 (*Meetings of Noteholders; Modification and Waiver*).

***Investors shall be aware of the effect of change of law***

The Terms and Conditions of the Notes are based on English law (except that the provisions of the Notes relating to subordination shall be governed by, and construed in accordance with, the laws as specified in the relevant Pricing Supplement) in effect as at the date of this Offering Circular. No assurance can be given as to the impact of any possible judicial decision or change to English law or the laws as specified in the Pricing Supplement, or administrative practices after the date of this Offering Circular.

### *Considerations related to a particular issue of Notes*

A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. Set out below is a description of certain such features:

*The regulation and reform of “benchmarks” may adversely affect the value of Notes linked to or referencing such “benchmarks”*

Interest rates and indices which are deemed to be “benchmarks” (including the euro interbank offered rate (“**EURIBOR**”)), are the subject of national and international regulatory guidance and proposals for reform. Some of these reforms are already effective whilst others are still to be implemented. These reforms may cause such benchmarks to perform differently than in the past, to disappear entirely, or have other consequences which cannot be predicted. Any such consequence could have a material adverse effect on any Notes referencing such a benchmark.

Regulation (EU) 2016/1011 (the “**EU Benchmarks Regulation**”) applies, subject to certain transitional provisions, to the provision of benchmarks, the contribution of input data to a benchmark and the use of a benchmark within the EU. Among other things, it (i) requires benchmark administrators to be authorised or registered (or, if non-EU-based, to be subject to an equivalent regime or otherwise recognised or endorsed) and (ii) prevents certain uses by EU supervised entities of benchmarks of administrators that are not authorised or registered (or, if non-EU based, not deemed equivalent or recognised or endorsed). Regulation (EU) 2016/1011 as it forms part of domestic law by virtue of the EUWA (the “**UK Benchmarks Regulation**”) among other things, applies to the provision of benchmarks and the use of a benchmark in the UK. Similarly, it prohibits the use in the UK by UK supervised entities of benchmarks of administrators that are not authorised by the FCA or registered on the FCA register (or, if non-UK based, not deemed equivalent or recognised or endorsed).

The EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable, could have a material impact on any Notes linked to or referencing a benchmark in particular, if the methodology or other terms of the benchmark are changed in order to comply with the requirements of the EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable. Such changes could, among other things, have the effect of reducing, increasing or otherwise affecting the volatility of the published rate or level of the relevant benchmark.

More broadly, any of the international or national reforms, or the general increased regulatory scrutiny of benchmarks, could increase the costs and risks of administering or otherwise participating in the setting of a benchmark and complying with any such regulations or requirements.

The euro risk free-rate working group for the euro area has published a set of guiding principles and high level recommendations for fallback provisions in, amongst other things, new euro denominated cash products (including bonds) referencing EURIBOR. The guiding principles indicate, amongst other things, that continuing to reference EURIBOR in relevant contracts (without robust fallback provisions) may increase the risk to the euro area financial system. On 11 May 2021, the euro risk-free rate working group published its recommendations on EURIBOR fallback trigger events and fallback rates.

Such factors may have (without limitation) the following effects on certain benchmarks: (i) discouraging market participants from continuing to administer or contribute to a benchmark; (ii) triggering changes in the rules or methodologies used in the benchmark and/or (iii) leading to the disappearance of the benchmark. Any of the above changes or any other consequential changes as a result of international or national reforms or other initiatives or investigations, could have a material adverse effect on the value of and return on any Notes linked to, referencing, or otherwise dependent (in whole or in part) upon, a benchmark.

The Terms and Conditions of the Notes provide for certain fallback arrangements in the event that a Benchmark Event occurs, including if an inter-bank offered rate (such as EURIBOR) or other relevant reference rate (which could include, without limitation, any mid-swap rate), and/or any page on which such benchmark may be published (or any successor service) becomes unavailable, or if any Paying Agent, Calculation Agent, the Issuer or other party is restricted from calculating, or is no longer permitted lawfully to calculate, interest on any Notes by reference to such benchmark, all as more particularly set out in the definition of “Benchmark Event”. Such fallback arrangements include the possibility that the rate of interest could be set by reference to a Successor Rate or, alternatively, if there is no Successor Rate, an Alternative Reference Rate (both as defined in the Terms and Conditions of the Notes), in each case with or without the application of an adjustment spread which, if applied, could be positive, negative or zero), and allow the Issuer to make amendments to the Terms and Conditions of the Notes to ensure the proper operation of the Successor Rate or Alternative Reference Rate (as the case may be) and, in either case, an Adjustment Spread (if any).

Under these fallback arrangements, the Issuer will use all reasonable endeavours to appoint, as soon as reasonably practicable, an Independent Adviser (as defined in the Terms and Conditions of the Notes) to determine (acting in good faith), a Successor Rate or Alternative Reference Rate (as applicable) and, in either case, an Adjustment Spread (if any) (as defined in the Terms and Conditions of the Notes), no later than five Business Days (as defined in the Terms and Conditions of the Notes) prior to the relevant Interest Determination Date (as defined in the Terms and Conditions of the Notes), being the IA Determination Cut-off Date, but in the event that the Issuer is unable to appoint an Independent Adviser, or such Independent Adviser fails to determine the Successor Rate or Alternative Reference Rate and, in either case, an Adjustment Spread (if any), prior to the IA Determination Cut-off Date, the Issuer (acting in good faith) will have discretion to determine the relevant Successor Rate or, if there is no Successor Rate, an Alternative Reference Rate and, in either case, an Adjustment Spread (if any). There can be no assurance that such Successor Rate or Alternative Reference Rate (as applicable) determined by the Issuer will be set at a level which is on terms commercially acceptable to all Noteholders. However, it may not be possible to determine or apply an Adjustment Spread and even if an adjustment is applied, such Adjustment Spread may not be effective to reduce or eliminate economic prejudice to investors. If no Adjustment Spread can be determined, a Successor Rate or Alternative Rate may nonetheless be used to determine the Rate of Interest. The use of a Successor Rate or Alternative Reference Rate (including the application of an Adjustment Spread) is likely to result in any Notes linked to or referencing the relevant Reference Rate performing differently (which may include payment of a lower Rate of Interest) than they would if the relevant Reference Rate were to continue to apply in its current form.

Furthermore, in certain circumstances, the ultimate fallback for the purposes of calculation of the Rate of Interest for a particular Interest Period (as defined in the Terms and Conditions of the Notes) may result in the Rate of Interest for the last preceding Interest Period being used (or alternatively, if there has not been a first Interest Payment Date, the initial Rate of Interest). This may result in the effective application of a fixed rate for Floating Rate Notes based on the rate which was last observed on the Relevant Screen Page (as defined in the Terms and Conditions of the Notes).

Due to the uncertainty concerning the availability of Successor Rates and Alternative Reference Rates, any determinations that may need to be made by the Issuer and the involvement of an Independent Adviser, there is a risk that the relevant fallback provisions may not operate as intended at the relevant time. Moreover, any of the above matters or any other significant change to the setting or existence of any relevant reference rate could affect the ability of the Issuer to meet its obligations under the Floating Rate Notes or could have a material adverse effect on the value or liquidity of, and the amount payable under, the Floating Rate Notes.

Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by the EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable, or any other international or national reforms and the possible application of the benchmark replacement provisions of the Notes in making any investment decision with respect to any Notes or referencing a benchmark.

### *Notes subject to optional redemption by the relevant Issuer*

An optional redemption feature is likely to limit the market value of Notes. During any period when the relevant Issuer may elect to redeem Notes, the market value of those Notes will generally not rise substantially above the price at which they can be redeemed. This may also be true prior to any redemption period.

The relevant Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an investor would generally not be able to reinvest the redemption proceeds at an effective interest rate as high as the interest rate on the Notes being redeemed and may only be able to do so at a significantly lower rate. Potential investors should consider reinvestment risk in light of other investments available at that time.

### *Dual Currency Notes*

An Issuer may issue Notes with principal or interest payable in one or more currencies which may be different from the currency in which the Notes are denominated. Potential investors should be aware that:

- (i) the market price of such Notes may be volatile;
- (ii) they may receive no interest;
- (iii) the payment of principal or interest may occur at a different time or in a different currency than expected; and
- (iv) the amount of principal payable at redemption may be less than the nominal amount of such Notes or even zero.

### *Partly-paid Notes*

An Issuer may issue Notes where the issue price is payable in more than one instalment. Failure to pay any subsequent instalment could result in an investor losing all of its investment.

### *Variable Rate Notes with a multiplier or other leverage factor*

Notes with variable interest rates can be volatile investments. If they are structured to include multipliers or other leverage factors, or caps or floors, or any combination of those features or other similar related features, their market values may be even more volatile than those for securities that do not include those features.

### *Inverse Floating Rate Notes*

Inverse Floating Rate Notes have an interest rate equal to a fixed rate minus a rate based upon a reference rate such as EURIBOR. The market values of such Notes are typically more volatile than market values of other conventional floating rate debt securities based on the same reference rate (and with otherwise comparable terms). Inverse Floating Rate Notes are more volatile because an increase in the reference rate not only decreases the interest rate of the Notes but may also reflect an increase in prevailing interest rates, which further adversely affects the market value of these Notes.

### *Fixed/Floating Rate Notes*

Fixed/Floating Rate Notes may bear interest at a rate that the relevant Issuer may elect to convert from a fixed rate to a floating rate, or from a floating rate to a fixed rate. Such Issuer's ability to convert the interest rate will affect the secondary market and the market value of such Notes since the relevant Issuer may be expected to convert the rate when it is likely to produce a lower overall cost of borrowing. If the relevant Issuer converts from a fixed rate to a floating rate, the spread on

the Fixed/Floating Rate Notes may be less favourable than then prevailing spreads on comparable Floating Rate Notes tied to the same reference rate. In addition, the new floating rate at any time may be lower than the rates on other Notes. If the relevant Issuer converts from a floating rate to a fixed rate, the fixed rate may be lower than the prevailing rates on its Notes.

***Notes issued at a substantial discount or premium***

The market values of securities issued at a substantial discount or premium to their nominal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.

***The Notes are redeemable in the event of certain withholding taxes being applicable***

There can be no assurance as to whether or not payments on the Notes may be made without withholding taxes or deductions applying for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of a Tax Jurisdiction (as defined in the Terms and Conditions of the Notes) or any political subdivision therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments, or governmental charges is required by law. Although pursuant to the Terms and Conditions of the Notes, each Relevant Obligor is required to gross up payments on account of any such withholding taxes or deductions (whether by way of PRC enterprise income tax (“EIT”), PRC value-added tax (“VAT”) or otherwise), a Branch Issuer or a Subsidiary Issuer also has the right to redeem the Notes at any time in the event (i) a Relevant Obligor has or will become obliged to pay additional amounts as provided or referred to in Condition 14 (*Taxation*) as a result of any change in, or amendment to, the laws or regulations of a Tax Jurisdiction or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction), which change or amendment becomes effective on or after the date of issue of the first Tranche of the Notes, (ii) such obligation cannot be avoided by the Relevant Obligor taking reasonable measures available to it, and (iii) in the case of Subordinated Notes, the prior written approval of the Regulatory(ies) specified in the relevant Pricing Supplement shall have been obtained.

If the relevant Issuer redeems the Notes prior to their maturity dates, investors may not receive the same economic benefits they would have received had they held the Notes to maturity, and they may not be able to reinvest the proceeds they receive in a redemption in similar securities. In addition, such Issuer’s ability to redeem the Notes may reduce the market price of the Notes.

***The Trustee may request that the Noteholders provide an indemnity and/or security and/or prefunding to its satisfaction***

In certain circumstances (including without limitation the giving of notice to the Relevant Obligor(s) pursuant to Condition 15 (*Events of Default*) and the taking of enforcement steps pursuant to Condition 20 (*Enforcement*)), the Trustee may (at its sole discretion) request the Noteholders to provide an indemnity and/or security and/or prefunding to its satisfaction before it takes actions on behalf of the Noteholders. The Trustee shall not be obliged to take any such actions if not indemnified and/or secured and/or prefunded to its satisfaction. Negotiating and agreeing to any indemnity and/or security and/or prefunding can be a lengthy process and may impact on when such actions can be taken. The Trustee may not be able to take actions notwithstanding the provision of an indemnity and/or security and/or prefunding to it, in breach of the terms of the relevant Non-Guaranteed Notes Trust Deed, the relevant Guaranteed Notes Trust Deed, the relevant Deed of Guarantee, the relevant Alternative Trust Deed or the Terms and Conditions of the Notes constituting the Notes and in such circumstances, or where there is uncertainty or dispute as to the applicable laws or regulations, to the extent permitted by the agreements and the applicable law, it will be for the Noteholders to take such actions directly.

### *The Financial Institutions (Resolution) Ordinance may adversely affect the Notes*

On 7 July 2017, the Financial Institutions (Resolution) Ordinance (Cap. 628) of Hong Kong (the “**FIRO**”) came into operation. The FIRO provides for, among other things, the establishment of a resolution regime for authorised institutions and other within scope financial institutions in Hong Kong which may be designated by the relevant resolution authorities, which may include the Bank and other members of the Bank (a “**FIRO Group Entity**”). The resolution regime seeks to provide the relevant resolution authorities with administrative powers to bring about timely and orderly resolution in order to stabilise and secure continuity for a failing authorised institution or within scope financial institution in Hong Kong. In particular, in the context of a resolution of any FIRO Group Entity, the relevant resolution authority will have the ability to resolve other entities within the Bank as if they were themselves a within scope financial institution for the purposes of FIRO and take certain actions and make certain directions in relation to such entities. Any such actions could potentially affect contractual and property rights relating to the Bank. In addition, the relevant resolution authority is provided with powers to affect contractual and property rights as well as payments (including in respect of nay priority of payment) that creditors would receive in resolution. These may include, but are not limited to, powers to cancel, write off, modify, convert or replace all or a part of the Notes or the principal amount of, or interest on, the Notes, and powers to amend or alter the contractual provisions of the Notes, all of which may adversely affect the value of the Notes, and the holders thereof may suffer a loss of some or all of their investment as a result. Noteholders (whether senior or subordinated) may become subject to and bound by the FIRO. The implementation of FIRO remains untested and certain detail relating to FIRO will be set out through secondary legislation and supporting rules. Therefore, the Bank is unable to assess the full impact of FIRO on the financial system generally, the Bank’s counterparties, the Bank, any of its consolidated subsidiaries or other Group entities, the Bank’s operations and/or its financial position.

### **Risks Relating to Renminbi Denominated Notes**

A description of risks which may be relevant to an investor in Notes denominated in Renminbi (“**Renminbi Notes**”) are set out below.

#### ***Renminbi is not completely freely convertible and there are significant restrictions on the remittance of Renminbi into and out of the PRC which may adversely affect the liquidity of Renminbi Notes***

Renminbi is not completely freely convertible at present. The PRC Government continues to regulate conversion between Renminbi and foreign currencies, including the Hong Kong dollar.

However, there has been significant reduction in control by the PRC Government in recent years, particularly over trade transactions involving import and export of goods and services as well as other frequent routine foreign exchange transactions. These transactions are known as current account items.

On the other hand, remittance of Renminbi by foreign investors into the PRC for the purposes of capital account items, such as capital contributions, is generally only permitted upon obtaining specific approvals from, or completing specific registrations or filings with, the relevant authorities on a case-by-case basis and is subject to a strict monitoring system. Regulations in the PRC on the remittance of Renminbi into the PRC for settlement of capital account items are developing gradually.

Although starting from 1 October 2016, the Renminbi was added to the Special Drawing Rights basket created by the International Monetary Fund, there is no assurance that the PRC Government will continue to liberalise control over cross-border remittance of Renminbi in the future, that the pilot schemes for Renminbi cross-border utilisation will not be discontinued or that new regulations in the PRC will not be promulgated in the future which have the effect of restricting or eliminating

the remittance of Renminbi into or out of the PRC. In the event that funds cannot be repatriated out of the PRC in Renminbi, this may affect the overall availability of Renminbi outside the PRC and the ability of any Relevant Obligor to source Renminbi to finance its obligations under Notes denominated in Renminbi.

***There is only limited availability of Renminbi outside the PRC, which may affect the liquidity of the Renminbi Notes and any Relevant Obligor's ability to source Renminbi outside the PRC to service Renminbi Notes***

As a result of the restrictions imposed by the PRC Government on cross-border Renminbi fund flows, the availability of Renminbi outside the PRC is limited. While PBOC has entered into agreements on the clearing of Renminbi business with financial institutions in a number of financial centres and cities (the “**Renminbi Clearing Banks**”), including but not limited to Hong Kong and are in the process of establishing Renminbi clearing and settlement mechanisms in several other jurisdictions (the “**Settlement Arrangements**”), the current size of Renminbi denominated financial assets outside the PRC is limited.

There are restrictions imposed by PBOC on Renminbi business participating banks in respect of cross-border Renminbi settlement, such as those relating to direct transactions with PRC enterprises. Furthermore, Renminbi business participating banks do not have direct Renminbi liquidity support from PBOC. The Renminbi Clearing Banks only have access to onshore liquidity support from PBOC for the purpose of squaring open positions of participating banks for limited types of transactions and are not obliged to square for participating banks any open positions resulting from other foreign exchange transactions or conversion services. In such cases, the participating banks will need to source Renminbi from outside the PRC to square such open positions.

The offshore Renminbi market is subject to many constraints as a result of PRC laws and regulations on foreign exchange. There is no assurance that new PRC regulations will not be promulgated or the Settlement Arrangements will not be terminated or amended in the future so as to have the effect of restricting availability of Renminbi outside the PRC. The limited availability of Renminbi outside the PRC may affect the liquidity of the Renminbi Notes. To the extent a Relevant Obligor is required to source Renminbi outside the PRC to service its Renminbi Notes, there is no assurance that such Relevant Obligor will be able to source such Renminbi on satisfactory terms, if at all.

***Investment in the Renminbi Notes is subject to exchange rate risks***

The value of Renminbi against other foreign currencies fluctuates from time to time and is affected by changes in the PRC and international political and economic conditions as well as many other factors. In August 2015, PBOC implemented changes to the way it calculates the midpoint against the U.S. dollar to take into account market-maker quotes before announcing the midpoint. This change, among others that may be implemented, may increase the volatility in the value of the Renminbi against other currencies. Each Relevant Obligor will make all payments of interest and principal with respect to Renminbi Notes in Renminbi unless otherwise specified. As a result, the value of these Renminbi payments may vary with the changes in the prevailing exchange rates in the marketplace. If the value of Renminbi depreciates against another currency, the value in the currency of the investment made by a holder of the Renminbi Notes will decline.

***Investment in the Renminbi Notes is subject to interest rate risks***

The PRC Government has gradually liberalised its regulation of interest rates in recent years. Further liberalisation may increase interest rate volatility. In addition, the interest rate for Renminbi in markets outside the PRC may significantly deviate from the interest rate for Renminbi in the PRC as a result of foreign exchange controls imposed by PRC law and regulations and prevailing market conditions.

As Renminbi Notes may be Fixed Rate Notes or have a resettable interest rate (“**Resettable Notes**”). Consequently, the trading price of the Renminbi Notes which are Fixed Rate Notes or Resettable Notes will vary with the fluctuations in the Renminbi interest rates. If holders of such Renminbi Notes propose to sell their Renminbi Notes before their maturity, they may receive an offer lower than the amount they have invested.

***Payments with respect to the Renminbi Notes may be made only in the manner designated in the Renminbi Notes***

Investors may be required to provide certification and other information (including Renminbi account information) in order to be allowed to receive payments in Renminbi in accordance with the Renminbi clearing and settlement system for participating banks in Hong Kong. All Renminbi payments to investors in respect of the Renminbi Notes will be made solely (i) for so long as the Renminbi Notes are represented by Global Notes or Global Note Certificates held with the common depository for Euroclear and Clearstream, deposited with a custodian of DTC, lodged with a sub-custodian for or registered with the CMU or any alternative clearing system, by transfer to a Renminbi bank account maintained in Hong Kong, or (ii) for so long as the Renminbi Notes are in definitive form, by transfer to a Renminbi bank account maintained in Hong Kong in accordance with prevailing rules and regulations. Other than described in the Terms and Conditions of the Notes, no Relevant Obligor can be required to make payment by any other means (including in any other currency or in bank instruments, by cheque or draft or by transfer to a bank account in the PRC).

***Gains on the transfer of the Renminbi Notes may become subject to income taxes under PRC tax laws***

Under the PRC EIT Law, the PRC Individual Income Tax Law and the relevant implementing rules, as amended from time to time, any gain realised on the transfer of Renminbi Notes by non-PRC resident enterprise or individual Holders may be subject to EIT or PRC individual income tax (“**IIT**”) if such gain is regarded as income derived from sources within the PRC. While the PRC EIT Law levies EIT at the rate of 20 per cent. of the gains derived by such non-PRC resident enterprise holder from the transfer of the Renminbi Notes, its implementation rules have reduced the enterprise income tax rate to 10 per cent. In accordance with the PRC IIT Law and its implementation rules (as amended from time to time), any gain realised by a non-PRC resident individual holder from the transfer of the Notes may be regarded as being sourced from the PRC and thus be subject to IIT at a rate of 20 per cent. of the gains derived by such non-PRC resident individual holder from the transfer of the Renminbi Notes.

However, uncertainty remains as to whether the gain realised from the transfer of Renminbi Notes by non-PRC resident enterprise or individual holders would be treated as income derived from sources within the PRC and subject to EIT or IIT. This will depend on how the PRC tax authorities interpret, apply or enforce the PRC EIT Law, the IIT Law and the relevant implementing rules. According to the arrangement between the PRC and Hong Kong, for avoidance of double taxation, holders who are residents of Hong Kong, including enterprise holders and individual holders, will not be subject to EIT or IIT on any capital gains derived from a sale or exchange of the Notes.

Therefore, if non-PRC resident enterprise or resident individual holders are required to pay PRC income tax on gains derived from the transfer of Renminbi Notes (such EIT is currently levied at the rate of 10 per cent. of gains realised and such IIT is currently levied at the rate of 20 per cent. of gains realised (with deduction of reasonable expenses)), unless there is an applicable tax treaty between PRC and the jurisdiction in which such non-PRC enterprise or individual resident holders of Renminbi Notes reside that reduces or exempts the relevant EIT or IIT (however, qualified holders may not enjoy the treaty benefit automatically but through a successful application with the PRC tax authorities), the value of their investment in Renminbi Notes may be materially and adversely affected.



## **USE OF PROCEEDS**

The net proceeds from each issue of Notes will be used by the relevant Issuer for general corporate purposes. If, in respect of any particular issue, there is a particular identified use of proceeds, this will be stated in the applicable Pricing Supplement.

## FORM OF THE NOTES

### Bearer Notes

Each Series of Notes to be issued in bearer form (“**Bearer Notes**”) will initially be in the form of either a temporary global note in bearer form (the “**Temporary Global Note**”), without interest coupons, or a permanent global note in bearer form (the “**Permanent Global Note**”, together with the Temporary Global Note, the “**Global Note**”), without interest coupons, in each case as specified in the relevant Pricing Supplement. Each Temporary Global Note or, as the case may be, Permanent Global Note will be deposited on or around the issue date of the relevant Series of the Notes with a depository or a common depository for Euroclear as operator of the Euroclear System and/or Clearstream and/or any other relevant clearing system and/or a sub-custodian for the HKMA as operator of the CMU.

In the case of each Series of Bearer Notes, the relevant Pricing Supplement will also specify whether the C Rules or the D Rules are applicable in relation to the Notes or, if the Notes do not have a maturity of more than 365 days, that neither the C Rules nor the D Rules are applicable.

### *Temporary Global Note exchangeable for Permanent Global Note*

If the relevant Pricing Supplement specifies the form of Notes as being “Temporary Global Note exchangeable for a Permanent Global Note”, then the Notes will initially be issued in the form of a Temporary Global Note which will be exchangeable, in whole or in part, for interests in a Permanent Global Note, without interest coupons, not earlier than 40 days after the issue date of the relevant Series of the Notes upon certification as to non-U.S. beneficial ownership. No payments will be made under the Temporary Global Note unless exchange for interests in the Permanent Global Note is improperly withheld or refused. In addition, interest payments in respect of the Notes cannot be collected without such certification of non-U.S. beneficial ownership.

Whenever any interest in the Temporary Global Note is to be exchanged for an interest in a Permanent Global Note, the relevant Issuer shall procure (in the case of first exchange) the delivery of a Permanent Global Note, duly authenticated, to the bearer of the Temporary Global Note or (in the case of any subsequent exchange) an increase in the principal amount of the Permanent Global Note in accordance with its terms against:

- (i) presentation and (in the case of final exchange) presentation and surrender of the Temporary Global Note to or to the order of the Principal Paying Agent; and
- (ii) receipt by the Principal Paying Agent of a certificate or certificates of non-U.S. beneficial ownership,

within seven days of the bearer requesting such exchange.

***The CMU may require that any such exchange for a Permanent Global Note is made in whole and not in part and in such event, no such exchange will be effected until all relevant account holders (as set out in a CMU Issue Position Report (as defined in the rules of the CMU) or any other relevant notification supplied to the CMU Lodging and Paying Agent by the CMU) have so certified. Temporary Global Note exchangeable for Definitive Notes***

If the relevant Pricing Supplement specifies the form of Notes as being “Temporary Global Note exchangeable for Definitive Notes” and also specifies that the C Rules are applicable or that neither the C Rules nor the D Rules are applicable, then the Notes will initially be in the form of a Temporary Global Note which will be exchangeable, in whole but not in part, for Definitive Notes not earlier than 40 days after the issue date of the relevant Series of the Notes.

If the relevant Pricing Supplement specifies the form of Notes as being “Temporary Global Note exchangeable for Definitive Notes” and also specifies that the D Rules are applicable, then the Notes will initially be issued in the form of a Temporary Global Note which will be exchangeable,

in whole or in part, for Definitive Notes not earlier than 40 days after the issue date of the relevant Series of the Notes upon, certification as to non-U.S. beneficial ownership. Interest payments in respect of the Notes cannot be collected without such certification of non-U.S. beneficial ownership.

Whenever the Temporary Global Note is to be exchanged for Definitive Notes, the relevant Issuer shall procure the prompt delivery (free of charge to the bearer) of such Definitive Notes, duly authenticated and with Coupons and Talons attached (if so specified in the relevant Pricing Supplement), in an aggregate principal amount equal to the principal amount of the Temporary Global Note to the bearer of the Temporary Global Note against the surrender of the Temporary Global Note to or to the order of the Principal Paying Agent within 30 days of the bearer requesting such exchange.

***Permanent Global Note exchangeable for Definitive Notes***

If the relevant Pricing Supplement specifies the form of Notes as being “Permanent Global Note exchangeable for Definitive Notes”, then the Notes will initially be issued in the form of a Permanent Global Note which will be exchangeable in whole, but not in part, for Definitive Notes:

- (i) on the expiry of such period of notice as may be specified in the relevant Pricing Supplement; or
- (ii) at any time, if so specified in the relevant Pricing Supplement; or
- (iii) if the relevant Pricing Supplement specifies “in the limited circumstances described in the Permanent Global Note”, then if either of the following events occurs:
  - (a) Euroclear or Clearstream, the CMU or any other relevant clearing system is closed for business for a continuous period of 14 days (other than by reason of legal holidays) or announces an intention permanently to cease business; or
  - (b) any of the circumstances described in Condition 15 (*Events of Default*) occurs in respect of any Note of the relevant Series.

Whenever the Permanent Global Note is to be exchanged for Definitive Notes, the relevant Issuer shall procure the prompt delivery (free of charge to the bearer) of such Definitive Notes, duly authenticated and with Coupons and Talons attached (if so specified in the relevant Pricing Supplement), in an aggregate principal amount equal to the principal amount of Notes represented by the Permanent Global Note to the bearer of the Permanent Global Note against the surrender of the Permanent Global Note to or to the order of the Principal Paying Agent within 30 days of the bearer requesting such exchange.

***Terms and Conditions applicable to the Notes***

The terms and conditions applicable to any Definitive Note will be endorsed on that Note and will consist of the terms and conditions set out under “*Terms and Conditions of the Notes*” below and the provisions of the relevant Pricing Supplement which supplement, amend and/or replace those terms and conditions.

The terms and conditions applicable to any Note in global form will differ from those terms and conditions which would apply to the Note were it in definitive form to the extent described under “*Summary of Provisions Relating to the Notes while in Global Form*” below.

***Legend concerning United States persons***

In the case of any Series of Bearer Notes having a maturity of more than 365 days, the Bearer Notes in global form, the Bearer Notes in definitive form and any Coupons and Talons appertaining thereto will bear a legend to the following effect:

“ANY UNITED STATES PERSON WHO HOLDS THIS OBLIGATION WILL BE SUBJECT TO LIMITATIONS UNDER THE UNITED STATES INCOME TAX LAWS, INCLUDING THE LIMITATIONS PROVIDED IN SECTIONS 165(j) AND 1287(a) OF THE UNITED STATES INTERNAL REVENUE CODE.”

**Registered Notes**

Each Series of Notes in registered form (“**Registered Notes**”) will be represented by either:

- (i) individual Note Certificates in registered form (“**Individual Note Certificates**”); or
- (ii) one or more global note certificate or unrestricted global note certificates (“**Unrestricted Global Note Certificate(s)**”) in the case of Registered Notes sold outside the United States to non-U.S. persons in reliance on Regulation S (“**Unrestricted Notes**”) and/or one or more restricted global note certificates (“**Restricted Global Note Certificates**”) in the case of Registered Notes sold to QIBs in reliance on Rule 144A (“**Restricted Notes**”),

in each case as specified in the relevant Pricing Supplement, and references in this Offering Circular to “Global Note Certificates” shall be construed as to include Unrestricted Global Note Certificates and Restricted Global Note Certificates.

Each Note to be cleared through DTC and represented by an Unrestricted Global Note Certificate or a Restricted Global Note Certificate will be registered in the name of Cede & Co. (or such other entity as is specified in the applicable Pricing Supplement) as nominee for DTC and the relevant Global Note Certificate will be deposited on or about the issue date with the DTC Custodian.

Each Note to be cleared through Euroclear, Clearstream or CMU and represented by a Global Note Certificate will be registered in the name of a common depository (or its nominee) for Euroclear and/or Clearstream and/or any other relevant clearing system or in respect of CMU Notes, a sub-custodian for the CMU and the relevant Global Note Certificate will be deposited on or about the issue date with the common depository or sub-custodian.

If the relevant Pricing Supplement specifies the form of Notes as being “Individual Note Certificates”, then the Notes will at all times be represented by Individual Note Certificates issued to each Noteholder in respect of their respective holdings.

***Global Note Certificate exchangeable for Individual Note Certificates***

If the relevant Pricing Supplement specifies the form of Notes as being “Global Note Certificate exchangeable for Individual Note Certificates”, then the Notes will initially be represented by one or more Global Note Certificates, each of which will be exchangeable in whole, but not in part, for Individual Note Certificates:

- (i) on the expiry of such period of notice as may be specified in the relevant Pricing Supplement; or
- (ii) at any time, if so specified in the relevant Pricing Supplement; or
- (iii) if the relevant Pricing Supplement specifies “in the limited circumstances described in the Global Note Certificate”, then:

- (a) in the case of any Global Note Certificate held by or on behalf of DTC, if DTC notifies the relevant Issuer that it is no longer willing or able to discharge properly its responsibilities as depositary with respect to the Global Note Certificate or DTC ceases to be a “clearing agency” registered under the Exchange Act or if at any time DTC is no longer eligible to act as such, and the relevant Issuer is unable to locate a qualified successor within 90 days of receiving notice or becoming aware of such ineligibility on the part of DTC;
- (b) in the case of any Global Note Certificate held by or on behalf of, Euroclear and/or Clearstream, the CMU and/or any other clearing system (other than DTC), if Euroclear, Clearstream, the CMU or any other relevant clearing system is closed for business for a continuous period of 14 days (other than by reason of legal holidays) or announces an intention permanently to cease business; and
- (c) in any case, if any of the circumstances described in Condition 15 (*Events of Default*) occurs in respect of any Note of the relevant Series.

Whenever a Global Note Certificate is to be exchanged for Individual Note Certificates, each person having an interest in a Global Note Certificate must provide the Registrar (through the relevant clearing system) with such information as the relevant Issuer and the Registrar may require to complete and deliver Individual Note Certificates (including the name and address of each person in which the Notes represented by the Individual Note Certificates are to be registered and the principal amount of each such person’s holding). In addition, whenever a Restricted Global Note Certificate is to be exchanged for Individual Note Certificates, each person having an interest in the Restricted Global Note Certificate must provide the Registrar (through the relevant clearing system) with a certificate given by or on behalf of the holder of each beneficial interest in the Restricted Global Note Certificate stating either (i) that such holder is not transferring its interest at the time of such exchange or (ii) that the transfer or exchange of such interest has been made in compliance with the transfer restrictions applicable to the Notes and that the person transferring such interest reasonably believes that the person acquiring such interest is a QIB and is obtaining such beneficial interest in a transaction meeting the requirements of Rule 144A. Individual Note Certificates issued in exchange for interests in the Restricted Global Note Certificate will bear the legends and be subject to the transfer restrictions set out under “*Transfer Restrictions*”.

Whenever a Global Note Certificate is to be exchanged for Individual Note Certificates, the relevant Issuer shall procure that Individual Note Certificates will be issued in an aggregate principal amount equal to the principal amount of the Global Note Certificate within five business days of the delivery, by or on behalf of the registered holder of the Global Note Certificate to the Registrar of such information as is required to complete and deliver such Individual Note Certificates against the surrender of the Global Note Certificate at the specified office of the Registrar.

Such exchange will be effected in accordance with the provisions of the Trust Deed, the Agency Agreement and the regulations concerning the transfer and registration of Notes scheduled to the Agency Agreement and, in particular, shall be effected without charge to any holder, but against such indemnity as the Registrar may require in respect of any tax or other duty of whatsoever nature which may be levied or imposed in connection with such exchange.

#### ***Terms and Conditions applicable to the Notes***

The terms and conditions applicable to any Individual Note Certificate will be endorsed on that Individual Note Certificate and will consist of the terms and conditions set out under “*Terms and Conditions of the Notes*” below and the provisions of the relevant Pricing Supplement which supplement, amend and/or replace those terms and conditions.

The terms and conditions applicable to any Global Note Certificate will differ from those terms and conditions which would apply to the Note were it in definitive form to the extent described under “*Summary of Provisions Relating to the Notes while in Global Form*” below.

## TERMS AND CONDITIONS OF THE NOTES

*The following (other than the words in italics) is the text of the terms and conditions which, as completed by the relevant Pricing Supplement, will be endorsed on each Note in definitive form issued under the Programme. The terms and conditions applicable to any Note in global form will differ from those terms and conditions which would apply to the Note were it in definitive form to the extent described under “Forms of the Notes” and “Summary of Provisions Relating to the Notes while in Global Form”.*

### 1 Introduction

- (a) **Programme:** Bank of China Limited (the “**Bank**”) has established a Medium Term Note Programme (the “**Programme**”) for the issuance of up to U.S.\$40,000,000,000 in aggregate principal amount of notes (the “**Notes**”).
- (b) **Pricing Supplement:** The terms and conditions applicable to any particular tranche of Notes (a “**Tranche**”) are set out in the relevant pricing supplement (the “**Pricing Supplement**”) which supplements, amends and/or replaces these terms and conditions (the “**Conditions**”). In the event of any inconsistency between these Conditions and the relevant Pricing Supplement, the relevant Pricing Supplement shall prevail. Notes issued under the Programme are issued in series (each a “**Series**”) and each Series may comprise one or more Tranches. Each Series of Notes may be issued by the Bank, any branch of the Bank (each a “**Branch Issuer**”) or any Subsidiary of the Bank (each a “**Subsidiary Issuer**”), as specified in the relevant Pricing Supplement. Notes issued by a Subsidiary Issuer may be unconditionally and irrevocably guaranteed by the Guarantor (as defined below) as specified in the relevant Pricing Supplement. References herein to the “**Relevant Obligor(s)**” are to the relevant Issuer, and, in the case of any Guaranteed Note, each of the relevant Issuer and the relevant Guarantor.
- (c) **Trust Deed:**
- (i) Non-Guaranteed Notes are constituted by, are subject to, and have the benefit of, an amended and restated trust deed dated 13 April 2022 (as further amended or supplemented from time to time, the “**Non-Guaranteed Notes Principal Trust Deed**”) between the Bank (on behalf of itself and each Branch Issuer) and The Bank of New York Mellon, London Branch as trustee (the “**Trustee**”, which expression includes, where the context requires, all persons for the time being trustee or trustees appointed under the Non-Guaranteed Notes Principal Trust Deed). In order for a Subsidiary Issuer to issue Non-Guaranteed Notes, such Subsidiary Issuer shall, in respect of such Non-Guaranteed Notes, (A) accede to the Non-Guaranteed Notes Principal Trust Deed by executing an accession deed between such Subsidiary Issuer and the Trustee, or (B) supplement the Non-Guaranteed Notes Principal Trust Deed by executing a supplemental trust deed between such Subsidiary Issuer, the Bank and the Trustee, in each case, dated on or before the relevant Issue Date (as amended or supplemented from time to time and together with the Non-Guaranteed Notes Principal Trust Deed, the “**Non-Guaranteed Notes Trust Deed**”).
- (ii) Guaranteed Notes are constituted by, are subject to, and have the benefit of, an amended and restated trust deed dated 13 April 2022 (as further amended or supplemented from time to time, the “**Guaranteed Notes Principal Trust Deed**”) between the Bank (on behalf of itself as Issuer and each Overseas Branch (as defined below) as Guarantor) and the Trustee (which expression includes, where the context requires, all persons for the time being trustee or trustees appointed under the Guaranteed Notes Principal Trust Deed). In order for a Subsidiary Issuer to issue Guaranteed Notes, such Subsidiary Issuer shall, in respect of such Guaranteed Notes, (A) accede to the Guaranteed Notes Principal Trust Deed by executing an accession deed between such Subsidiary Issuer and the Trustee, or (B) supplement the Guaranteed Notes Principal Trust Deed by executing a supplemental trust deed between such Subsidiary Issuer, the Bank and the Trustee, in each case, dated on or before the relevant Issue Date (as amended or supplemented from

time to time and together with the Guaranteed Notes Principal Trust Deed, the “**Guaranteed Notes Trust Deed**”, and together with the Non-Guaranteed Notes Trust Deed, the “**Trust Deed**”). The relevant Guarantor must execute a deed of guarantee to be dated on or before the relevant Issue Date (each as amended or supplemented from time to time, a “**Deed of Guarantee**”).

- (iii) Notes issued by the Bank may be constituted by either the Non-Guaranteed Notes Principal Trust Deed or the Guaranteed Notes Principal Trust Deed as specified in the relevant Pricing Supplement.
  - (iv) Without prejudice to the foregoing, if the relevant Pricing Supplement specifies that an alternative trustee shall be appointed for a relevant Series of Notes, such Series of Notes shall be constituted by a deed (as further amended or supplemented from time to time, the “**Alternative Trust Deed**”) between the relevant Issuer (and in the case of Notes issued by a Branch Issuer or a Subsidiary Issuer, the Bank) and the specified alternative trustee (the “**Alternative Trustee**”) incorporating the Non-Guaranteed Notes Principal Trust Deed or the Guaranteed Notes Principal Trust Deed, as the case may be. The Alternative Trustee shall be the Trustee for the purposes of the Conditions applicable to such Series of Notes.
- (d) **Agency Agreement:**
- (i) Non-Guaranteed Notes are the subject of an amended and restated issue and paying agency agreement dated 3 April 2018 (as further amended or supplemented from time to time, the “**Non-Guaranteed Notes Principal Agency Agreement**”) between the Bank (on behalf of itself and each Branch Issuer), The Bank of New York Mellon, London Branch and The Bank of New York Mellon as principal paying agent (the “**Principal Paying Agent**”, which expression includes any successor principal paying agent appointed from time to time in connection with the Notes), The Bank of New York Mellon SA/NV, Luxembourg Branch, The Bank of New York Mellon and The Bank of New York Mellon, Hong Kong Branch as registrar (the “**Registrar**”, which expression includes any successor registrar appointed from time to time in connection with the Notes), The Bank of New York Mellon, Hong Kong Branch as CMU lodging and paying agent (the “**CMU Lodging and Paying Agent**”, which expression includes any successor CMU lodging and paying Agent appointed from time to time in connection with the Notes), the paying agents named therein (together with the Principal Paying Agent and the CMU Lodging and Paying Agent, the “**Paying Agents**”, which expression includes any successor or additional paying agents appointed from time to time in connection with the Notes), the transfer agents named therein (together with the Registrar, the “**Transfer Agents**”, which expression includes any successor or additional transfer agents appointed from time to time in connection with the Notes) and the Trustee. In these Conditions references to the “**Agents**” are to the Paying Agents and the Transfer Agents and any reference to an “**Agent**” is to any one of them. In order for a Subsidiary Issuer to issue Non-Guaranteed Notes, such Subsidiary Issuer shall, in respect of such Non-Guaranteed Notes, (A) accede to the Non-Guaranteed Notes Principal Agency Agreement by executing an accession agreement between such Subsidiary Issuer, the Trustee and the Agents named therein, or (B) supplement the Non-Guaranteed Notes Principal Agency Agreement by executing a supplemental agency agreement between such Subsidiary Issuer, the Bank, the Trustee and the Agents named therein, in each case, dated on or before the relevant Issue Date (as amended or supplemented from time to time and together with the Non-Guaranteed Notes Principal Agency Agreement, the “**Non-Guaranteed Notes Agency Agreement**”).
  - (ii) Guaranteed Notes are the subject of an amended and restated issue and paying agency agreement dated 3 April 2018 (as further amended or supplemented from time to time, the “**Guaranteed Notes Principal Agency Agreement**”) between the Bank (on behalf of itself as Issuer and each Overseas Branch (as defined below) as Guarantor), the Trustee and the Agents named therein. In order for a Subsidiary Issuer to issue Guaranteed

Notes, such Subsidiary Issuer shall, in respect of such Guaranteed Notes, (A) accede to the Guaranteed Notes Principal Agency Agreement by executing an accession agreement between such Subsidiary Issuer, the Trustee and the Agents named therein, or (B) supplement the Guaranteed Notes Principal Agency Agreement by executing a supplemental agency agreement between such Subsidiary Issuer, the Bank, the Trustee and the Agents named therein, in each case, dated on or before the relevant Issue Date (as amended or supplemented from time to time and together with the Guaranteed Notes Principal Agency Agreement, the “**Guaranteed Notes Agency Agreement**”, and together with the Non-Guaranteed Notes Agency Agreement, the “**Agency Agreement**”).

- (iii) Notes issued by the Bank may be the subject of the Non-Guaranteed Notes Principal Agency Agreement (in case of Notes constituted by the Non-Guaranteed Notes Principal Trust Deed) or the Guaranteed Notes Principal Agency Agreement (in case of Notes constituted by the Guaranteed Notes Principal Trust Deed).
- (iv) Without prejudice to the foregoing, if the relevant Pricing Supplement specifies that an Alternative Trustee shall be appointed for the relevant Series of Notes, neither the Non-Guaranteed Notes Principal Agency Agreement nor the Guaranteed Notes Principal Agency Agreement shall apply to such Series of Notes and such alternative arrangement (as further amended or supplemented from time to time, the “**Alternative Agency Agreement**”) as specified in the Pricing Supplement shall apply.
- (e) **The Notes:** The Notes may be issued in bearer form (“**Bearer Notes**”), or in registered form (“**Registered Notes**”). All subsequent references in these Conditions to “Notes” are to the Notes which are the subject of the relevant Pricing Supplement. Copies of the relevant Pricing Supplement are available for viewing and copies may be obtained from the Specified Office of each of the Paying Agents and Transfer Agents.
- (f) **Summaries:** Certain provisions of these Conditions are summaries of the Trust Deed, the relevant Deed of Guarantee and the Agency Agreement and are subject to their detailed provisions. Noteholders and the holders of the related interest coupons, if any, (the “**Couponholders**” and the “**Coupons**”, respectively) are bound by, and are deemed to have notice of, all the provisions of the Trust Deed, the relevant Deed of Guarantee, as applicable, and the Agency Agreement applicable to them. Copies of the Trust Deed, each Deed of Guarantee, as applicable and the Agency Agreement are (i) available for inspection by Noteholders during normal business hours at the Specified Offices of the Paying Agents and the principal office in Hong Kong of the Principal Paying Agent or (ii) available electronically via e-mail from the Principal Paying Agent.

## 2 Interpretation

- (a) **Definitions:** In these Conditions the following expressions have the following meanings:

“**Accrual Yield**” has the meaning given in the relevant Pricing Supplement;

“**Additional Business Centre(s)**” means the city or cities specified as such in the relevant Pricing Supplement;

“**Additional Financial Centre(s)**” means the city or cities specified as such in the relevant Pricing Supplement;

“**Business Day**”, other than in Condition 3(g) (*Registration and delivery of Note Certificates*) means:

- (i) in relation to any sum payable in euro, a TARGET Settlement Day and a day on which commercial banks and foreign exchange markets settle payments generally in each (if any) Additional Business Centre;



- (ii) in relation to any sum payable in a currency other than euro and Renminbi, a day on which commercial banks and foreign exchange markets settle payments generally, in the Principal Financial Centre of the relevant currency and in each (if any) Additional Business Centre; and
- (iii) for the purposes of Notes denominated in Renminbi only, any day (other than a Sunday or a Saturday) on which commercial banks and foreign exchange markets are open for business and settle Renminbi payments in Hong Kong and are not authorised or obligated by law or executive order to be closed;

“**Business Day Convention**”, in relation to any particular date, has the meaning given in the relevant Pricing Supplement and, if so specified in the relevant Pricing Supplement, may have different meanings in relation to different dates and, in this context, the following expressions shall have the following meanings:

- (i) “**Following Business Day Convention**” means that the relevant date shall be postponed to the first following day that is a Business Day;
- (ii) “**Modified Following Business Day Convention**” or “**Modified Business Day Convention**” means that the relevant date shall be postponed to the first following day that is a Business Day unless that day falls in the next calendar month in which case that date will be the first preceding day that is a Business Day;
- (iii) “**Preceding Business Day Convention**” means that the relevant date shall be brought forward to the first preceding day that is a Business Day;
- (iv) “**FRN Convention**”, “**Floating Rate Convention**” or “**Eurodollar Convention**” means that each relevant date shall be the date which numerically corresponds to the preceding such date in the calendar month which is the number of months specified in the relevant Pricing Supplement as the Specified Period after the calendar month in which the preceding such date occurred provided, however, that:
  - (A) if there is no such numerically corresponding day in the calendar month in which any such date should occur, then such date will be the last day which is a Business Day in that calendar month;
  - (B) if any such date would otherwise fall on a day which is not a Business Day, then such date will be the first following day which is a Business Day unless that day falls in the next calendar month, in which case it will be the first preceding day which is a Business Day; and
  - (C) if the preceding such date occurred on the last day in a calendar month which was a Business Day, then all subsequent such dates will be the last day which is a Business Day in the calendar month which is the specified number of months after the calendar month in which the preceding such date occurred; and
- (v) “**No Adjustment**” means that the relevant date shall not be adjusted in accordance with any Business Day Convention;

“**Calculation Agent**” means the Principal Paying Agent or such other Person, in each case as specified in the relevant Pricing Supplement as the party responsible for calculating the Rate(s) of Interest and Interest Amount(s) and/or such other amount(s) as may be specified in the relevant Pricing Supplement;

“**Calculation Amount**” has the meaning given in the relevant Pricing Supplement;

a “**Change of Control**” occurs when the Bank ceases to have Control of the Issuer. For the avoidance of doubt, the Bank shall cease to Control the Issuer if both limbs (i) and (ii) in the definition of “**Control**” cannot be satisfied;

“**CMU**” means the Central Moneymarkets Unit Service, operated by the Hong Kong Monetary Authority;

“**Control**” means (where applicable), with respect to a Person, (i) the ownership, acquisition or control of the Relevant Percentage of the voting rights of the issued share capital of such Person, whether obtained directly or indirectly or (ii) the right to appoint and/or remove the Relevant Percentage of the members of the Person’s board of directors or other governing body, whether obtained directly or indirectly, and whether obtained by ownership of share capital, the possession of voting rights, contract or otherwise.

“**Coupon Sheet**” means, in respect of a Note, a coupon sheet relating to the Note;

“**Dated Subordinated Notes**” means Notes specified in the applicable Pricing Supplement as dated subordinated notes;

“**Day Count Fraction**” means, in respect of the calculation of an amount for any period of time (the “**Calculation Period**”), such day count fraction as may be specified in these Conditions or the relevant Pricing Supplement and:

- (i) if “**Actual/Actual (ICMA)**” is so specified, means:
  - (A) where the Calculation Period is equal to or shorter than the Regular Period during which it falls, the actual number of days in the Calculation Period divided by the product of (1) the actual number of days in such Regular Period and (2) the number of Regular Periods in any year; and
  - (B) where the Calculation Period is longer than one Regular Period, the sum of:
    - (1) the actual number of days in such Calculation Period falling in the Regular Period in which it begins divided by the product of (a) the actual number of days in such Regular Period and (b) the number of Regular Periods in any year; and
    - (2) the actual number of days in such Calculation Period falling in the next Regular Period divided

by the product of (a) the actual number of days in such Regular Period and (b) the number of Regular Periods in any year;

- (ii) if “**Actual/365**” or “**Actual/Actual (ISDA)**” is so specified, means the actual number of days in the Calculation Period divided by 365 (or, if any portion of the Calculation Period falls in a leap year, the sum of (A) the actual number of days in that portion of the Calculation Period falling in a leap year divided by 366 and (B) the actual number of days in that portion of the Calculation Period falling in a non-leap year divided by 365);
- (iii) if “**Actual/365 (Fixed)**” is so specified, means the actual number of days in the Calculation Period divided by 365;
- (iv) if “**Actual/360**” is so specified, means the actual number of days in the Calculation Period divided by 360;

- (v) if “**30/360**” is so specified, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y<sub>1</sub>**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y<sub>2</sub>**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M<sub>1</sub>**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M<sub>2</sub>**” is the calendar month, expressed as number, in which the day immediately following the last day included in the Calculation Period falls;

“**D<sub>1</sub>**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D<sub>1</sub> will be 30; and

“**D<sub>2</sub>**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31 and D<sub>1</sub> is greater than 29, in which case D<sub>2</sub> will be 30;

- (vi) if “**30E/360**” or “**Eurobond Basis**” is so specified, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y<sub>1</sub>**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y<sub>2</sub>**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M<sub>1</sub>**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M<sub>2</sub>**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D<sub>1</sub>**” is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D<sub>1</sub> will be 30; and

“**D<sub>2</sub>**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31, in which case D<sub>2</sub> will be 30; and

(vii) if “**30E/360 (ISDA)**” is so specified, the number of days in the Calculation Period divided by 360, calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

“**Y<sub>1</sub>**” is the year, expressed as a number, in which the first day of the Calculation Period falls;

“**Y<sub>2</sub>**” is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**M<sub>1</sub>**” is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

“**M<sub>2</sub>**” is the calendar month, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

“**D<sub>1</sub>**” is the first calendar day, expressed as a number, of the Calculation Period, unless (i) that day is the last day of February or (ii) such number would be 31, in which case **D<sub>1</sub>** will be 30; and

“**D<sub>2</sub>**” is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless (i) that day is the last day of February but not the Maturity Date or (ii) such number would be 31, in which case **D<sub>2</sub>** will be 30,

**provided, however, that** in each such case the number of days in the Calculation Period is calculated from and including the first day of the Calculation Period to but excluding the last day of the Calculation Period;

“**DTC**” means The Depository Trust Company;

“**Early Redemption Amount (Change of Control)**” means, in respect of any Note, 101 per cent. of its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Pricing Supplement;

“**Early Redemption Amount (Tax)**” means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Pricing Supplement;

“**Early Termination Amount**” means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, these Conditions or the relevant Pricing Supplement;

“**Extraordinary Resolution**” has the meaning ascribed to it in the Trust Deed;

“**Final Redemption Amount**” means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Pricing Supplement;

“**First Interest Payment Date**” means the date specified in the relevant Pricing Supplement;

“**Fixed Coupon Amount**” has the meaning given in the relevant Pricing Supplement;

“**Guarantee of the Notes**” means the guarantee of the Notes given by the relevant Guarantor in the relevant Deed of Guarantee;

“**Guaranteed Notes**” means Notes issued by a Subsidiary Issuer which are guaranteed by the Guarantor as specified in the relevant Pricing Supplement;

“**Guarantor**” means such Overseas Branch as specified in the relevant Pricing Supplement as guarantor of the Guaranteed Notes;

“**Holder**”, in the case of Bearer Notes, has the meaning given in Condition 3(b) (*Form, Denomination, Title and Transfer – Title to Bearer Notes*) and, in the case of Registered Notes, has the meaning given in Condition 3(d) (*Form, Denomination, Title and Transfer – Title to Registered Notes*);

“**Hong Kong**” means the Hong Kong Special Administrative Region of the People’s Republic of China;

“**Interest Amount**” means, in relation to a Note and an Interest Period, the amount of interest payable in respect of that Note for that Interest Period;

“**Interest Commencement Date**” means the Issue Date of the Notes or such other date as may be specified as the Interest Commencement Date in the relevant Pricing Supplement;

“**Interest Determination Date**” has the meaning given in the relevant Pricing Supplement;

“**Interest Payment Date**” means the First Interest Payment Date and any date or dates specified as such in, or determined in accordance with the provisions of, the relevant Pricing Supplement and, if a Business Day Convention is specified in the relevant Pricing Supplement:

- (i) as the same may be adjusted in accordance with the relevant Business Day Convention; or
- (ii) if the Business Day Convention is the FRN Convention, Floating Rate Convention or Eurodollar Convention and an interval of a number of calendar months is specified in the relevant Pricing Supplement as being the Specified Period, each of such dates as may occur in accordance with the FRN Convention, Floating Rate Convention or Eurodollar Convention at such Specified Period of calendar months following the Interest Commencement Date (in the case of the first Interest Payment Date) or the previous Interest Payment Date (in any other case);

“**Interest Period**” means each period beginning on (and including) the Interest Commencement Date or any Interest Payment Date and ending on (but excluding) the next Interest Payment Date;

“**ISDA Definitions**” means the 2006 ISDA Definitions (as amended and updated as at the date of issue of the first Tranche of the Notes of the relevant Series (as specified in the relevant Pricing Supplement) as published by the International Swaps and Derivatives Association, Inc.) unless otherwise specified in the relevant Pricing Supplement;

“**Issue Date**” has the meaning given in the relevant Pricing Supplement;

“**Issuer**” means the Bank, the Branch Issuer or the Subsidiary Issuer, as specified in the relevant Pricing Supplement;

“**Macau**” means the Macau Special Administrative Region of the People’s Republic of China;  
“**Margin**” has the meaning given in the relevant Pricing Supplement;

**“Material Subsidiary”:**

- (i) in the case of (A) Notes issued by the Bank or a Branch Issuer, or (B) Guaranteed Notes, means, a Subsidiary of the Bank whose total assets or total revenue as at the date at which its latest audited financial statements were prepared or, as the case may be, for the financial period to which the audited financial statements relate, account for 5 per cent. or more of the consolidated assets or consolidated revenue of the Bank as at such date or for such period. If a Material Subsidiary transfers all of its assets and business to another Subsidiary of the Bank, the transferee shall become a Material Subsidiary and the transferor shall cease to be a Material Subsidiary on completion of such transfer; and
- (ii) in the case of Non-Guaranteed Notes issued by a Subsidiary Issuer, has the meaning given in the relevant Pricing Supplement;

**“Maturity Date”** has the meaning given in the relevant Pricing Supplement;

**“Maximum Redemption Amount”** has the meaning given in the relevant Pricing Supplement;

**“Minimum Redemption Amount”** has the meaning given in the relevant Pricing Supplement;

**“NDRC”** means the National Development and Reform Commission;

**“NDRC Circular”** means the Circular on Promoting the Reform of the Administrative System on the Issuance by Enterprises of Foreign Debt Filings and Registrations (國家發展改革委關於推進企業發行外債備案登記制管理改革的通知(發改外資[2015]2044號)) issued by the NDRC and which came into effect on 14 September 2015 and any implementation rules or policies as issued by the NDRC from time to time;

**“Non-Guaranteed Notes”** means Notes issued by a Branch Issuer or a Subsidiary Issuer which are not guaranteed and specified as such in the relevant Pricing Supplement;

**“Noteholder”**, in the case of Bearer Notes, has the meaning given in Condition 3(b) (*Form, Denomination, Title and Transfer – Title to Bearer Notes*) and, in the case of Registered Notes, has the meaning given in Condition 3(d) (*Form, Denomination, Title and Transfer – Title to Registered Notes*);

**“Optional Redemption Amount (Call)”** means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Pricing Supplement;

**“Optional Redemption Amount (Put)”** means, in respect of any Note, its principal amount or such other amount as may be specified in, or determined in accordance with, the relevant Pricing Supplement;

**“Optional Redemption Date (Call)”** has the meaning given in the relevant Pricing Supplement;

**“Optional Redemption Date (Put)”** has the meaning given in the relevant Pricing Supplement;

**“Overseas Branch”** means a branch of the Bank which is outside the PRC;

**“Participating Member State”** means a Member State of the European Communities which adopts the euro as its lawful currency in accordance with the Treaty;

**“Payment Business Day”** means:

- (i) if the currency of payment is euro, any day which is:
  - (A) a day on which (a) banks in the relevant place of presentation are open for presentation and payment of bearer debt securities and for dealings in foreign currencies; and (b) a day on which commercial banks are open for general business (including dealings in foreign currencies) in the city where the Principal Paying Agent or, as the case may be, the CMU Lodging and Paying Agent has its Specified Office; and
  - (B) in the case of payment by transfer to an account, (a) a TARGET Settlement Day and (b) a day on which dealings in foreign currencies may be carried on in each (if any) Additional Financial Centre; or
- (ii) if the currency of payment is not euro, any day which is:
  - (A) a day on which (a) banks in the relevant place of presentation are open for presentation and payment of bearer debt securities and for dealings in foreign currencies and (b) a day on which commercial banks are open for general business (including dealings in foreign currencies) in the city where the Principal Paying Agent or, as the case may be, the CMU Lodging and Paying Agent has its Specified Office; and
  - (B) in the case of payment by transfer to an account, a day on which dealings in foreign currencies (including, in the case of Notes denominated in Renminbi, settlement of Renminbi payments) may be carried on in the Principal Financial Centre of the currency of payment and in each (if any) Additional Financial Centre;

**“Person”** means any individual, company, corporation, firm, partnership, joint venture, association, organisation, state or agency of a state or other entity, whether or not having separate legal personality;

**“PRC”** means, for the purpose of these Conditions, the People’s Republic of China excluding Hong Kong, Macau and Taiwan;

**“Principal Financial Centre”** means, in relation to any currency, the principal financial centre for that currency **provided, however, that:**

- (i) in relation to euro, it means the principal financial centre of such Member State of the European Communities as is selected (in the case of a payment) by the payee or (in the case of a calculation) by the Calculation Agent;
- (ii) in relation to Australian dollars, it means Sydney and in relation to New Zealand dollars, it means Auckland, in each case as is selected (in the case of a payment) by the payee or (in the case of a calculation) by the Calculation Agent or, in each case, the principal financial centre as is specified in the applicable Pricing Supplement; and
- (iii) in relation to Renminbi, it means Hong Kong or the principal financial centre as is specified in the applicable Pricing Supplement;

**“Put Option Notice”** means a notice which must be delivered to a Paying Agent by any Noteholder wanting to exercise a right to redeem a Note at the option of the Noteholder;

**“Put Option Receipt”** means a receipt issued by a Paying Agent to a depositing Noteholder upon deposit of a Note with such Paying Agent by any Noteholder wanting to exercise a right to redeem a Note at the option of the Noteholder;

**“Rate of Interest”** means the rate or rates (expressed as a percentage per annum) of interest payable in respect of the Notes specified in the relevant Pricing Supplement or calculated or determined in accordance with the provisions of these Conditions and/or the relevant Pricing Supplement;

**“Redemption Amount”** means, as appropriate, the Final Redemption Amount, the Early Redemption Amount (Tax), the Early Redemption Amount (Change of Control), the Optional Redemption Amount (Call), the Optional Redemption Amount (Put), the Early Termination Amount or such other amount in the nature of a redemption amount as may be specified in, or determined in accordance with the provisions of, the relevant Pricing Supplement;

**“Reference Banks”** has the meaning given in the relevant Pricing Supplement or, if none, four major banks selected by the Issuer in the market that is most closely connected with the Reference Rate;

**“Relevant Percentage”** means, in respect of any Subsidiary Issuer, the percentage as specified in the relevant Pricing Supplement;

**“Reference Price”** has the meaning given in the relevant Pricing Supplement;

**“Reference Rate”** has the meaning given in the relevant Pricing Supplement;

**“Regular Period”** means:

- (i) in the case of Notes where interest is scheduled to be paid only by means of regular payments, each period from and including the Interest Commencement Date to but excluding the first Interest Payment Date and each successive period from and including one Interest Payment Date to but excluding the next Interest Payment Date;
- (ii) in the case of Notes where, apart from the first Interest Period, interest is scheduled to be paid only by means of regular payments, each period from and including a Regular Date falling in any year to but excluding the next Regular Date, where “Regular Date” means the day and month (but not the year) on which any Interest Payment Date falls; and
- (iii) in the case of Notes where, apart from one Interest Period other than the first Interest Period, interest is scheduled to be paid only by means of regular payments, each period from and including a Regular Date falling in any year to but excluding the next Regular Date, where “Regular Date” means the day and month (but not the year) on which any Interest Payment Date falls other than the Interest Payment Date falling at the end of the irregular Interest Period;

**“Relevant Date”** means, in relation to any payment, whichever is the later of (a) the date on which the payment in question first becomes due and (b) if the full amount payable has not been received in the Principal Financial Centre of the currency of payment by the Principal Paying Agent or the Trustee on or prior to such due date, the date on which (the full amount having been so received) notice to that effect has been given to the Noteholders;

**“Relevant Financial Centre”** has the meaning given in the relevant Pricing Supplement;

**“Relevant Screen Page”** means the page, section or other part of a particular information service (including, without limitation, Reuters) specified as the Relevant Screen Page in the relevant Pricing Supplement, or such other page, section or other part as may replace it on that information service or such other information service, in each case, as may be nominated by the Person providing or sponsoring the information appearing there for the purpose of displaying rates or prices comparable to the Reference Rate;

**“Relevant Time”** has the meaning given in the relevant Pricing Supplement;



“**Reserved Matter**” means any proposal to change any date fixed for payment of principal or interest in respect of the Notes, to reduce the amount of principal or interest payable on any date in respect of the Notes, to alter the method of calculating the amount of any payment in respect of the Notes or the date for any such payment, to change the currency of any payment under the Notes, (in the case of any Guaranteed Note) modify any provision of the Guarantee of the Notes (other than the modifications pursuant to any further issue under Condition 21 (*Further Issues*)) or to change the quorum requirements relating to meetings or the majority required to pass an Extraordinary Resolution;

“**Securities Act**” means the United States Securities Act of 1933, as amended;

“**Security Interest**” means any mortgage, charge, pledge, lien or other security interest including, without limitation, anything analogous to any of the foregoing under the laws of any jurisdiction;

“**Senior Guaranteed Notes**” means the Senior Notes specified in the applicable Pricing Supplement as Senior Guaranteed Notes;

“**Senior Notes**” means Notes specified in the applicable Pricing Supplement as senior notes (including the Senior Guaranteed Notes);

“**Specified Clearing System**” means the clearing system specified in the relevant Pricing Supplement in respect of a Tranche of Notes for which no Note Certificates are to be issued;

“**Specified Currency**” has the meaning given in the relevant Pricing Supplement;

“**Specified Denomination(s)**” has the meaning given in the relevant Pricing Supplement;

“**Specified Office**” has the meaning given in the Agency Agreement;

“**Specified Period**” has the meaning given in the relevant Pricing Supplement;

“**Subordinated Guaranteed Notes**” means the Subordinated Notes specified in the applicable Pricing Supplement as Subordinated Guaranteed Notes, which are either Dated Subordinated Notes or Undated Subordinated Notes;

“**Subordinated Notes**” means Notes specified in the applicable Pricing Supplement as subordinated notes, which are either Dated Subordinated Notes or Undated Subordinated Notes (including the Subordinated Guaranteed Notes);

“**Subsidiary**” means, in relation to any Person (the “first Person”) at any particular time, any other Person (the “second Person”):

- (a) of which the first Person controls or has the power to control, 50 per cent. or more of the share capital or other ownership interest having ordinary voting power to elect directors, managers or trustees of such person; or
- (b) whose financial statements are, in accordance with applicable law and generally accepted accounting principles, consolidated with those of the first Person;

“**Talon**” means a talon for further Coupons;

“**TARGET Settlement Day**” means any day on which TARGET2 is open for the settlement of payments in euro;

“**TARGET2**” means the Trans-European Automated Real-Time Gross Settlement Express Transfer payment system which utilises a single shared platform and which was launched on 19 November 2007;

“**Tax Jurisdiction**” means the PRC and the relevant tax jurisdiction of a Relevant Obligor specified in the applicable Pricing Supplement, or in each case any political subdivision or any authority thereof or therein having power to tax payments made by such Relevant Obligor of principal or interest on the Notes, Receipts or Coupons;

“**Treaty**” means the Treaty establishing the European Communities, as amended;

“**Undated Subordinated Notes**” means Notes specified in the applicable Pricing Supplement as undated subordinated notes; and

“**Zero Coupon Note**” means a Note specified as such in the relevant Pricing Supplement.

(b) **Interpretation:** In these Conditions:

- (i) if the Notes are Zero Coupon Notes, references to Coupons and Couponholders are not applicable;
- (ii) if Talons are specified in the relevant Pricing Supplement as being attached to the Notes at the time of issue, references to Coupons shall be deemed to include references to Talons;
- (iii) if Talons are not specified in the relevant Pricing Supplement as being attached to the Notes at the time of issue, references to Talons are not applicable;
- (iv) any reference to principal shall be deemed to include the Redemption Amount, any additional amounts in respect of principal which may be payable under Condition 14 (*Taxation*), any undertaking given in addition to or substitution for Condition 14 (*Taxation*) pursuant to the Trust Deed, any premium payable in respect of a Note and any other amount in the nature of principal payable pursuant to these Conditions;
- (v) any reference to interest shall be deemed to include any additional amounts in respect of interest which may be payable under Condition 14 (*Taxation*) and any other amount in the nature of interest payable pursuant to these Conditions;
- (vi) references to Notes being “outstanding” shall be construed in accordance with the Trust Deed;
- (vii) if an expression is stated in Condition 2(a) (*Interpretation – Definitions*) to have the meaning given in the relevant Pricing Supplement, but the relevant Pricing Supplement gives no such meaning or specifies that such expression is “not applicable” then such expression is not applicable to the Notes; and
- (viii) any reference to:
  - (A) the Trust Deed shall be construed as a reference to the Non-Guaranteed Notes Trust Deed, the Guaranteed Notes Trust Deed or the relevant Alternative Trust Deed, as the case may be,
  - (B) the Agency Agreement shall be construed as a reference to the Non-Guaranteed Notes Agency Agreement, the Guaranteed Notes Agency Agreement or the relevant Alternative Agency Agreement, as the case may be,
  - (C) a Deed of Guarantee shall be construed as a reference to the relevant Deed of Guarantee,

each as amended and/or supplemented up to and including the Issue Date of the Notes.

### 3 Form, Denomination, Title and Transfer

- (a) **Bearer Notes:** Bearer Notes are in the Specified Denomination(s) with Coupons and, if specified in the relevant Pricing Supplement, Talons attached at the time of issue. In the case of a Series of Bearer Notes with more than one Specified Denomination, Bearer Notes of one Specified Denomination will not be exchangeable for Bearer Notes of another Specified Denomination.
- (b) **Title to Bearer Notes:** Title to Bearer Notes and the Coupons will pass by delivery. In the case of Bearer Notes, “Holder” means the holder of such Bearer Note and “Noteholder” and “Couponholder” shall be construed accordingly.
- (c) **Registered Notes:** Registered Notes are in the Specified Denomination(s), which may include a minimum denomination specified in the relevant Pricing Supplement and higher integral multiples of a smaller amount specified in the relevant Pricing Supplement.
- (d) **Title to Registered Notes:** The Registrar will maintain a register outside the United Kingdom in accordance with the provisions of the Agency Agreement. A certificate (each, a “**Note Certificate**”) will be issued to each Holder of Registered Notes in respect of its registered holding. Each Note Certificate will be numbered serially with an identifying number which will be recorded in the register (the “**Register**”). In the case of Registered Notes, “Holder” means the person in whose name such Registered Note is for the time being registered in the Register (or, in the case of a joint holding, the first named thereof) and “Noteholder” shall be construed accordingly. If so specified in the relevant Pricing Supplement, no Note Certificate shall be issued in respect of the relevant Tranche of Notes, all references to “Holder” shall mean the person appearing in the records of the Specified Clearing System as the Accountholder entitled to such Notes and “Noteholder” shall be construed accordingly.
- (e) **Ownership:** The Holder of any Note or Coupon shall (except as otherwise required by law) be treated as its absolute owner for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any other interest therein, any writing thereon or, in the case of Registered Notes, on the Note Certificate relating thereto (other than the endorsed form of transfer) or any notice of any previous loss or theft thereof) and no Person shall be liable for so treating such Holder. No person shall have any right to enforce any term or condition of any Note, the Deed of Guarantee, as applicable or the Trust Deed under the Contracts (Rights of Third Parties) Act 1999.
- (f) **Transfers of Registered Notes:** Subject to paragraphs (i) (*Closed periods*) and (j) (*Regulations concerning transfers and registration*) below, a Registered Note may be transferred upon surrender of the relevant Note Certificate, with the endorsed form of transfer duly completed, at the Specified Office of the Registrar or any Transfer Agent, together with such evidence as the Registrar or (as the case may be) such Transfer Agent may reasonably require to prove the title of the transferor and the authority of the individuals who have executed the form of transfer; **provided, however, that** a Registered Note may not be transferred unless the principal amount of Registered Notes transferred and (where not all of the Registered Notes held by a Holder are being transferred) the principal amount of the balance of Registered Notes not transferred are in Specified Denominations. Where not all the Registered Notes represented by the surrendered Note Certificate are the subject of the transfer, a new Note Certificate in respect of the balance of the Registered Notes will be issued to the transferor.
- (g) **Registration and delivery of Note Certificates:** Within five business days of the surrender of a Note Certificate in accordance with paragraph (f) (*Transfers of Registered Notes*) above, the Registrar will register the transfer in question and deliver a new Note Certificate of a like principal amount to the Registered Notes transferred to each relevant Holder at its Specified Office or (as the case may be) the Specified Office of any Transfer Agent or (at the request and risk of any such relevant Holder) by uninsured first class mail (airmail if overseas) to the

address specified for the purpose by such relevant Holder. In this paragraph, “business day” means a day on which commercial banks are open for general business (including dealings in foreign currencies) in the city where the Registrar or (as the case may be) the relevant Transfer Agent has its Specified Office.

- (h) **No charge:** The transfer of a Registered Note will be effected without charge by or on behalf of the Issuer or the Registrar or any Transfer Agent but against such indemnity as the Registrar or (as the case may be) such Transfer Agent may require in respect of any tax or other duty of whatsoever nature which may be levied or imposed in connection with such transfer.
- (i) **Closed periods:** Noteholders may not require transfers to be registered:
  - (i) during the period of 15 days ending on the due date for any payment of principal or interest in respect of the Registered Notes;
  - (ii) during the period of 15 days ending on any date on which Notes may be called for redemption by the Issuer at its option pursuant to Condition 11(b) (*Redemption for tax reasons*) or Condition 11(c) (*Redemption at the option of the Issuer*); and
  - (iii) after a Change of Control Put Exercise Notice or Put Option Notice has been delivered in respect of the relevant Note(s) in accordance with Condition 11(e) (*Redemption for Change of Control*) or Condition 11(f) (*Redemption of the Senior Notes or the Dated Subordinated Notes at the option of the Noteholders*).
- (j) **Regulations concerning transfers and registration:** All transfers of Registered Notes and entries on the Register are subject to the detailed regulations concerning the transfer of Registered Notes scheduled to the Agency Agreement. The regulations may be changed by the Issuer with the prior written approval of the Registrar. A copy of the current regulations will be mailed (free of charge) by the Registrar to any Noteholder who requests in writing a copy of such regulations.

#### **4 Status of the Notes and Guarantee of Guaranteed Notes**

- (a) **Status of the Senior Notes:** This Condition 4(a) applies only to Notes specified in the Pricing Supplement as Senior and being Senior Notes. The Senior Notes and any related Receipts and Coupons constitute direct, general, unsecured, unconditional and unsubordinated obligations of the Issuer which will at all times rank *pari passu* without any preference among themselves and at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Issuer, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.
- (b) **Status of the Subordinated Notes:** Provisions relating to the status of Subordinated Notes will be set out in the relevant Pricing Supplement.
- (c) **Guarantee of the Senior Guaranteed Notes:** This Condition 4(c) applies only to Notes specified in the Pricing Supplement as Senior and being Senior Guaranteed Notes. In the case of any Senior Guaranteed Note, the Guarantor will in the Deed of Guarantee unconditionally and irrevocably guarantee the due and punctual payment of all sums from time to time payable by the Issuer in respect of the Notes. This Guarantee of the Notes constitutes direct, general, unconditional and unsubordinated obligations of the Guarantor which will at all times rank at least *pari passu* with all other present and future unsecured and unsubordinated obligations of the Guarantor, save for such obligations as may be preferred by provisions of law that are both mandatory and of general application.
- (d) **Guarantee of the Subordinated Guaranteed Notes:** In the case of any Subordinated Guaranteed Note, provisions relating to the status of the Guarantee of the Notes will be set out in the relevant Pricing Supplement.

## 5 Covenants

- (a) **Undertaking to Maintain Ratings:** So long as any Note remains outstanding, save with the approval of an Extraordinary Resolution of holders of the Notes, each Relevant Obligor undertakes that it will use all its reasonable endeavours to maintain the rating on the Notes by a Rating Agency specified in the relevant Pricing Supplement.
- (b) **Notification to NDRC:** Where the NDRC Circular applies to the Tranche of Notes to be issued in accordance with these Conditions and the Trust Deed, the Bank undertakes to provide or cause to be provided a notification to the NDRC of the requisite information and documents within the prescribed timeframe after the relevant Issue Date in accordance with the NDRC Circular and any implementation rules as may be issued by the NDRC prior to the completion of such notification.

## 6 Fixed Rate Note Provisions

- (a) **Application:** This Condition 6 (*Fixed Rate Note Provisions*) is applicable to the Notes only if the Fixed Rate Note Provisions are specified in the relevant Pricing Supplement as being applicable.
- (b) **Accrual of interest:** The Notes bear interest from the Interest Commencement Date at the Rate of Interest payable in arrear on each Interest Payment Date, subject as provided in Conditions 12 (*Payments – Bearer Notes*) and 13 (*Payments – Registered Notes*). Each Note will cease to bear interest from the due date for final redemption unless, upon due presentation, payment of the Redemption Amount is improperly withheld or refused, in which case it will continue to bear interest in accordance with this Condition 6 (as well after as before judgment) until whichever is the earlier of (i) the day on which all sums due in respect of such Note up to that day are received by or on behalf of the relevant Noteholder and (ii) the day which is seven days after the Principal Paying Agent or the Trustee has notified the Noteholders that it has received all sums due in respect of the Notes up to such seventh day (except to the extent that there is any subsequent default in payment).
- (c) **Fixed Coupon Amount:** The amount of interest payable in respect of each Note for any Interest Period shall be the relevant Fixed Coupon Amount and, if the Notes are in more than one Specified Denomination, shall be the relevant Fixed Coupon Amount in respect of the relevant Specified Denomination.
- (d) **Calculation of interest amount:** The amount of interest payable in respect of each Note for any period for which a Fixed Coupon Amount is not specified shall be calculated by applying the Rate of Interest to the Calculation Amount, multiplying the product by the relevant Day Count Fraction, rounding the resulting figure to the nearest sub-unit of the Specified Currency (half a sub-unit being rounded upwards) and multiplying such rounded figure by a fraction equal to the Specified Denomination of such Note divided by the Calculation Amount. For this purpose a “sub-unit” means, in the case of any currency other than euro, the lowest amount of such currency that is available as legal tender in the country of such currency and, in the case of euro, means one cent.

## 7 Floating Rate Note Provisions

- (a) **Application:** This Condition 7 (*Floating Rate Note Provisions*) is applicable to the Notes only if the Floating Rate Note Provisions are specified in the relevant Pricing Supplement as being applicable.
- (b) **Accrual of interest:** The Notes bear interest from the Interest Commencement Date at the Rate of Interest payable in arrear on each Interest Payment Date, subject as provided in Conditions 12 (*Payments – Bearer Notes*) and 13 (*Payments – Registered Notes*). Each Note will cease to bear interest from the due date for final redemption unless, upon due presentation, payment of the Redemption Amount is improperly withheld or refused, in which

case it will continue to bear interest in accordance with this Condition (as well after as before judgment) until whichever is the earlier of (i) the day on which all sums due in respect of such Note up to that day are received by or on behalf of the relevant Noteholder and (ii) the day which is seven days after the Principal Paying Agent has notified the Noteholders that it has received all sums due in respect of the Notes up to such seventh day (except to the extent that there is any subsequent default in payment).

(c) **Screen Rate Determination:** If Screen Rate Determination is specified in the relevant Pricing Supplement as the manner in which the Rate(s) of Interest is/are to be determined, the Rate of Interest applicable to the Notes for each Interest Period will be determined by the Calculation Agent on the following basis:

- (i) if the Reference Rate is a composite quotation or customarily supplied by one entity, the Calculation Agent will determine the Reference Rate which appears on the Relevant Screen Page as of the Relevant Time on the relevant Interest Determination Date;
- (ii) in any other case, the Calculation Agent will determine the arithmetic mean of the Reference Rates which appear on the Relevant Screen Page as of the Relevant Time on the relevant Interest Determination Date;
- (iii) if, in the case of (i) above, such rate does not appear on that page or, in the case of (ii) above, fewer than two such rates appear on that page or if, in either case, the Relevant Screen Page is unavailable, the Calculation Agent will:
  - (A) request the principal Relevant Financial Centre office of each of the Reference Banks to provide a quotation of the Reference Rate at approximately the Relevant Time on the Interest Determination Date to prime banks in the Relevant Financial Centre interbank market in an amount that is representative for a single transaction in that market at that time; and
  - (B) determine the arithmetic mean of such quotations; and
- (iv) if fewer than two such quotations are provided as requested, the Calculation Agent will determine the arithmetic mean of the rates (being the nearest to the Reference Rate, as determined by the Calculation Agent) quoted by major banks in the Principal Financial Centre of the Specified Currency, selected by the Issuer, at approximately 11.00 a.m. (local time in the Principal Financial Centre of the Specified Currency) on the first day of the relevant Interest Period for loans in the Specified Currency for a period equal to the relevant Interest Period and in an amount that is representative for a single transaction in that market at that time,

and the Rate of Interest for such Interest Period shall be the sum of the Margin and the rate or (as the case may be) the arithmetic mean so determined; **provided, however, that** if the Calculation Agent is unable to determine a rate or (as the case may be) an arithmetic mean in accordance with the above provisions in relation to any Interest Period, the Rate of Interest applicable to the Notes during such Interest Period will be the sum of the Margin and the rate or (as the case may be) the arithmetic mean last determined in relation to the Notes in respect of a preceding Interest Period.

(v) notwithstanding the foregoing, if the Reference Rate from time to time in respect of Floating Rate Notes is specified hereon as CNH HIBOR:

- (A) the Rate of Interest for each Interest Period will, subject as provided below, be either:
  - (1) the offered quotation; or
  - (2) the arithmetic mean of the offered quotations,

(expressed as a percentage rate per annum) for the Reference Rate which appears on the Relevant Screen Page as at 11.15 a.m. (Hong Kong time) or if, at or around that time it is notified that the fixing will be published at 2.30 p.m. (Hong Kong time), then 2.30 p.m. (Hong Kong time) on the Interest Determination Date in question as determined by the Calculation Agent.

- (B) and the Relevant Screen Page is not available or, if sub-paragraph (v)(A)(1) above applies and no such offered quotation appears on the Relevant Screen Page, or, if subparagraph (v)(A)(2) above applies and fewer than three such offered quotations appear on the Relevant Screen Page, in each case as at the time specified above, subject as provided below, the Calculation Agent shall request the principal Hong Kong office of each of the Reference Banks to provide the Calculation Agent with its offered quotation (expressed as a percentage rate per annum) for the Reference Rate at approximately 11.15 a.m. (Hong Kong time) on the Interest Determination Date in question. If two or more of the Reference Banks provide the Calculation Agent with such offered quotations, the Rate of Interest for such Interest Period shall be the arithmetic mean of such offered quotations as determined by the Calculation Agent. If all four Reference Banks provide the Calculation Agent with such offered quotations, the highest (or, if there is more than one such highest quotation, one only of such quotations) and the lowest (or, if there is more than one such lowest quotation, one only of such quotations) shall be disregarded by the Calculation Agent for the purpose of determining the arithmetic mean of such offered quotations;
- (C) if subparagraph (v)(B) above applies and the Calculation Agent determines that fewer than two Reference Banks are providing offered quotations, subject as provided below, the Rate of Interest shall be the arithmetic mean of the rates per annum (expressed as a percentage) as communicated to (and at the request of) the Calculation Agent by the Reference Banks or any two or more of them, at which such banks were offered at approximately 11.15 a.m. (Hong Kong time) on the relevant Interest Determination Date, deposits in CNH for a period equal to that which would have been used for the Reference Rate by leading banks in the Hong Kong inter-bank market. If fewer than two of the Reference Banks provide the Calculation Agent with such offered rates, the Rate of Interest shall be (i) the offered rate for deposits in CNH for a period equal to that which would have been used for the Reference Rate by a bank, or (ii) the arithmetic mean of the offered rates for deposits in CNH for a period equal to that which would have been used for the Reference Rate by two or more banks, in each case as informed to the Calculation Agent by such bank or banks (which shall be such bank or banks being in the opinion of the Issuer suitable for such purpose) as being quoted by each such bank at approximately 11.15 a.m. (Hong Kong time) on the relevant Interest Determination Date to leading banks in the Hong Kong inter-bank market, provided that, if the Rate of Interest cannot be determined in accordance with the foregoing provisions of this paragraph, the Rate of Interest shall be determined as at the last preceding Interest Determination Date (though substituting, where a different Margin or Maximum or Minimum Rate of Interest is to be applied to the relevant Interest Period from that which applied to the last preceding Interest Period, the Margin or Maximum or Minimum Rate of Interest relating to the relevant Interest Period, in place of the Margin or Maximum or Minimum Rate of Interest relating to that last preceding Interest Period); and
- (D) in no event shall the Rate of Interest be less than zero per cent. per annum.

If the Reference Rate from time to time in respect of Floating Rate Notes is specified hereon as being other than CNH HIBOR, the Rate of Interest in respect of such Notes will be determined as provided hereon.

- (d) **ISDA Determination:** If ISDA Determination is specified in the relevant Pricing Supplement as the manner in which the Rate(s) of Interest is/are to be determined, the Rate of Interest applicable to the Notes for each Interest Period will be the sum of the Margin and the relevant ISDA Rate where “ISDA Rate” in relation to any Interest Period means a rate equal to the Floating Rate (as defined in the ISDA Definitions) that would be determined by the Calculation Agent under an interest rate swap transaction if the Calculation Agent were acting as Calculation Agent for that interest rate swap transaction under the terms of an agreement incorporating the ISDA Definitions and under which:
- (i) the Floating Rate Option (as defined in the ISDA Definitions) is as specified in the relevant Pricing Supplement;
  - (ii) the Designated Maturity (as defined in the ISDA Definitions) is a period specified in the relevant Pricing Supplement; and
  - (iii) the relevant Reset Date (as defined in the ISDA Definitions) is either (A) if the relevant Floating Rate Option is based on (y) the Eurozone inter-bank offered rate (EURIBOR) or (z) the Hong Kong inter-bank offered rate (HIBOR) for a currency, the first day of that Interest Period or (B) in any other case, as specified in the relevant Pricing Supplement.
- (e) **Benchmark Replacement:** In addition, notwithstanding the provisions above in this Condition 7 (*Floating Rate Note Provisions*), if the Issuer determines that a Benchmark Event (as defined below) has occurred in relation to the relevant Reference Rate specified in the relevant Pricing Supplement when any Rate of Interest (or the relevant component part thereof) remains to be determined by such Reference Rate, then the following provisions shall apply:
- (i) the Issuer shall use all reasonable endeavours to appoint, as soon as reasonably practicable, an Independent Adviser (as defined below) to determine (acting in good faith), no later than five Business Days prior to the relevant Interest Determination Date relating to the next succeeding Interest Period (the “**IA Determination Cut-off Date**”), a Successor Rate (as defined below) or, alternatively, if there is no Successor Rate, an Alternative Reference Rate (as defined below) for purposes of determining the Rate of Interest (or the relevant component part thereof) applicable to the Notes;
  - (ii) if the Issuer (acting in good faith) is unable to appoint an Independent Adviser, or the Independent Adviser appointed by it fails to determine a Successor Rate or an Alternative Reference Rate prior to the IA Determination Cut-off Date, the Issuer (acting in good faith) may determine a Successor Rate or, if there is no Successor Rate, an Alternative Reference Rate;
  - (iii) if a Successor Rate or, failing which, an Alternative Reference Rate (as applicable) is determined in accordance with the preceding provisions, such Successor Rate or, failing which, such Alternative Reference Rate (as applicable) shall be the Reference Rate for each of the future Interest Periods (subject to the subsequent operation of, and to adjustment as provided in, this Condition 7(e) (*Benchmark Replacement*)); provided, however, that if sub-paragraph (ii) applies and the Issuer (acting in good faith) is unable to or does not determine a Successor Rate or an Alternative Reference Rate prior to the relevant Interest Determination Date, the Rate of Interest applicable to the next succeeding Interest Period shall be equal to the Rate of Interest last determined in relation to the Notes in respect of the preceding Interest Period (or alternatively, if there has not been a first Interest Payment Date, the rate of interest shall be the initial Rate of Interest) (subject, where applicable, to substituting the Margin (as defined below), Maximum Rate of Interest or Minimum Rate Interest that applied to such preceding Interest Period for the Margin, Maximum Rate of Interest or Minimum Rate Interest that is to be applied to the relevant Interest Period); for the avoidance of doubt, the proviso in this sub-paragraph (iii) shall apply to the relevant Interest Period only and any subsequent Interest Periods are subject to the subsequent operation of, and to adjustment as provided in, this Condition 7(e) (*Benchmark Replacement*));



- (iv) if the Independent Adviser or the Issuer (acting in good faith) determines a Successor Rate or, failing which, an Alternative Reference Rate (as applicable) in accordance with the above provisions, the Independent Adviser or the Issuer (acting in good faith) (as applicable), may also specify changes to these Conditions, including but not limited to the Day Count Fraction, Relevant Screen Page, Business Day Convention, Business Days, Interest Determination Date and/or the definition of Reference Rate applicable to the Notes, and the method for determining the fallback rate in relation to the Notes, if such changes are necessary to ensure the proper operation of such Successor Rate, Alternative Reference Rate and/or Adjustment Spread (as defined below) (as applicable). If the Independent Adviser (in consultation with the Issuer) or the Issuer (acting in good faith) (as applicable), determines that an Adjustment Spread is required to be applied to the Successor Rate or the Alternative Reference Rate (as applicable) and determines the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Adjustment Spread shall be applied to the Successor Rate or the Alternative Reference Rate (as applicable). If the Independent Adviser or the Issuer (acting in good faith) (as applicable) is unable to determine the quantum of, or a formula or methodology for determining, such Adjustment Spread, then such Successor Rate or Alternative Reference Rate (as applicable) will apply without an Adjustment Spread. For the avoidance of doubt, the Principal Paying Agent shall, at the direction and expense of the Issuer, effect such consequential amendments to the Non-Guaranteed Notes Principal Agency Agreement or the Guaranteed Notes Principal Agency Agreement, as the case may be, and these Conditions as may be required in order to give effect to this Condition 7(e) (*Benchmark Replacement*). Noteholder or Couponholder consent shall not be required in connection with effecting the Successor Rate or Alternative Reference Rate (as applicable) or such other changes, including for the execution of any documents or other steps by the Principal Paying Agent (if required); and
- (v) the Issuer shall promptly, following the determination of any Successor Rate or Alternative Reference Rate (as applicable), give notice *thereof* to the Principal Paying Agent and the Noteholders and Couponholders, which shall specify the effective date(s) for such Successor Rate or Alternative Reference Rate (as applicable) and any consequential changes made to these Conditions (including the amount of the Adjustment Spread, if any),

provided that the determination of any Successor Rate or Alternative Reference Rate, and any other related changes to the Notes, shall be made in accordance with applicable law.

For the purposes of this Condition 7(e) (*Benchmark Replacement*):

“**Adjustment Spread**” means (a) a spread (which may be positive, negative or zero) or (b) a formula or methodology for calculating a spread, in each case to be applied to the Successor Rate or the Alternative Reference Rate (as applicable) and is the spread, formula or methodology which:

- (i) in the case of a Successor Rate, is formally recommended in relation to the replacement of the Reference Rate with the Successor Rate by any Relevant Nominating Body; or
- (ii) in the case of a Successor Rate for which no such recommendation has been made or in the case of an Alternative Reference Rate, the Independent Adviser (in consultation with the Issuer) or the Issuer (acting in good faith) (as applicable) determines is recognised or acknowledged as being in customary market usage in international debt capital markets transactions which reference the Reference Rate, where such rate has been replaced by the Successor Rate or the Alternative Reference Rate (as applicable); or

- (iii) if no such determination as provided in (ii) above is made, the Independent Adviser (in consultation with the Issuer) or the Issuer in its discretion (as applicable), determines (acting in good faith) to be appropriate in order to reduce or eliminate, to the extent reasonably practicable in the circumstances, any economic prejudice or benefit (as applicable) to Noteholders as a result of the replacement of the Reference Rate with the Successor Rate or the Alternative Reference Rate (as applicable);

“**Alternative Reference Rate**” means the rate that the Independent Adviser or the Issuer (as applicable) determines has replaced the relevant Reference Rate in customary market usage in the international debt capital markets for the purposes of determining rates of interest in respect of bonds denominated in the Specified Currency and of a comparable duration to the relevant Interest Period, or, if the Independent Adviser or the Issuer (as applicable) determines that there is no such rate, such other rate as the Independent Adviser or the Issuer (as applicable) determines in its discretion (acting in good faith) is most comparable to the relevant Reference Rate;

“**Benchmark Event**” means, in respect of a Reference Rate:

- (i) such Reference Rate ceasing to be published for a period of at least five Business Days or ceasing to exist;
- (ii) the making of a public statement by the administrator of such Reference Rate that it has ceased or will cease publishing such Reference Rate permanently or indefinitely (in circumstances where no successor administrator has been appointed that will continue publication of such Reference Rate);
- (iii) the making of a public statement by the supervisor of the administrator of such Reference Rate that such Reference Rate has been or will be permanently or indefinitely discontinued;
- (iv) the making of a public statement by the supervisor of the administrator of such Reference Rate that such Reference Rate will be prohibited from being used either generally or in respect of the Notes or that its use will be subject to restrictions;
- (v) the making of a public statement by the supervisor of the administrator of the Reference Rate that the Reference Rate is or will be (or is or will be deemed by such supervisor to be) no longer representative of its relevant underlying market; or
- (vi) it has become unlawful for any Paying Agent, Calculation Agent, the Issuer or other party to calculate any payments due to be made to any Noteholder or Couponholder using such Reference Rate;

provided that the Benchmark Event shall be deemed to occur (a) in the case of sub-paragraphs (ii) and (iii) above, on the date of the cessation of publication of the Reference Rate or the discontinuation of the Reference Rate, as the case may be, (b) in the case of sub-paragraph (iv) above, on the date of the prohibition or restriction of use of the Reference Rate and (c) in the case of sub-paragraph (v) above, on the date with effect from which the Reference Rate will no longer be (or will be deemed by the relevant supervisor to no longer be) representative of its relevant underlying market and which is specified in the relevant public statement, and, in each case, not the date of the relevant public statement;

“**Independent Adviser**” means an independent financial institution of international repute or other independent financial adviser of recognised standing and with appropriate expertise, in each case appointed by the Issuer at its own expense;

“**Relevant Nominating Body**” means, in respect of a reference rate:

- (i) the central bank for the currency to which the relevant Reference Rate relates, or any central bank or other supervisory authority which is responsible for supervising the administrator of the relevant Reference Rate; or
- (ii) any working group or committee sponsored by, chaired or co-chaired by or constituted at the request of (a) the central bank for the currency to which the relevant Reference Rate relates, (b) any central bank or other supervisory authority which is responsible for supervising the administrator of the relevant Reference Rate, (c) a group of the aforementioned central banks or other supervisory authorities, or (d) the Financial Stability Board or any part thereof; and

“**Successor Rate**” means the rate that the Independent Adviser or the Issuer (as applicable) determines is a successor to or replacement of the Reference Rate which is formally recommended by any Relevant Nominating Body.

- (f) **Maximum or Minimum Rate of Interest:** If any Maximum Rate of Interest or Minimum Rate of Interest is specified in the relevant Pricing Supplement, then the Rate of Interest shall in no event be greater than the maximum or be less than the minimum so specified.
- (g) **Calculation of Interest Amount:** The Calculation Agent will, as soon as practicable after the time at which the Rate of Interest is to be determined in relation to each Interest Period, calculate the Interest Amount payable in respect of each Note for such Interest Period. The Interest Amount will be calculated by applying the Rate of Interest for such Interest Period to the Calculation Amount, multiplying the product by the relevant Day Count Fraction, rounding the resulting figure to the nearest sub-unit of the Specified Currency (half a sub-unit being rounded upwards) and multiplying such rounded figure by a fraction equal to the Specified Denomination of the relevant Note divided by the Calculation Amount. For this purpose a “sub-unit” means, in the case of any currency other than euro, the lowest amount of such currency that is available as legal tender in the country of such currency and, in the case of euro, means one cent.
- (h) **Calculation of other amounts:** If the relevant Pricing Supplement specifies that any other amount is to be calculated by the Calculation Agent, the Calculation Agent will, as soon as practicable after the time or times at which any such amount is to be determined, calculate the relevant amount. The relevant amount will be calculated by the Calculation Agent in the manner specified in the relevant Pricing Supplement.
- (i) **Publication:** The Calculation Agent will cause each Rate of Interest and Interest Amount determined by it, together with the relevant Interest Payment Date, and any other amount(s) required to be determined by it together with any relevant payment date(s) to be notified to the Paying Agents and each competent authority, stock exchange and/or quotation system (if any) by which the Notes have then been admitted to listing, trading and/or quotation as soon as practicable after such determination but (in the case of each Rate of Interest, Interest Amount and Interest Payment Date) in any event not later than the first day of the relevant Interest Period. Notice thereof shall also promptly be given to the Noteholders. The Calculation Agent will be entitled to recalculate any Interest Amount (on the basis of the foregoing provisions) without notice in the event of an extension or shortening of the relevant Interest Period. If the Calculation Amount is less than the minimum Specified Denomination the Calculation Agent shall not be obliged to publish each Interest Amount but instead may publish only the Calculation Amount and the Interest Amount in respect of a Note having the minimum Specified Denomination.
- (j) **Notifications etc:** All notifications, opinions, determinations, certificates, calculations, quotations and decisions given, expressed, made or obtained for the purposes of this Condition by the Calculation Agent will (in the absence of manifest error) be binding on each Relevant Obligor, the Paying Agents, the Noteholders and the Couponholders and (subject as aforesaid) no liability to any such Person will attach to the Calculation Agent in connection with the exercise or non-exercise by it of its powers, duties and discretions for such purposes.

## 8 Deferral of Interest on Undated Subordinated Notes:

Provisions relating to the deferral of interest on Undated Subordinated Notes will be set out in the relevant Pricing Supplement.

## 9 Zero Coupon Note Provisions

- (a) **Application:** This Condition 9 (*Zero Coupon Note Provisions*) is applicable to the Notes only if the Zero Coupon Note Provisions are specified in the relevant Pricing Supplement as being applicable.
- (b) **Late payment on Zero Coupon Notes:** If the Redemption Amount payable in respect of any Zero Coupon Note is improperly withheld or refused, the Redemption Amount shall thereafter be an amount equal to the sum of:
  - (i) the Reference Price; and
  - (ii) the product of the Accrual Yield (compounded annually) being applied to the Reference Price on the basis of the relevant Day Count Fraction from (and including) the Issue Date to (but excluding) whichever is the earlier of (A) the day on which all sums due in respect of such Note up to that day are received by or on behalf of the relevant Noteholder and (B) the day which is seven days after the Principal Paying Agent has notified the Noteholders that it has received all sums due in respect of the Notes up to such seventh day (except to the extent that there is any subsequent default in payment).

## 10 Dual Currency Note Provisions

- (a) **Application:** This Condition 10 (*Dual Currency Note Provisions*) is applicable to the Notes only if the Dual Currency Note Provisions are specified in the relevant Pricing Supplement as being applicable.
- (b) **Rate of Interest:** If the rate or amount of interest falls to be determined by reference to an exchange rate, the rate or amount of interest payable shall be determined in the manner specified in the relevant Pricing Supplement.

## 11 Redemption and Purchase

- (a) **Scheduled redemption:** Unless previously redeemed, or purchased and cancelled, each Note which is not an Undated Subordinated Note will be redeemed at its Final Redemption Amount on the Maturity Date, subject as provided in Conditions 12 (*Payments – Bearer Notes*) and 13 (*Payments – Registered Notes*). If such Note is an Undated Subordinated Note, it has no final maturity and is only redeemable in accordance with the following provisions of this Condition 11 or Condition 15(b) (*Events of Default relating to Subordinated Notes*).
- (b) **Redemption for tax reasons:** Subject (in the case of Subordinated Notes) to Condition 11(i) (*Additional Conditions for Redemption of Subordinated Notes*), where the Issuer is a Branch Issuer or a Subsidiary Issuer, the Notes may be redeemed at the option of the Issuer in whole, but not in part:
  - (i) at any time (if the Floating Rate Note Provisions are not specified in the relevant Pricing Supplement as being applicable); or
  - (ii) on any Interest Payment Date (if the Floating Rate Note Provisions are specified in the relevant Pricing Supplement as being applicable),

on giving not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable), at their Early Redemption Amount (Tax), together with interest accrued (if any) to the date fixed for redemption, if, immediately before giving such notice, the Issuer satisfies the Trustee that:

- (A) (1) the Issuer has or will become obliged to pay additional amounts as provided or referred to in Condition 14 (*Taxation*) as a result of any change in, or amendment to, the laws or regulations of a Tax Jurisdiction or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction), which change or amendment becomes effective on or after the date on which agreement is reached to issue the first Tranche of Notes;
- (2) such obligation cannot be avoided by the Issuer taking reasonable measures available to it; and
- (3) in the case of Subordinated Notes, the prior written approval of the Regulatory Authority(ies) specified in the relevant Pricing Supplement shall have been obtained

(B) in the case of Guaranteed Notes:

- (1) the Guarantor has or (if a demand was made under the Guarantee of the Notes) would become obliged to pay additional amounts as provided or referred to in Condition 14 (*Taxation*) as a result of any change in, or amendment to, the laws or regulations of a Tax Jurisdiction or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction), which change or amendment becomes effective on or after the date on which agreement is reached to issue the first Tranche of Notes;
- (2) such obligation cannot be avoided by the Guarantor taking reasonable measures available to it; and
- (3) in the case of Subordinated Guaranteed Notes, the prior written approval of the Regulatory Authority(ies) specified in the relevant Pricing Supplement shall have been obtained;

**provided, however, that** no such notice of redemption shall be given earlier than:

- (i) where the Notes may be redeemed at any time, 90 days prior to the earliest date on which the Relevant Obligor would be obliged to pay such additional amounts if a payment in respect of the Notes were then due; or
- (ii) where the Notes may be redeemed only on an Interest Payment Date, 60 days prior to the Interest Payment Date occurring immediately before the earliest date on which the Relevant Obligor would be obliged to pay such additional amounts if a payment in respect of the Notes were then due.

Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer shall procure that there is delivered to the Trustee (A) a certificate signed by an Authorised Signatory (as defined in the Trust Deed) of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred, and (B) an opinion of independent legal advisers of recognised standing to the effect that the

Relevant Obligor has or will become obliged to pay such additional amounts as a result of such change or amendment and, further (C) in the case of Subordinated Notes, a copy of the written approval of the Regulatory Authority(ies) specified in the applicable Pricing Supplement.

The Trustee shall be entitled without further enquiry to accept such written approval (where applicable), certificate and opinion as sufficient evidence of the satisfaction of the circumstances set out above, in which event they shall be conclusive and binding on the holders of the Notes, Receipts and Coupons.

Upon the expiry of any such notice as is referred to in this Condition 11(b), the Issuer shall be bound to redeem the Notes accordingly.

(c) **Redemption at the option of the Issuer:** Subject (in the case of Subordinated Notes) to Condition 11(i) (*Additional Conditions for Redemption of Subordinated Notes*), if the Call Option is specified in the relevant Pricing Supplement as being applicable, the Notes may be redeemed at the option of the Issuer in whole or, if so specified in the relevant Pricing Supplement, in part on any Optional Redemption Date (Call) at the relevant Optional Redemption Amount (Call) on the Relevant Obligor's having (1) in the case of Subordinated Notes, obtained the prior written approval from the Regulatory Authority(ies) specified in the applicable Pricing Supplement, and (2) given:

- (i) not less than 15 nor more than 30 days' notice to the Noteholders in accordance with Condition 22 (*Notices*); and
- (ii) not less than 15 days before the giving of the notice referred to in (i), notice to the Principal Paying Agent and, in the case of a redemption of Registered Notes, the Registrar;

(which notices shall be irrevocable and shall specify the fixed date for redemption), redeem all or some only of the Notes then outstanding on any Optional Redemption Date (Call) and at the Optional Redemption Amount(s) specified in, or determined in the manner specified in, the applicable Pricing Supplement together, if appropriate, with interest accrued to (but excluding) the relevant Optional Redemption Date (Call); **provided, however, that**, in the case of Subordinated Notes, such redemption shall be subject to the prior written approval of the relevant Regulatory Authority(ies) pursuant to the relevant regulations, as set out in the applicable Pricing Supplement, in effect at the applicable time.

(d) **Partial redemption:** If the Notes are to be redeemed in part only on any date in accordance with Condition 11(c) (*Redemption at the option of the Issuer*), in the case of Bearer Notes, the Notes to be redeemed shall be selected by the drawing of lots in such place as the Principal Paying Agent approves and in such manner as the Principal Paying Agent considers appropriate, subject to compliance with applicable law, the rules of each competent authority, stock exchange and/or quotation system (if any) by which the Notes have then been admitted to listing, trading and/or quotation and the notice to Noteholders referred to in Condition 11(c) (*Redemption at the option of the Issuer*) shall specify the serial numbers of the Notes so to be redeemed, and, in the case of Registered Notes, each Note shall be redeemed in part in the proportion which the aggregate principal amount of the outstanding Notes to be redeemed on the relevant Optional Redemption Date (Call) bears to the aggregate principal amount of outstanding Notes on such date. If any Maximum Redemption Amount or Minimum Redemption Amount is specified in the relevant Pricing Supplement, then the Optional Redemption Amount (Call) shall in no event be greater than the maximum or be less than the minimum so specified.

- (e) **Redemption for Change of Control:** In the case of Notes issued by a Subsidiary Issuer, subject (in the case of Subordinated Notes) to Condition 11(i) (*Additional Conditions for Redemption of Subordinated Notes*), if Change of Control Put is specified in the relevant Pricing Supplement as being applicable, at any time following the occurrence of a Change of Control, the holder of any Note will have the right, at such holder's option, to require the Issuer to redeem all, but not some only, of that holder's Notes on the Change of Control Put Date at a price equal to the Early Redemption Amount (Change of Control), together with accrued interest up to, but excluding, the Change of Control Put Date. To exercise such right, the holder of the relevant Note must deposit at the specified office of any Paying Agent a duly completed and signed notice of redemption, in the form for the time being current, obtainable from the specified office of any Paying Agent (a "**Change of Control Put Exercise Notice**"), together with the Certificate evidencing the Notes to be redeemed, by not later than 30 days following a Change of Control, or, if later, 30 days following the date upon which notice thereof is given to Noteholders by the Issuer in accordance with Condition 22 (*Notices*). The "Change of Control Put Date" shall be the fourteenth day after the expiry of such period of 30 days as referred to above in this Condition 11(e).

A Change of Control Put Exercise Notice, once delivered, shall be irrevocable and the Issuer shall redeem the Notes which are the subject of Change of Control Put Exercise Notices delivered as aforesaid on the Change of Control Put Date.

The Issuer shall give notice to Noteholders (in accordance with Condition 22 (*Notices*)) and the Trustee by not later than 14 days following the first day on which it becomes aware of the occurrence of a Change of Control, which notice shall specify the procedure for exercise by holders of their rights to require redemption of the Notes pursuant to this Condition 11(e).

Neither the Trustee nor the Agents shall be required to monitor whether a Change of Control or any event which could lead to the occurrence of a Change of Control has occurred and shall not be liable to Noteholders or any other person for not doing so.

- (f) **Redemption of the Senior Notes or the Dated Subordinated Notes at the option of the Noteholders:** Subject (in the case of Subordinated Notes) to Condition 11(i) (*Additional Conditions for Redemption of Subordinated Notes*), if the Put Option is specified in the relevant Pricing Supplement as being applicable, the Issuer shall, at the option of the Holder of any Senior Note or, as the case may be, any Dated Subordinated Note, redeem such Senior Note or, as the case may be, any Dated Subordinated Note on the Optional Redemption Date (Put) specified in the relevant Put Option Notice at the relevant Optional Redemption Amount (Put) together with interest (if any) accrued to such date. In order to exercise the option contained in this Condition 11(f), the Holder of a Senior Note or a Dated Subordinated Note must, not less than 30 nor more than 60 days before the relevant Optional Redemption Date (Put), deposit with any Paying Agent such Senior Note or, as the case may be, such Dated Subordinated Note together with all unmatured Coupons relating thereto and a duly completed Put Option Notice in the form obtainable from any Paying Agent. The Paying Agent with which a Senior Note or, as the case may be, or a Dated Subordinated Note is so deposited shall deliver a duly completed Put Option Receipt to the depositing Senior Noteholder or Dated Subordinated Noteholder. No Senior Note or Dated Subordinated Note, once deposited with a duly completed Put Option Notice in accordance with this Condition 11(f), may be withdrawn; **provided, however, that** if, prior to the relevant Optional Redemption Date (Put), any such Senior Note or Dated Subordinated Note becomes immediately due and payable or, upon due presentation of any such Senior Note or Dated Subordinated Note on the relevant Optional Redemption Date (Put), payment of the redemption moneys is improperly withheld or refused, the relevant Paying Agent shall mail notification thereof to the depositing Senior Noteholder or Dated Subordinated Noteholder at such address as may have been given by such Senior Noteholder or such Dated Subordinated Noteholder in the relevant Put Option Notice and shall hold such Senior Note or such Dated Subordinated Note at its Specified Office for collection by the depositing Senior Noteholder or Dated Subordinated Noteholder against surrender of the relevant Put Option Receipt. For so long as any outstanding Senior Note or Dated Subordinated Note is held by a Paying Agent in accordance with this Condition 11(f),

the depositor of such Senior Note or such Dated Subordinated Note and not the Paying Agent shall be deemed to be the Holder of such Senior Note or such Dated Subordinated Note for all purposes. Any Put Option Notice given by a Holder pursuant to this paragraph shall be irrevocable except where prior to the due date of redemption an Event of Default shall have occurred in which event such Holder, at its option, may elect by notice to the Issuer to withdraw the notice given pursuant to this paragraph and instead to declare such Senior Note or Dated Subordinated Note forthwith due and payable pursuant to Condition 15 (*Events of Default*).

- (g) **Early redemption of Zero Coupon Notes:** Unless otherwise specified in the relevant Pricing Supplement, the Redemption Amount payable on redemption of a Zero Coupon Note at any time before the Maturity Date shall be an amount equal to the sum of:
- (i) the Reference Price; and
  - (ii) the product of the Accrual Yield (compounded annually) being applied to the Reference Price from (and including) the Issue Date to (but excluding) the date fixed for redemption or (as the case may be) the date upon which the Note becomes due and payable.

Where such calculation is to be made for a period which is not a whole number of years, the calculation in respect of the period of less than a full year shall be made on the basis of such Day Count Fraction as may be specified in the Pricing Supplement for the purposes of this Condition 11(g) or, if none is so specified, a Day Count Fraction of 30E/360.

- (h) **Purchase:** Any Relevant Obligor or any of its Subsidiaries may at any time purchase Notes in the open market or otherwise and at any price, provided that all unmatured Coupons are purchased therewith. The Notes so purchased, while held by or on behalf of any Relevant Obligor or any such Subsidiary, shall not entitle the holder to vote at any meetings of the Noteholders and shall not be deemed to be outstanding for the purposes of calculating quorums at meetings of the Noteholders or for the purposes of Condition 19(a) (*Meetings of Noteholders*).
- (i) **Additional Conditions for Redemption of Subordinated Notes:** The additional conditions for redemption of Subordinated Notes (including, but not limited to, conditions for redemption of Subordinated Notes for regulatory reasons) will be specified in the applicable Pricing Supplement.

## 12 Payments – Bearer Notes

This Condition 12 is only applicable to Bearer Notes.

- (a) **Principal:** In relation to Bearer Notes not held in the CMU, payments of principal shall be made only against presentation and (**provided that** payment is made in full) surrender of Bearer Notes at the Specified Office of any Paying Agent outside the United States (i) in the case of a currency other than Renminbi, by cheque drawn in the currency in which the payment is due on, or by transfer to an account denominated in that currency (or, if that currency is euro, any other account to which euro may be credited or transferred) and maintained by the payee with a bank in the Principal Financial Centre of that currency, and (ii) in the case of Renminbi, by transfer to an account denominated in that currency and maintained by the payee with a bank in the Principal Financial Centre of that currency.
- (b) **Interest:** In relation to Bearer Notes not held in the CMU, payments of interest shall, subject to paragraph (h) below, be made only against presentation and (provided that payment is made in full) surrender of the appropriate Coupons at the Specified Office of any Paying Agent outside the United States in the manner described in paragraph (a) above.



**Payments in the relation to Bearer Notes held in the CMU:** In relation to Bearer Notes held in the CMU, payments of principal and interest in respect of Bearer Notes held in the CMU will be made to the person(s) for whose account(s) interests in the relevant Bearer Note are credited as being held with the CMU in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time.

*Payments of principal and interest in respect of Bearer Notes held in the CMU will be made to the CMU for their distribution, on the order of the holder of the Bearer Notes, to the person(s) for whose account(s) interests in the relevant Bearer Note are credited as being held with the CMU in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time and payment made in accordance thereof shall discharge the obligations of the Issuer in respect of that payment.*

- (c) **Payments in New York City:** Payments of principal or interest may be made at the Specified Office of a Paying Agent in New York City if (i) the Issuer has appointed Paying Agents outside the United States with the reasonable expectation that such Paying Agents will be able to make payment of the full amount of the interest on the Notes in the currency in which the payment is due when due, (ii) payment of the full amount of such interest at the offices of all such Paying Agents is illegal or effectively precluded by exchange controls or other similar restrictions and (iii) payment is permitted by applicable United States law.
- (d) **Payments subject to fiscal laws:** All payments in respect of the Bearer Notes are subject in all cases to (i) any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 14 (*Taxation*), and (ii) notwithstanding the provisions of Condition 14 (*Taxation*), any withholding or deduction required pursuant to an agreement described in Section 1471(b) of the US Internal Revenue Code of 1986 (the “Code”) or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof or (without prejudice to the provisions of Condition 14 (*Taxation*)) any law implementing an intergovernmental approach thereto. No commissions or expenses shall be charged to the Noteholders or Couponholders in respect of such payments.
- (e) **Deductions for unmatured Coupons:** If the relevant Pricing Supplement specifies that the Fixed Rate Note Provisions are applicable and a Bearer Note is presented without all unmatured Coupons relating thereto:
  - (i) if the aggregate amount of the missing Coupons is less than or equal to the amount of principal due for payment, a sum equal to the aggregate amount of the missing Coupons will be deducted from the amount of principal due for payment; **provided, however, that** if the gross amount available for payment is less than the amount of principal due for payment, the sum deducted will be that proportion of the aggregate amount of such missing Coupons which the gross amount actually available for payment bears to the amount of principal due for payment;
  - (ii) if the aggregate amount of the missing Coupons is greater than the amount of principal due for payment:
    - (A) so many of such missing Coupons shall become void (in inverse order of maturity) as will result in the aggregate amount of the remainder of such missing Coupons (the “**Relevant Coupons**”) being equal to the amount of principal due for payment; **provided, however, that** where this sub-paragraph would otherwise require a fraction of a missing Coupon to become void, such missing Coupon shall become void in its entirety; and
    - (B) a sum equal to the aggregate amount of the Relevant Coupons (or, if less, the amount of principal due for payment) will be deducted from the amount of principal due for payment; **provided, however, that**, if the gross amount available for payment is less than the amount of principal due for payment, the sum deducted

will be that proportion of the aggregate amount of the Relevant Coupons (or, as the case may be, the amount of principal due for payment) which the gross amount actually available for payment bears to the amount of principal due for payment.

Each sum of principal so deducted shall be paid in the manner provided in paragraph (a) above against presentation and **(provided that** payment is made in full) surrender of the relevant missing Coupons.

- (f) **Unmatured Coupons void:** If the relevant Pricing Supplement specifies that this Condition 12(f) is applicable or that the Floating Rate Note Provisions are applicable, on the due date for final redemption of any Note or early redemption in whole of such Note pursuant to Condition 11(b) (*Redemption and Purchase – Redemption for tax reasons*), Condition 11(c) (*Redemption and Purchase – Redemption at the option of the Issuer*), Condition 11(e) (*Redemption for Change of Control*) or Condition 11(f) (*Redemption of the Senior Notes or the Dated Subordinated Notes at the option of the Noteholders*) or Condition 15 (*Events of Default*), all unmatured Coupons relating thereto (whether or not still attached) shall become void and no payment will be made in respect thereof.
- (g) **Payments on business days:** If the due date for payment of any amount in respect of any Bearer Note or Coupon is not a Payment Business Day in the place of presentation, the Holder shall not be entitled to payment in such place of the amount due until the next succeeding Payment Business Day in such place and shall not be entitled to any further interest or other payment in respect of any such delay.
- (h) **Payments other than in respect of matured Coupons:** Payments of interest other than in respect of matured Coupons shall be made only against presentation of the relevant Bearer Notes at the Specified Office of any Paying Agent outside the United States (or in New York City if permitted by paragraph (c) above).
- (i) **Partial payments:** If a Paying Agent makes a partial payment in respect of any Bearer Note or Coupon presented to it for payment, such Paying Agent will endorse thereon a statement indicating the amount and date of such payment.
- (j) **Exchange of Talons:** On or after the maturity date of the final Coupon which is (or was at the time of issue) part of a Coupon Sheet relating to the Bearer Notes, the Talon forming part of such Coupon Sheet may be exchanged at the Specified Office of the Principal Paying Agent for a further Coupon Sheet (including, if appropriate, a further Talon but excluding any Coupons in respect of which claims have already become void pursuant to Condition 16 (*Prescription*)). Upon the due date for redemption of any Bearer Note, any unexchanged Talon relating to such Note shall become void and no Coupon will be delivered in respect of such Talon.

### 13 Payments – Registered Notes

This Condition 13 is only applicable to Registered Notes.

- (a) **Principal:** In relation to Registered Notes not held in the CMU, payments of principal shall be made (i) in the case of a currency other than Renminbi, by cheque drawn in the currency in which the payment is due drawn on, or, upon application by a Holder of a Registered Note to the Specified Office of the Principal Paying Agent not later than the fifteenth day before the due date for any such payment, by transfer to an account denominated in that currency (or, if that currency is euro, any other account to which euro may be credited or transferred) and maintained by the payee with, a bank in the Principal Financial Centre of that currency (in the case of a sterling cheque, a town clearing branch of a bank in the City of London), and (ii) in the case of Renminbi, by transfer to an account denominated in that currency and maintained by the payee with a bank in Hong Kong, and (in the case of redemption) upon surrender (or, in the case of part payment only, endorsement) of the relevant Note Certificates at the Specified Office of any Paying Agent.

- (b) **Interest:** In relation to Registered Notes not held in the CMU, payments of interest shall be made (i) in the case of a currency other than Renminbi, by cheque drawn in the currency in which the payment is due drawn on, or, upon application by a Holder of a Registered Note to the Specified Office of the Principal Paying Agent not later than the fifteenth day before the due date for any such payment, by transfer to an account denominated in that currency (or, if that currency is euro, any other account to which euro may be credited or transferred) and maintained by the payee with, a bank in the Principal Financial Centre of that currency (in the case of a sterling cheque, a town clearing branch of a bank in the City of London), and (ii) in the case of Renminbi, by transfer to an account denominated in that currency and maintained by the payee with a bank in Hong Kong, and (in the case of interest payable on redemption) upon surrender (or, in the case of part payment only, endorsement) of the relevant Note Certificates at the Specified Office of any Paying Agent.

**Payments in the relation to Registered Notes held in the CMU:** In relation to Registered Notes held in the CMU, payments of principal and interest in respect of Registered Notes held in the CMU will be made to the person(s) for whose account(s) interests in the relevant Registered Note are credited as being held with the CMU in accordance with the CMU Rules (as defined in the Agency Agreement) at the relevant time.

*Payments of principal and interest in respect of Registered Notes held in the CMU will be made to the CMU for their distribution, on the order of the holder of the Registered Notes, to the person(s) for whose account(s) interests in the relevant Registered Note are credited as being held with the CMU in accordance with the CMU Rules at the relevant time and payment made in accordance thereof shall discharge the obligations of the Issuer in respect of that payment.*

- (c) **Payments subject to fiscal laws:** All payments in respect of the Registered Notes are subject in all cases to (i) any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 14 (*Taxation*), and (ii) notwithstanding the provisions of Condition 14 (*Taxation*), any withholding or deduction required pursuant to an agreement described in Section 147 1(b) of the Code or otherwise imposed pursuant to Sections 1471 through 1474 of the Code, any regulations or agreements thereunder, any official interpretations thereof or (without prejudice to the provisions of Condition 14 (*Taxation*) any law implementing an intergovernmental approach thereto. No commissions or expenses shall be charged to the Noteholders in respect of such payments.
- (d) **Payments on business days:** Where payment is to be made by transfer to an account, payment instructions (for value the due date, or, if the due date is not Payment Business Day, for value the next succeeding Payment Business Day) will be initiated and, where payment is to be made by cheque, the cheque will be mailed (i) (in the case of payments of principal and interest payable on redemption) on the later of the due date for payment and the day on which the relevant Note Certificate is surrendered (or, in the case of part payment only, endorsed) at the Specified Office of a Paying Agent and (ii) (in the case of payments of interest payable other than on redemption) on the due date for payment. A Holder of a Registered Note shall not be entitled to any interest or other payment in respect of any delay in payment resulting from (A) the due date for a payment not being a Payment Business Day or (B) a cheque mailed in accordance with this Condition 13 arriving after the due date for payment or being lost in the mail.
- (e) **Partial payments:** If a Paying Agent makes a partial payment in respect of any Registered Note, the Issuer shall procure that the amount and date of such payment are noted on the Register and, in the case of partial payment upon presentation of a Note Certificate, that a statement indicating the amount and the date of such payment is endorsed on the relevant Note Certificate.
- (f) **Record date:** Each payment in respect of a Registered Note will be made to the person shown as the Holder in the Register at the close of business in the place of the Registrar's Specified Office on the fifth (in the case of Renminbi) and fifteenth (in the case of a currency other than

Renminbi) day before the due date for such payment (the “**Record Date**”). Where payment in respect of a Registered Note is to be made by cheque, the cheque will be mailed to the address shown as the address of the Holder in the Register at the close of business on the relevant Record Date.

*So long as the Global Note Certificate is held on behalf of Euroclear, Clearstream or any other clearing system, each payment in respect of the Global Note Certificate will be made to the person shown as the holder in the Register at the close of business of the relevant clearing system on the Clearing System Business Day before the due date for such payments, where “Clearing System Business Day” means a weekday (Monday to Friday, inclusive) except 25 December and 1 January.*

*In respect of a Global Note Certificate representing Notes held through the CMU, any payments of principal, interest (if any) or any other amounts shall be made to the person(s) for whose account(s) interests in the relevant Global Note Certificate are credited (as set out in the records of the CMU) at the close of business on the Clearing System Business Day immediately prior to the date for payment and, save in the case of final payment, no presentation of the relevant bearer Global Note Certificate shall be required for such purpose. For the purposes of this paragraph, “Clearing System Business Day” means a day on which the CMU is operating and open for business.*

#### **14 Taxation**

- (a) All payments of principal and interest in respect of the Notes and the Coupons by or on behalf of a Relevant Obligor shall be made free and clear of, and without withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of a Tax Jurisdiction or any political subdivision therein or any authority therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments, or governmental charges is required by law. In that event, such Relevant Obligor shall pay such additional amounts as will result in receipt by the Noteholders and the Couponholders after such withholding or deduction of such amounts as would have been received by them had no such withholding or deduction been required, except that no such additional amounts shall be payable in respect of any Note or Coupon:
  - (i) held by or on behalf of a Holder which is liable to such taxes, duties, assessments or governmental charges in respect of such Note or Coupon by reason of its having some connection with the jurisdiction by which such taxes, duties, assessments or charges have been imposed, levied, collected, withheld or assessed other than the mere holding of the Note or Coupon; or
  - (ii) where the relevant Note or Coupon or Note Certificate is presented or surrendered for payment more than 30 days after the Relevant Date except to the extent that the Holder of such Note or Coupon would have been entitled to such additional amounts on presenting or surrendering such Note or Coupon or Note Certificate for payment on the last day of such period of 30 days.
- (b) If any Relevant Obligor becomes subject at any time to any taxing jurisdiction other than the Tax Jurisdiction(s), references in these Conditions to the Tax Jurisdiction(s) shall be construed as references to the Tax Jurisdiction(s) and/or such other jurisdiction.

## 15 Events of Default

- (a) **Events of Default relating to Senior Notes:** If any of the following events occurs and is continuing, then the Trustee at its discretion may and, if so requested in writing by Holders of at least one quarter of the aggregate principal amount of the outstanding Senior Notes or if so directed by an Extraordinary Resolution, shall (subject to the Trustee having been indemnified and/or provided with security and/or pre-funded to its satisfaction) give written notice to the Relevant Obligor(s) declaring the Senior Notes to be immediately due and payable, whereupon they shall become immediately due and payable at their Early Termination Amount together with accrued interest (if any) without further action or formality:
- (i) *Non-Payment:* the Relevant Obligors fail to pay the principal of, or any interest on, any of the Notes when due and such failure continues for a period of 30 days;
  - (ii) *Breach of Other Obligations:* any Relevant Obligor defaults in the performance or observance of any of its other obligations under or in respect of the Notes, the Deed of Guarantee, as applicable, the Trust Deed and such default remains unremedied for 45 days after written notice has been delivered to the Relevant Obligor(s);
  - (iii) *Insolvency:* any Relevant Obligor or any of the Material Subsidiaries is insolvent or bankrupt or unable to pay its debts, stops or suspends payment of all or a material part of its debts, proposes or makes any agreement for the deferral, rescheduling or other readjustment of all or a material part of its debts, proposes or makes a general assignment or an arrangement or composition with or for the benefit of the relevant creditors in respect of any of such debts or a moratorium is agreed or declared in respect of or affecting all or a material part of the debts of any Relevant Obligor or any of the Material Subsidiaries;
  - (iv) *Winding-up:* an order is made or an effective resolution passed for the winding-up or dissolution or administration of any Relevant Obligor or any of the Material Subsidiaries, or any Relevant Obligor ceases to carry on all or a material part of its business or operations, except for the purpose of and followed by a reconstruction, amalgamation, reorganisation, merger or consolidation (a) on terms approved by an Extraordinary Resolution of the Noteholders, or (b) in the case of a Material Subsidiary, whereby the undertaking and assets of the Material Subsidiary are transferred to or otherwise vested in any Relevant Obligor or another of its Subsidiaries;
  - (v) *Illegality:* it is or will become unlawful for any Relevant Obligor to perform or comply with any one or more of its obligations under any of the Notes, Coupons, the Deed of Guarantee, as applicable or the Trust Deed; or
  - (vi) *Guarantee not in force:* in the case of Guaranteed Notes, the Guarantee of the Notes or the Deed of Guarantee is not (or is claimed by the Guarantor not to be) in full force and effect.
- (b) **Events of Default relating to Subordinated Notes:** Events of Default relating to Subordinated Notes will be set out in the relevant Pricing Supplement.

## 16 Prescription

Claims for principal in respect of Bearer Notes shall become void unless the relevant Bearer Notes are presented for payment within ten years of the appropriate Relevant Date. Claims for interest in respect of Bearer Notes shall become void unless the relevant Coupons are presented for payment within five years of the appropriate Relevant Date. Claims for principal and interest on redemption in respect of Registered Notes shall become void unless the relevant Note Certificates are surrendered for payment within ten years of the appropriate Relevant Date.

## 17 Replacement of Notes and Coupons

If any Note, Note Certificate or Coupon is lost, stolen, mutilated, defaced or destroyed, it may be replaced at the Specified Office of the Principal Paying Agent, in the case of Bearer Notes, or the Registrar, in the case of Registered Notes (and, if the Notes are then admitted to listing, trading and/or quotation by any competent authority, stock exchange and/or quotation system which requires the appointment of a Paying Agent or Transfer Agent in any particular place, the Paying Agent or Transfer Agent having its Specified Office in the place required by such competent authority, stock exchange and/or quotation system), subject to all applicable laws and competent authority, stock exchange and/or quotation system requirements, upon payment by the claimant of the expenses incurred in connection with such replacement and on such terms as to evidence, security, indemnity and otherwise as the Relevant Obligor(s) may reasonably require. Mutilated or defaced Notes, Note Certificates or Coupons must be surrendered before replacements will be issued.

## 18 Trustee and Agents

Under the Trust Deed, the Trustee is entitled to be indemnified and relieved from responsibility in certain circumstances and to be paid its costs and expenses in priority to the claims of the Noteholders. In addition, the Trustee is entitled to enter into business transactions with any Relevant Obligor and any entity relating to a Relevant Obligor without accounting for any profit.

In the exercise of its powers and discretions under these Conditions, the Deed of Guarantee, as applicable and the Trust Deed, the Trustee will have regard to the interests of the Noteholders as a class and will not be responsible for any consequence for individual Holders of Notes as a result of such Holders being connected in any way with a particular territory or taxing jurisdiction.

In acting under the Agency Agreement and in connection with the Notes and the Coupons, the Agents act solely as agents of the Relevant Obligor(s) and do not assume any obligations towards or relationship of agency or trust for or with any of the Noteholders or Couponholders.

The initial Agents and their initial Specified Offices are listed below. The initial Calculation Agent (if any) is specified in the relevant Pricing Supplement. The Relevant Obligor(s) reserve the right (with the prior approval of the Trustee) at any time to vary or terminate the appointment of any Agent and to appoint a successor principal paying agent or registrar or Calculation Agent and additional or successor paying agents; **provided, however, that:**

- (i) the Relevant Obligor(s) shall at all times maintain a principal paying agent and a registrar;
- (ii) if a Calculation Agent is specified in the relevant Pricing Supplement, the Relevant Obligor(s) shall at all times maintain a Calculation Agent;
- (iii) the Relevant Obligor(s) shall at all times maintain a CMU Lodging and Paying Agent in relation to Notes accepted for clearance through the CMU; and
- (iv) if and for so long as the Notes are admitted to listing, trading and/or quotation by any competent authority, stock exchange and/or quotation system which requires the appointment of a Paying Agent and/or a Transfer Agent in any particular place, the Relevant Obligor(s) shall maintain a Paying Agent and/or a Transfer Agent having its Specified Office in the place required by such competent authority, stock exchange and/or quotation system.

Notice of any change in any of the Agents or in their Specified Offices shall promptly be given to the Noteholders.

The Trust Deed provides that, in respect of any Tranche of Notes, the Relevant Obligor(s) may enter into a deed with the Alternative Trustee incorporating all the provisions of the Trust Deed (as modified or amended by such deed or the relevant Pricing Supplement) and thereby constituting such Notes. In such event The Bank of New York Mellon, London Branch as trustee of the Trust Deed shall have no liability or responsibility whatsoever for the appointment of the Alternative Trustee or for any acts, omissions or defaults of any such Alternative Trustee and no fiduciary or agency relationship between any Holder of such Notes and it will be created or implied to be created.

## **19 Meetings of Noteholders; Modification and Waiver**

- (a) **Meetings of Noteholders:** The Trust Deed contains provisions for convening meetings of Noteholders to consider matters relating to the Notes, including the modification of any provision of these Conditions. Any such modification may be made if sanctioned by an Extraordinary Resolution. Such a meeting may be convened by any Relevant Obligor or by the Trustee and shall be convened by the Trustee upon the request in writing of Noteholders holding not less than one-tenth of the aggregate principal amount of the outstanding Notes. The quorum at any meeting convened to vote on an Extraordinary Resolution will be two or more Persons holding or representing one more than half of the aggregate principal amount of the outstanding Notes or, at any adjourned meeting, two or more Persons being or representing Noteholders whatever the principal amount of the Notes held or represented; **provided, however, that** Reserved Matters may only be sanctioned by an Extraordinary Resolution passed at a meeting of Noteholders at which two or more Persons holding or representing not less than three-quarters or, at any adjourned meeting, one quarter of the aggregate principal amount of the outstanding Notes form a quorum. Any Extraordinary Resolution duly passed at any such meeting shall be binding on all the Noteholders and Couponholders, whether present or not.

In addition, a resolution in writing signed by or on behalf of the holders of not less than 90 per cent. in aggregate principal amount of Notes outstanding will take effect as if it were an Extraordinary Resolution. Such a resolution in writing may be contained in one document or several documents in the same form, each signed by or on behalf of one or more Noteholders.

- (b) **Modification and waiver:** The Trustee may, but shall not be obliged to, without the consent of the Noteholders, agree to any modification of these Conditions, the Deed of Guarantee, as applicable or the Trust Deed (other than in respect of a Reserved Matter) which is, in the opinion of the Trustee, proper to make if, in the opinion of the Trustee, such modification will not be materially prejudicial to the interests of Noteholders and to any modification of the Notes, the Deed of Guarantee, as applicable or the Trust Deed which is of a formal, minor or technical nature or is to correct a manifest error.

In addition, the Trustee may, but shall not be obliged to, without the consent of the Noteholders, authorise or waive any proposed breach or breach of the Notes, the Deed of Guarantee, as applicable or the Trust Deed (other than a proposed breach or breach relating to the subject of a Reserved Matter) if, in the opinion of the Trustee, the interests of the Noteholders will not be materially prejudiced thereby.

Unless the Trustee agrees otherwise, any such authorisation, waiver or modification shall be notified to the Noteholders as soon as practicable thereafter.

## 20 Enforcement

The Trustee may at any time, at its discretion and without notice, institute such proceedings as it thinks fit to enforce its rights under the Trust Deed or the Deed of Guarantee, as applicable in respect of the Notes, but it shall not be bound to do so unless:

- (i) it has been so requested in writing by the Holders of at least one quarter of the aggregate principal amount of the outstanding Notes or has been so directed by an Extraordinary Resolution; and
- (ii) it has been indemnified and/or pre-funded and/or provided with security to its satisfaction.

No Noteholder may proceed directly against any Relevant Obligor unless the Trustee, having become bound to do so, fails to do so within a reasonable time and such failure is continuing.

## 21 Further Issues

The Issuer may from time to time, without the consent of the Noteholders and in accordance with the Trust Deed, create and issue further notes having the same terms and conditions as the Notes in all respects (or in all respects except for the Issue Date, first Interest Payment Date and if applicable, and the timing for notification to the NDRC) so as to form a single series with the Notes. The Issuer may from time to time create and issue other series of notes having the benefit of the Trust Deed.

## 22 Notices

- (a) **Bearer Notes:** Notices to the Holders of Bearer Notes shall be valid if published in a leading English language daily newspaper published in Hong Kong or if such publication is not practicable, in a leading English language daily newspaper having general circulation in Asia. Any such notice shall be deemed to have been given on the date of first publication (or if required to be published in more than one newspaper, on the first date on which publication shall have been made in all the required newspapers). Couponholders shall be deemed for all purposes to have notice of the contents of any notice given to the Holders of Bearer Notes.
- (b) **Registered Notes:** Notices to the Holders of Registered Notes shall be sent to them by first class mail (or its equivalent) or (if posted to an overseas address) by airmail at their respective addresses on the Register. Any such notice shall be deemed to have been given on the fourth day after the date of mailing.

*So long as the Notes are represented by a Global Note or a Global Note Certificate and such Global Note or Global Note Certificate is held on behalf of Euroclear or Clearstream or DTC or any other clearing system (except as provided in (ii) below), notices to the holders of Notes of that Series may be given by delivery of the relevant notice to that clearing system for communication by it to entitled accountholders in substitution for publication as required by the Conditions or by delivery of the relevant notice to the holder of the Global Note Certificate or (ii) the CMU, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to the CMU in substitution for publication as required by the Conditions or by delivery of the relevant notice to the holder of the Global Note Certificate, and any such notice shall be deemed to have been given to the Noteholders on the day on which such notice is delivered to the CMU.*



## 23 Currency Indemnity

If any sum due from any Relevant Obligor in respect of the Notes or the Coupons or any order or judgment given or made in relation thereto has to be converted from the currency (the “**first currency**”) in which the same is payable under these Conditions or such order or judgment into another currency (the “**second currency**”) for the purpose of (a) making or filing a claim or proof against such Relevant Obligor, (b) obtaining an order or judgment in any court or other tribunal or (c) enforcing any order or judgment given or made in relation to the Notes, such Relevant Obligor shall indemnify each Noteholder, on the written demand of such Noteholder addressed to such Relevant Obligor and delivered to such Relevant Obligor or to the Specified Office of the Principal Paying Agent, against any loss suffered as a result of any discrepancy between (i) the rate of exchange used for such purpose to convert the sum in question from the first currency into the second currency and (ii) the rate or rates of exchange at which such Noteholder may in the ordinary course of business purchase the first currency with the second currency upon receipt of a sum paid to it in satisfaction, in whole or in part, of any such order, judgment, claim or proof.

This indemnity constitutes a separate and independent obligation of each Relevant Obligor and shall give rise to a separate and independent cause of action.

## 24 Rounding

For the purposes of any calculations referred to in these Conditions (unless otherwise specified in these Conditions or the relevant Pricing Supplement), (a) all percentages resulting from such calculations will be rounded, if necessary, to the nearest one hundred-thousandth of a percentage point (with 0.000005 per cent. being rounded up to 0.00001 per cent.), (b) all United States dollar amounts used in or resulting from such calculations will be rounded to the nearest cent (with one half cent being rounded up), (c) all Japanese Yen amounts used in or resulting from such calculations will be rounded downwards to the next lower whole Japanese Yen amount, and (d) all amounts denominated in any other currency used in or resulting from such calculations will be rounded to the nearest two decimal places in such currency, with 0.005 being rounded upwards.

## 25 Governing Law and Jurisdiction

- (a) **Governing law:** The Notes, the Trust Deed, the Deed of Guarantee, as applicable and any non-contractual obligations arising out of or in connection with the Notes, the Trust Deed and the Deed of Guarantee, as applicable are governed by English law except that subordination provisions relating to Subordinated Notes in the Trust Deed and the Deed of Guarantee, as applicable, are governed by the laws of the People’s Republic of China or such law as specified in the applicable Pricing Supplement and provisions in the applicable Pricing Supplement are governed by, and shall be construed in accordance with such law as specified in the applicable Pricing Supplement.
- (b) **Jurisdiction:** The Relevant Obligor(s) have in the Trust Deed and (in the case of any Guaranteed Notes) the Guarantor has in the Deed of Guarantee (i) agreed for the benefit of the Trustee and the Noteholders that the courts of Hong Kong shall have exclusive jurisdiction to settle any dispute (a “**Dispute**”) arising out of or in connection with the Notes (including any non-contractual obligation arising out of or in connection with the Notes); (ii) agreed that those courts are the most appropriate and convenient courts to settle any Dispute and, accordingly, that it will not argue that any other courts are more appropriate or convenient; and (iii) designated a person in Hong Kong to accept service of any process on its behalf.
- (c) **Waiver of immunity:** To the extent that any Relevant Obligor may in any jurisdiction claim for itself or its assets or revenues immunity from suit, execution, attachment (whether in aid of execution, before judgment or otherwise) or other legal process and to the extent that such immunity (whether or not claimed) may be attributed in any such jurisdiction to such Relevant Obligor or its assets or revenues, such Relevant Obligor agrees not to claim and irrevocably waives such immunity to the full extent permitted by the laws of such jurisdiction.
- (d) **Consent to enforcement, etc:** Each Relevant Obligor irrevocably and generally consents in respect of any proceedings anywhere to the giving of any relief or the issue and service on it of any process in connection with those proceedings including, without limitation, the making, enforcement or execution against any assets whatsoever (irrespective of their use or intended use) of any order or judgment which may be made or given in those proceedings.

## FORM OF PRICING SUPPLEMENT

*The Pricing Supplement in respect of each Series of Notes will be substantially in the following form, duly supplemented (if necessary), amended (if necessary) and completed to reflect the particular terms of the relevant Notes and their issue.*

**Pricing Supplement dated [●]**

**[Bank of China Limited/[specify Branch Issuer]]/[specify Subsidiary Issuer]**

**Issue of [Aggregate Nominal Amount of Series] [Title of Notes]  
under the U.S.\$40,000,000,000 Medium Term Note Programme**

**[guaranteed by Bank of China Limited[, [specify] Branch]]**

**[MiFID II product governance/Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[’s/s’] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.]

**[UK MIFIR product governance/Professional investors and ECPs only target market** – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer[’s/s’] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.]

**[Prohibition of sales to EEA retail investors** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]

**[Prohibition of sales to UK retail investors** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “EUWA”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the “UK Prospectus Regulation”). Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.]

[This document is for distribution to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”)) (“Professional Investors”) only.

**The Hong Kong Stock Exchange has not reviewed the contents of this document, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this document to Professional Investors only have been reproduced in this document. Listing of the Programme and the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes, the Issuer[, the Guarantor] or quality of disclosure in this document.** Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this document, 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 document.

**Notice to Hong Kong investors:** The Issuer [and the Guarantor] confirm[s] that the Notes are intended for purchase by Professional Investors only and will be listed on the Hong Kong Stock Exchange on that basis. Accordingly, the Issuer [and the Guarantor] confirm[s] that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

This document, together with the Offering Circular, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange for the purpose of giving information with regard to the Issuer [and the Guarantor]. The Issuer [and the Guarantor each] accepts full responsibility for the accuracy of the information contained in this document and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief there are no other facts the omission of which would make any statement herein misleading.]

**[Singapore Securities and Futures Act Product Classification** – In connection with Section 309B of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as modified or amended from time to time (the “SFA”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are “prescribed capital markets products” (as defined in the CMP Regulations 2018) and “Excluded Investment Products” (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).]

The document constitutes the Pricing Supplement relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “Conditions”) set forth in the offering circular dated 13 April 2022 (the “Offering Circular”). This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular [and the supplemental offering circular dated [date]].

*[The following alternative language applies if the first tranche of an issue which is being increased was issued under an Offering Circular with an earlier date.]*

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the offering circular dated 13 April 2022 (the “**Offering Circular**”). This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular [and the supplemental offering circular dated [date]], save in respect of the Conditions which are extracted from the Offering Circular and are attached hereto.]

*[Include whichever of the following apply or specify as “Not Applicable” (N/A). Note that the numbering should remain as set out below, even if “Not Applicable” is indicated for individual paragraphs or subparagraphs. Italics denote guidance for completing the Pricing Supplement.]*

- |   |  |   |
|---|--|---|
| 1 | [(i)] Issuer:  | [Bank of China Limited/[specify Branch Issuer]]/[specify Subsidiary Issuer]   |
|   | [(ii)] Guarantor   | Bank of China Limited[, [specify] Branch]]  |
| 2 | [(i)] Series Number:   | [●]   |
|   | [(ii)] Tranche Number:   | [●]   |
|   | <i>(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible.)</i> |   |
|   | [(iii)] Tax Jurisdiction:  | [●]   |
| 3 | Specified Currency or Currencies:  | [●]   |
| 4 | Aggregate Nominal Amount:  | [●]   |
|   | [(i)] Series:  | [●]   |
|   | [(ii)] Tranche:  | [●]   |
| 5 | (i) Issue Price:   | [●] per cent. of the Aggregate Nominal Amount [plus accrued interest from [insert date] (in the case of fungible issues only, if applicable)] |
|   | (ii) Net Proceeds:   | [●] [(Required only for listed issues)]   |
| 6 | (i) Specified Denominations <sup>1, 2</sup> :  | [●]   |
|   | (ii) Calculation Amount:   | [●]   |
| 7 | (i) Issue Date:  | [●]   |
|   | (ii) Interest Commencement Date:   | [Specify/Issue Date/Not Applicable]   |

<sup>1</sup> Notes (including Notes denominated in sterling) in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom or whose issue otherwise constitutes a contravention of section 19 of the FSMA and which have a maturity of less than one year and must have a minimum redemption value of £100,000 (or its equivalent in other currencies).

<sup>2</sup> If the specified denomination is expressed to be €100,000 or its equivalent and multiples of a lower principal amount (for example €1,000), insert the additional wording as follows: 100,000 and integral multiples of [€1,000] in excess thereof up to and including [€199,000]. No Notes in definitive form will be issued with a denomination above [€199,000]. In relation to any issue of Notes which are a “Global Note exchangeable for Definitive Notes” in circumstances other than “in the limited circumstances specified in the Global Notes”, such Notes may only be issued in denominations equal to, or greater than, €100,000 (or equivalent) and multiples thereof.

- 8 [(i)] Status of the Notes: [Senior/Subordinated]
- [(ii)] Status of the Guarantee of the Notes: [*Specify in the case of Subordinated Guaranteed Notes*]
- 9 Maturity Date: [*Specify date or (for Floating Rate Notes) Interest Payment Date falling on or nearest to the relevant month and year*]<sup>3</sup>
- [If the Maturity Date is less than one year from the Issue Date and either (a) the issue proceeds are received by the Issuer in the United Kingdom, or (b) the activity of issuing the Notes is carried on from an establishment maintained by the Issuer in the United Kingdom, (i) the Notes must have a minimum redemption value of £100,000 (or its equivalent in other currencies) and be sold only to “professional investors” or (ii) another applicable exemption from section 19 of the FSMA must be available.]*
- 10 Interest Basis: [[●] per cent. Fixed Rate]
- [[*Specify reference rate*] +/- [●] per cent. Floating Rate]
- [Zero Coupon]
- [Other (*Specify*)]
- (further particulars specified below)
- 11 Redemption/Payment Basis: [Redemption at par]
- [Dual Currency]
- [Partly Paid]
- [Instalment]
- [Other (*Specify*)]
- 12 Change of Interest or Redemption/Payment Basis: [*Specify details of any provision for convertibility of Notes into another interest or redemption/payment basis*]
- [Not applicable]
- 13 Put/Call Options: [Investor Put]
- [Issuer Call]
- [Change of Control Put] (only applicable to Notes issued by a Subsidiary Issuer)
- [(further particulars specified below)]

<sup>3</sup> Note that for Renminbi or Hong Kong dollar denominated Fixed Rate Notes where Interest Payment Dates are subject to modification it will be necessary to use the second option here.

- 14 Listing: [Hong Kong/Other (*specify*)/None] (For Notes to be listed on the [Hong Kong Stock Exchange], insert the expected effective listing date of the Notes)
- 15 [(i)] [Date of [Board] approval for issuance of Notes [and the Guarantee of the Notes] [respectively]] obtained: [Board] approval: [●] [and [●], respectively]] (*N.B. Only relevant where Board (or similar) authorisation is required for the particular tranche of Notes*)
- [(ii)] [Date of regulatory approval(s) for issuance of Notes obtained] [describe approval obtained] from [identify relevant regulator] dated [●]
- 16 Method of distribution: [Syndicated/Non-syndicated]

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 17 **Fixed Rate Note Provisions** [Applicable/Not Applicable]
- (If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) Rate[(s)] of Interest: [●] per cent. per annum payable [annually/semi-annually/quarterly/monthly/other (*specify*)] in arrear
- (ii) Interest Payment Date(s): [●] in each year [adjusted in accordance with [*specify Business Day Convention and any applicable Business Centre(s) for the definition of "Business Day"*]/not adjusted]
- (iii) Fixed Coupon Amount[(s)]: [●] per Calculation Amount<sup>4</sup>
- (iv) Broken Amount(s): [●] per Calculation Amount, payable on the Interest Payment Date falling [in/on] [●]
- (v) Day Count Fraction: [30/360/Actual/Actual (ICMA/ISDA)/other]
- (vi) Other terms relating to the method of calculating interest for Fixed Rate Notes: [Not Applicable/*give details*]

<sup>4</sup> For Renminbi or Hong Kong dollar denominated Fixed Rate Notes where the Interest Payment Dates are subject to modification the following alternative wording is appropriate: "Each Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount by the Day Count Fraction and rounding the resultant figure to the nearest CNY0.01, CNY0.005 for the case of Renminbi denominated Fixed Rate Notes to the nearest HK\$0.01, HK\$0.005 for the case of Hong Kong dollar denominated Fixed Rate Notes, being rounded upwards.

18 **Floating Rate Note Provisions**

[Applicable/Not Applicable]

*(If not applicable, delete the remaining subparagraphs of this paragraph)*

- (i) Interest Period(s): [[●], subject to adjustment in accordance with the Business Day Convention set out in (v) below/, not subject to any adjustment, as the Business Day Convention in (v) below is specified to be Not Applicable]]
- (ii) Specified Period: [●]
- (Specified Period and Specified Interest Payment Dates are alternatives. A Specified Period, rather than Specified Interest Payment Dates, will only be relevant if the Business Day Convention is the FRN Convention, Floating Rate Convention or Eurodollar Convention. Otherwise, insert “Not Applicable”)*
- (iii) Specified Interest Payment Dates: [[●], subject to adjustment in accordance with the Business Day Convention set out in (v) below/, not subject to any adjustment, as the Business Day Convention in (v) below is specified to be Not Applicable]]
- (Specified Period and Specified Interest Payment Dates are alternatives. If the Business Day Convention is the FRN Convention, Floating Rate Convention or Eurodollar Convention, insert “Not Applicable”)*
- (iv) First Interest Payment Date: [●]
- (v) Business Day Convention: [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/Preceding Business Day Convention/other (give details)] [Not Applicable]
- (vi) Additional Business Centre(s): [Not Applicable/give details]
- (vii) Manner in which the Rate(s) of Interest is/are to be determined: [Screen Rate Determination/ISDA Determination/other (give details)]
- (viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the [Principal Paying Agent]): [[Name] shall be the Calculation Agent (no need to specify if the Principal Paying Agent is to perform this function)]

- (ix) Screen Rate Determination:
- Reference Rate: [For example, EURIBOR]
  - Interest Determination Date(s): [●]
  - Relevant Screen Page: [For example, Reuters EURIBOR 01]
  - Relevant Time: [For example, 11.00 a.m. Brussels time]
  - Relevant Financial Centre: [For example, Euro-zone (where Euro-zone means the region comprised of the countries whose lawful currency is the euro)]
- (x) ISDA Determination:
- Floating Rate Option: [●]
  - Designated Maturity: [●]
  - Reset Date: [●]
- (xi) Margin(s): [+/-][●] per cent. per annum
- (xii) Minimum Rate of Interest: [●] per cent. per annum
- (xiii) Maximum Rate of Interest: [●] per cent. per annum
- (xiv) Day Count Fraction: [●]
- (xv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: [●]
- 19 **Zero Coupon Note Provisions** [Applicable/Not Applicable]
- (If not applicable, delete the remaining subparagraphs of this paragraph)*
- (i) [Amortisation/Accrual] Yield: [●] per cent. per annum
  - (ii) [Reference Price: [●]]
  - (iii) [Day Count Fraction in relation to Early Redemption Amounts: [[30/360] [Actual/360] [Actual/365]] [specify other]]
  - (iv) Any other formula/basis of determining amount payable: [Consider whether it is necessary to specify a Day Count Fraction for the purposes of Condition 11(f)]



20 **Dual Currency Note Provisions** [Applicable/Not Applicable]  
*(If not applicable, delete the remaining subparagraphs of this paragraph)*

(i) Rate of Exchange/method of calculating Rate of Exchange: [give details]

(ii) Calculation Agent, if any, responsible for calculating the principal and/or interest due: [●]

(iii) Provisions applicable where calculation by reference to Rate of Exchange impossible or impracticable: [●]

(iv) Person at whose option Specified Currency(ies) is/are payable: [●]

**PROVISIONS RELATING TO REDEMPTION**

21 **Call Option** [Applicable/Not Applicable]  
*(If not applicable, delete the remaining subparagraphs of this paragraph)*

(i) Optional Redemption Date(s): [●]

(ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] per Calculation Amount

(iii) If redeemable in part:

(a) Minimum Redemption Amount: [●] per Calculation Amount

(b) Maximum Redemption Amount: [●] per Calculation Amount

(iv) Notice period: [●]

22 **Put Option** [Applicable/Not Applicable]  
*(If not applicable, delete the remaining subparagraphs of this paragraph)*

(i) Optional Redemption Date(s): [●]

(ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s): [●] per Calculation Amount

(iii) Notice period: [●]

23 **Change of Control Put** [Applicable/Not Applicable] *(only applicable to Notes issued by a Subsidiary Issuer)*

- 24 **Final Redemption Amount of each Note** [●] per Calculation Amount
- 25 **Early Redemption Amount** [Not Applicable]
- Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, change of control or an event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):
- (If each of the Early Redemption Amount (Tax), Early Redemption Amount (Change of Control) and the Early Termination Amount are the principal amount of the Notes/specify the Early Redemption Amount (Tax), Early Redemption Amount (Change of Control) and/or the Early Termination Amount if different from the principal amount of the Notes)]*

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 26 **Form of Notes:** Bearer Notes:
- [Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes on [●] days' notice/at any time/in the limited circumstances specified in the Permanent Global Note]
- [Temporary Global Note exchangeable for Definitive Notes on [●] days' notice]<sup>5</sup>
- [Permanent Global Note exchangeable for Definitive Notes on [●] days' notice/at any time/in the limited circumstances specified in the Permanent Global Note]<sup>5</sup>
- Registered Notes:**
- [Global Note Certificate exchangeable for Individual Note Certificates on [●] days' notice/at any time/in the limited circumstances described in the Global Note Certificate]
- [Other (as applicable): [●]]
- 27 **Additional Financial Centre(s) or other special provisions relating to payment dates:** [Not Applicable/give details.]
- Note that this paragraph relates to the date and place of payment, and not interest period end dates, to which sub paragraph 18(vi) relates]*

<sup>5</sup> if the Specified Denominations of the Notes in paragraph 6 includes language substantially to the following effect: "[€100,000] and integral multiples of [€1,000] in excess thereof up to and including €199,000", the Temporary/Permanent Global Note shall not be exchangeable on [●] days notice.

- 28 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): [Yes/No. *If yes, give details*]
- 29 Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made [and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment]: [Not Applicable/*give details*]
- 30 Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: [Not Applicable/*give details*]
- 31 Redenomination, renominatisation and reconventioning provisions: [Not Applicable/The provisions annexed to this Pricing Supplement apply]
- 32 Consolidation provisions: [The provisions in Condition 21 (*Further Issues*)] [annexed to this Pricing Supplement] apply
- 33 Any applicable currency disruption/fallback provisions: [Not Applicable/*give details*]
- 34 Other terms or special conditions: [Not Applicable/*give details*]  
[*Insert provisions for Subordinated Notes*]
- 35 NDR Post-Issue Filing: [Applicable/Not Applicable]

## DISTRIBUTION

- 36 (i) If syndicated, names of Managers: [Not Applicable/*give names*]  
(ii) Stabilisation Manager(s) (if any): [Not Applicable/*give name*]
- 37 If non-syndicated, name and address of Dealer: [Not Applicable/*give name and address*]
- 38 [Total commission and concession: [●] per cent. of the Aggregate Nominal Amount]
- 39 U.S. Selling Restrictions: [Reg. S Category [1/2/3]]/[Rule 144A];  
*(In the case of Bearer Notes) – [C RULES/D RULES/TEFRA Not Applicable]*  
*(In the case of Registered Notes) – TEFRA Not Applicable*
- 40 Prohibition of Sales to EEA Retail Investors: [Applicable/Not Applicable]

*(If the Notes clearly do not constitute “packaged” products or the Notes do constitute “packaged” products and a key information document will be prepared in the EEA, “Not Applicable” should be specified. If the Notes may constitute “packaged” products and no key information document will be prepared, “Applicable” should be specified.)*

41 Prohibition of Sales to UK Retail Investors:

[Applicable/Not Applicable]

*(If the Notes clearly do not constitute “packaged” products or the Notes do constitute “packaged” products and a key information document will be prepared in the UK, “Not Applicable” should be specified. If the Notes may constitute “packaged” products and no key information document will be prepared, “Applicable” should be specified.)*

42 Additional selling restrictions:

[Not Applicable/*give details*]

**OPERATIONAL INFORMATION**

43 ISIN Code:

[●]

44 Common Code:

[●]

45 Legal Entity Identifier:

[●]

46 CUSIP:

[●]

47 CMU Instrument Number:

[●]

48 Any clearing system(s) other than Euroclear/Clearstream, DTC and the CMU and the relevant identification number(s):

[Not Applicable/*give name(s) and number(s)*]

49 Delivery:

Delivery [against/free of] payment

50 Trustee:

[The Bank of New York Mellon, London Branch]

51 Additional Paying Agent(s) (if any):

[Not Applicable/*give details*]

52 Alternative Trustee (if any):

[Not Applicable/*give details*]

**GENERAL**

- 53 [Translation of the aggregate principal amount of Notes issued/The aggregate principal amount of Notes issued has been translated into United States dollars at the rate of [●], producing a sum of (for Notes not denominated in United States dollars): [Not Applicable/U.S.\$[●]]
  
- 54 [Ratings: The Notes to be issued [have been] [are expected to be] rated:  
  - [Moody’s: [●]]; [Fitch: [●]]; [and] [S&P: [●]] (each a “**Rating Agency**”).
  - If any Rating Agency shall not make a rating of the Notes publicly available, the Issuer [and the Guarantor] shall select and substitute them with [●] or [●] and its successors.]

**[USE OF PROCEEDS**

*Give details if different from the “Use of Proceeds” section in the Offering Circular.]*

**[STABILISATION**

In connection with the issue of the Notes, [name(s) of Stabilisation Manager(s)] (or persons acting on behalf of [name(s) of Stabilisation Manager(s)]) (the “**Stabilisation Manager[s]**”) may over-allot Notes or effect transactions with a view to supporting the price of the Notes at a level higher than that which might otherwise prevail for a limited period after the Issue Date. However, there is no obligation on such Stabilisation Manager[s] to do this. Such stabilisation, if commenced, may be discontinued at any time, and must be brought to an end after a limited period. Such stabilisation shall be in compliance with all applicable laws, regulations and rules.]

**PURPOSE OF PRICING SUPPLEMENT**

This Pricing Supplement comprises the final terms required for issue and admission to trading on the Hong Kong Stock Exchange of the Notes described herein pursuant to the U.S.\$40,000,000,000 Medium Term Note Programme of [Bank of China Limited/the Issuer].

**RESPONSIBILITY**

The Issuer [and the Guarantor each] accepts responsibility for the information contained in this Pricing Supplement.

[The Issuer acknowledges that it will be bound by the provisions of the Trust Deed.]

Signed on behalf of  
[Bank of China Limited/  
[specify branch]]/[specify subsidiary]

[Signed on behalf of  
Bank of China Limited  
[specify] Branch]

By: .....

By: .....

Duly authorised

Duly authorised

## **SUMMARY OF PROVISIONS RELATING TO THE NOTES WHILE IN GLOBAL FORM**

### **Clearing System Accountholders**

In relation to any Series of Notes represented by a Global Note, references in the Terms and Conditions of the Notes to “Noteholder” are references to the bearer of the relevant Global Note which, for so long as the Global Note is held by a depositary or a common depositary for Euroclear and/or Clearstream and/or any other relevant clearing system and/or a sub-custodian for the HKMA as operator of the CMU, will be that depositary, common depositary or, as the case may be, sub-custodian.

In relation to any Series of Notes represented by one or more Global Note Certificates, references in the Terms and Conditions of the Notes to “Noteholder” are references to the person in whose name the relevant Global Note Certificate is for the time being registered in the Register which (a) in the case of a Restricted Global Note Certificate held by or on behalf of DTC will be Cede & Co. (or such other entity as is specified in the applicable Pricing Supplement) as nominee for DTC and (b) in the case of any Unrestricted Global Note Certificate which is held by or on behalf of a depositary or a common depositary for Euroclear and/or Clearstream and/or any other relevant clearing system, will be that depositary or common depositary or a nominee for that depositary or common depositary.

Each of the persons shown in the records of DTC, Euroclear, Clearstream and/or any other relevant clearing system as being entitled to an interest in a Global Note or a Global Note Certificate (each an “**Accountholder**”) must look solely to DTC, Euroclear, Clearstream and/or such other relevant clearing system (as the case may be) for such Accountholder’s share of each payment made by each Relevant Obligor to the holder of such Global Note or Global Note Certificate and in relation to all other rights arising under such Global Note or Global Note Certificate. The extent to which, and the manner in which, Accountholders may exercise any rights arising under a Global Note or Global Note Certificate will be determined by the respective rules and procedures of DTC, Euroclear and Clearstream and any other relevant clearing system from time to time. For so long as the relevant Notes are represented by a Global Note or Global Note Certificate, Accountholders shall have no claim directly against any Relevant Obligor in respect of payments due under the Notes and such obligations of each Relevant Obligor will be discharged by payment to the holder of such Global Note or Global Note Certificate.

If a Global Note or a Global Note Certificate is lodged with a sub-custodian for or registered with the CMU, the person(s) for whose account(s) interests in such Global Note or Global Note Certificate are credited as being held in the CMU in accordance with the CMU Rules shall be the only person(s) entitled (or, in the case of Registered Notes, directed or deemed by the CMU as entitled) to receive payments in respect of Notes represented by such Global Note or Global Note Certificate and the Issuer will be discharged by payment to, or to the order of, such person(s) for whose account(s) interests in such Global Note or Global Note Certificate are credited as being held in the CMU in respect of each amount so paid. Each of the persons shown in the records of the CMU, as the beneficial holder of a particular nominal amount of Notes represented by such Global Note or Global Note Certificate must look solely to the CMU for his share of each payment so made by the Issuer in respect of such Global Note or Global Note Certificate.

### **Transfers of Interests in Global Notes and Global Note Certificates**

Transfers of interests in Global Notes and Global Note Certificates within DTC, Euroclear and Clearstream or any other relevant clearing system will be in accordance with their respective rules and operating procedures. None of the Relevant Obligor(s), the Trustee, the Registrar, the Arrangers, the Dealers or the Agents will have any responsibility or liability for any aspect of the records of any DTC, Euroclear and Clearstream or any other relevant clearing system or any of their respective participants relating to payments made on account of beneficial ownership interests in a Global Note or Global Note Certificate or for maintaining, supervising or reviewing any of the records of DTC, Euroclear and Clearstream or any other relevant clearing system or the records of their respective participants relating to such beneficial ownership interests.

The laws of some states of the United States require that certain persons receive individual certificates in respect of their holdings of Notes. Consequently, the ability to transfer interests in a Global Note Certificate to such persons will be limited. Because clearing systems only act on behalf of participants, who in turn act on behalf of indirect participants, the ability of a person having an interest in a Global Note Certificate to pledge such interest to persons or entities which do not participate in the relevant clearing systems, or otherwise take actions in respect of such interest, may be affected by the lack of an Individual Note Certificate representing such interest.

Subject to compliance with the transfer restrictions applicable to the Registered Notes described under “*Transfer Restrictions*”, transfers between DTC participants, on the one hand, and Euroclear or Clearstream accountholders, on the other will be effected by the relevant clearing systems in accordance with their respective rules and through action taken by the DTC Custodian, the Registrar and the Principal Paying Agent.

On or after the issue date for any Series, transfers of Notes of such Series between accountholders in Euroclear and/or Clearstream and transfers of Notes of such Series between participants in DTC will generally have a settlement date three business days after the trade date (T+3). The customary arrangements for delivery versus payment will apply to such transfers.

Transfers between DTC participants, on the one hand, and Euroclear or Clearstream accountholders, on the other will need to have an agreed settlement date between the parties to such transfer. Because there is no direct link between DTC, on the one hand, and Euroclear and Clearstream, on the other, transfers of interests in the relevant Global Note Certificates will be effected through the Principal Paying Agent, the DTC Custodian, the relevant Registrar and any applicable Transfer Agent receiving instructions (and where appropriate certification) from the transferor and arranging for delivery of the interests being transferred to the credit of the designated account for the transferee. Transfers will be effected on the later of (i) three business days after the trade date for the disposal of the interest in the relevant Global Note Certificate resulting in such transfer and (ii) two business days after receipt by the Principal Paying Agent or the Registrar, as the case may be, of the necessary certification or information to effect such transfer. In the case of cross-market transfers, settlement between Euroclear or Clearstream accountholders and DTC participants cannot be made on a delivery versus payment basis. The securities will be delivered on a free delivery basis and arrangements for payment must be made separately. The customary arrangements for delivery versus payment between Euroclear and Clearstream account holders or between DTC participants are not affected.

For a further description of restrictions on the transfer of Notes, see “*Subscription and Sale*” and “*Transfer Restrictions*”.

Upon the issue of a Restricted Global Note Certificate to be held by or on behalf of DTC, DTC or the DTC Custodian will credit the respective nominal amounts of the individual beneficial interests represented by such Global Note Certificate to the account of DTC participants. Ownership of beneficial interests in such Global Note Certificate will be held through participants of DTC, including the respective depositaries of Euroclear and Clearstream. Ownership of beneficial interests in such Global Note Certificate will be shown on, and the transfer of such ownership will be effected only through, records maintained by DTC or its nominee. DTC has advised each Relevant Obligor that it will take any action permitted to be taken by a holder of Registered Notes represented by a Global Note Certificate held by or on behalf of DTC (including, without limitation, the presentation of such Global Note Certificates for exchange as described above) only at the direction of one or more participants in whose account with DTC interests in such Global Note Certificate are credited, and only in respect of such portion of the aggregate nominal amount of such Global Note Certificate as to which such participant or participants has or have given such direction. However, in certain circumstances, DTC will exchange the relevant Global Note Certificate for Individual Note Certificates (which will bear the relevant legends set out in “*Transfer Restrictions*”).

Although DTC, Euroclear and Clearstream have agreed to the foregoing procedures in order to facilitate transfers of interests in the Global Note Certificates among participants and account holders of DTC, Euroclear and Clearstream, they are under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued at any time. None of the Relevant Obligor(s), the Trustee, the Registrar, the Arrangers, the Dealers or the Agents will have any responsibility for the performance by DTC, Euroclear or Clearstream or their respective direct or indirect participants or account holders of their respective obligations under the rules and procedures governing their respective operations.

While a Global Note Certificate is lodged with DTC, Euroclear, Clearstream or any relevant clearing system, Individual Note Certificates for the relevant Series of Notes will not be eligible for clearing and settlement through such clearing systems.

### **Conditions applicable to Global Notes**

Each Global Note and Global Note Certificate will contain provisions which modify the Conditions as they apply to the Global Note or Global Note Certificate. The following is a summary of certain of those provisions:

*Payments:* All payments in respect of the Global Note or Global Note Certificate which, according to the Conditions, require presentation and/or surrender of a Note, Note Certificate or Coupon will be made against presentation and (in the case of payment of principal in full with all interest accrued thereon) surrender of the Global Note or Global Note Certificate to or to the order of any Paying Agent and will be effective to satisfy and discharge the corresponding liabilities of the Relevant Obligor in respect of the Notes. On each occasion on which a payment of principal or interest is made in respect of the Global Note, the relevant Issuer shall procure that the payment is noted in a schedule thereto.

*Payment Business Day:* in the case of a Global Note or a Global Note Certificate, shall be: if the currency of payment is euro, any day which is a TARGET Settlement Day and a day on which dealings in foreign currencies may be carried on in each (if any) Additional Financial Centre; or, if the currency of payment is not euro, any day which is a day on which dealings in foreign currencies may be carried on in the Principal Financial Centre of the currency of payment and in each (if any) Additional Financial Centre.

*Payment Record Date:* Each payment in respect of a Global Note Certificate will be made to the person shown as the holder in the Register at the close of business (in the relevant clearing system) on the Clearing System Business Day before the due date for such payment (the “**Record Date**”) where “Clearing System Business Day” a weekday (Monday to Friday, inclusive) except 25 December and 1 January.

*Exercise of put option:* In order to exercise the option contained in Condition 11(e) (*Redemption for Change of Control*) or Condition 11(f) (*Redemption of the Senior Notes or the Dated Subordinated Notes at the option of the Noteholders*) the bearer of a Permanent Global Note or the holder of a Global Note Certificate must, within the period specified in the Conditions for the deposit of the relevant Note and put notice, give written notice of such exercise to the Principal Paying Agent specifying the principal amount of Notes in respect of which such option is being exercised. Any such notice will be irrevocable and may not be withdrawn.

*Partial exercise of call option:* In connection with an exercise of the option contained in Condition 11(c) (*Redemption at the option of the Issuer*) in relation to some only of the Notes, the Permanent Global Note or Global Note Certificate may be redeemed in part in the principal amount specified by the relevant Issuer in accordance with the Conditions to be redeemed will not be selected as provided in the Conditions but in accordance with the rules and procedures of DTC, Euroclear and/or Clearstream or the CMU (as the case may be) (to be reflected in the records of DTC, Euroclear and/or Clearstream or the CMU (as the case may be) as either a pool factor or a reduction in principal amount, at their discretion).



*Notices:* Notwithstanding Condition 22 (*Notices*), while all the Notes are represented by a Permanent Global Note (or by a Permanent Global Note and/or a Temporary Global Note) or a Global Note Certificate and the Permanent Global Note is (or the Permanent Global Note and/or the Temporary Global Note are), or the Global Note Certificate is, registered in the name of DTC's nominee or deposited with a depositary or a common depositary for Euroclear and/or Clearstream or held on behalf of any other relevant clearing system, notices to Noteholders may be given by delivery of the relevant notice to DTC and/or Euroclear and/or Clearstream and/or any other relevant clearing system and, in any case, such notices shall be deemed to have been given to the Noteholders in accordance with Condition 22 (*Notices*) on the date of delivery to DTC and/or Euroclear and/or Clearstream and/or any other relevant clearing system.

So long as the Notes are represented by one or more Global Notes and Global Note Certificates held on behalf of the CMU, notices to the holders of Notes of that Series may be given by delivery of the relevant notice to the CMU in substitution for publication as required by the Conditions or by delivery of the relevant notice to the holder of such Global Note or Global Note Certificate, and any such notice shall be deemed to have been given to the Noteholders on the day on which such notice is delivered to the CMU.

## CAPITALISATION AND INDEBTEDNESS

The following table sets forth the Group's audited consolidated debt and capitalisation as at 31 December 2021. Please read this table in conjunction with the Group's audited consolidated financial statements as at and for the year ended 31 December 2021 and the accompanying notes which have been incorporated by reference into this Offering Circular.

	<b>As at 31 December 2021</b>
	<i>(Audited) (RMB million)</i>
<b>Debt<sup>(1)</sup></b>	
Bonds issued . . . . .	1,388,678
Other borrowings . . . . .	26,354
	<b>1,415,032</b>
<b>Equity</b>	
<b>Capital and reserves attributable to equity holders of the Bank</b>	
Share capital . . . . .	294,388
Other equity instruments . . . . .	319,505
Capital reserve . . . . .	135,717
Treasury shares . . . . .	–
Other comprehensive income . . . . .	1,417
Statutory reserves . . . . .	213,930
General and regulatory reserves . . . . .	303,209
Undistributed profits . . . . .	956,987
	2,225,153
<b>Non-controlling interests</b> . . . . .	<b>125,400</b>
	<b>2,350,553</b>
<b>Total equity</b> . . . . .	<b>2,350,553</b>
<b>Total equity and liabilities</b> . . . . .	<b>26,722,408</b>

*Note:*

(1) In addition, as at 31 December 2021, the Group had borrowings from central banks, deposits and money market deposits from customers and other banks, certificates of deposits, securities sold under repurchase agreements, credit commitments, acceptances, issued letters of guarantee and letters of credit, financial lease commitments and other commitments and contingencies, including outstanding litigation, that arise from its ordinary course of business.

As at 31 December 2021, the registered capital of the Bank was RMB294,388 million divided into 294,387,791,241 ordinary shares of RMB1.00 par value each, all of which had been issued and were fully paid-up, including 210,765,514,846 A Shares and 83,622,276,395 H Shares.

From time to time, the Bank and/or its various offshore branches may issue debt or other regulatory capital securities in various currencies and tenor depending on market conditions.

Except as disclosed in this Offering Circular, there has been no material adverse change in the capitalisation and indebtedness of the Group since 31 December 2021.

## DESCRIPTION OF THE BANK

### Overview

The Group is one of the largest state-owned commercial banks in the PRC, which owns a comprehensive financial service platform. Besides the commercial banking business which includes corporate banking, personal banking and financial market business, the Group also operates an investment banking business through BOC International Holdings Limited (“**BOC International**”) and BOC International (China) Company Limited (“**BOCI China**”), an insurance business through Bank of China Group Insurance Company Limited (“**BOCG Insurance**”), BOC Group Life Assurance Company Limited (“**BOC Life**”) and Bank of China Insurance Company Limited (“**BOC Insurance**”), a fund management business through Bank of China Investment Management Co., Ltd. (“**BOCIM**”), direct investment and investment management business through the Bank of China Group Investment Limited (“**BOCG Investment**”), an asset management business through BOC Wealth Management Co., Ltd. (“**BOC Wealth Management**”), a financial leasing, transfer and receiving of financial leasing assets business through BOC Financial Leasing Co., Ltd. (“**BOCL**”), and debt-for-equity conversion and related business in the Chinese Mainland through BOC Financial Asset Investment Co., Ltd. (“**BOC Asset Investment**”). In 2006, after successfully acquiring Singapore Aircraft Leasing Enterprise, a leading company in such business in Asia, the Group changed the acquired company’s name to BOC Aviation Pte. Ltd. and became the first Chinese bank to enter the global aircraft leasing business. In connection with the global offering and the listing of its shares on the Hong Kong Stock Exchange, on 12 May 2016, BOC Aviation Pte. Ltd. was converted to a public company limited by shares and the name was changed to BOC Aviation Limited (“**BOC Aviation**”), which took effect on 19 May 2016. The combination of these businesses has created a universal banking platform that provides the Bank with the ability to offer a broad range of financial products and services and enables it to establish stronger relationships with strategically targeted customers and strengthen customer loyalty.

Established in 1912, the Bank is one of the best-known commercial banks in the PRC. During its more than 100 years of history, the Bank has built one of the most recognised brand names in the PRC through its contributions to the evolution of the PRC commercial banking industry. The Bank has many significant achievements in the PRC commercial banking sector. For example, in 1929, the Bank was the first PRC commercial bank to establish a foreign branch with the opening of its London branch. In addition, in 1985, the Bank offered the first bank card in the PRC. In 1994 and 1995, the Bank’s Hong Kong subsidiary and Macau branch became bank note issuing banks in Hong Kong and Macau, respectively. Furthermore, in 1998, the Bank arranged the first U.S. dollar-denominated syndicated loan for a PRC bank as the lead manager and agent. In 2002, BOC Hong Kong (Holdings) Limited was listed on the Hong Kong Stock Exchange after a special restructuring of 12 banks in Hong Kong. The Bank was the sponsor of the 2008 Olympic Games held in Beijing and is the official commercial banking partner of the 2022 Beijing Olympic and Paralympic Winter Games. The Bank was converted into a joint stock company in the PRC in 2004. In 2006, the Bank became listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange. The Bank celebrated its 100th year anniversary in 2012.

On 4 November 2011, the Bank was included by the Financial Stability Board, an international organisation for financial supervision and consultation, in the list of the 29 global systemically important financial institutions, among which the Bank was the only bank from China and emerging economy countries and regions. From 2011 to 2021, the Bank was listed and designated each year as a global systemically important financial institution, making it the sole financial institution from emerging economies to be listed and designated as such for 11 consecutive years.

As at 31 December 2021, the Group’s NPLs totalled RMB208.792 billion, representing an increase of RMB1.519 billion compared with the prior year-end. The NPL ratio was 1.33 per cent., down by 0.13 percentage point compared with the prior year-end. The Group’s allowance for impairment losses on loans and advances amounted to RMB390.541 billion, an increase of RMB21.922 billion compared with the prior year-end. The coverage ratio of allowance for loan impairment losses to NPLs was 187.05 per cent., an increase of 9.21 percentage points compared with the prior year-end. The NPLs of the Bank’s institutions in the Chinese Mainland totalled RMB193.030 billion, an

increase of RMB3.045 billion compared with the prior year-end. The NPL ratio of the Bank's institutions in the Chinese Mainland was 1.49 per cent., a decrease of 0.16 percentage point compared with the prior year-end. The Group's outstanding special-mention loans stood at RMB210.813 billion, a decrease of RMB53.781 billion compared with the prior year-end, accounting for 1.35 per cent. of total loans and advances, down by 0.52 percentage point from the prior year-end.

For the year ended 31 December 2021, the Group recorded a profit for the year of RMB227.339 billion, an increase of 10.85 per cent. compared with the year ended 31 December 2020. It realised a profit attributable to equity holders of the Bank of RMB216.559 billion, an increase of 12.28 per cent. compared with the year ended 31 December 2020.

As at 31 December 2021, the Group's loans and advances to customers amounted to RMB15,712.574 billion, an increase of RMB1,496.097 billion or 10.52 per cent. compared with the prior year-end. Specifically, the Group's RMB loans and advances to customers totalled RMB12,758.658 billion, an increase of RMB1,419.668 billion or 12.52 per cent. compared with the prior year-end, while its foreign currency loans amounted to USD463.309 billion, an increase of USD22.308 billion or 5.06 per cent. compared with the prior year-end. As at 31 December 2021, the Group's common equity tier 1 capital adequacy ratio, tier 1 capital adequacy ratio and capital adequacy ratio stood at 11.30 per cent., 13.32 per cent. and 16.53 per cent., respectively, calculated according to the Capital Rules for Commercial Banks (Provisional).

### **The Bank's Strengths**

The Bank's principal strengths include:

#### ***Well-Recognised Brand Name***

The Bank is one of the most well-known commercial banks in the PRC. In the Bank's over 100 years history, the Bank has successfully built one of the most recognised brand names in the PRC through its contributions to the evolution of the PRC commercial banking industry.

#### ***Largest and Rationally Distributed Overseas Network Complementing an Extensive Domestic Network***

As at 31 December 2021, the Bank had a total of 11,452 institutions worldwide, including 10,902 institutions in the Chinese Mainland and 550 institutions in Hong Kong, Macau, Taiwan and other countries and regions. Its commercial banking business in the Chinese Mainland comprised 10,382 institutions, including 38 tier-1 and direct branches, 371 tier-2 branches and 9,972 outlets.

The Bank's extensive domestic and overseas network enables it to structure and deliver products and services to serve its customers on a global basis and allows it to capture the business opportunities arising from the increasing integration of the PRC into the global economy.

#### ***Solid Customer Base and Strong Presence in Attractive Customer Segments***

In the PRC, foreign exchange services tend to be utilised by large corporate customers and affluent individuals. Capitalising on the Bank's position as one of the most experienced foreign exchange banks in the PRC and its extensive global network, the Bank has established and continued to maintain strong relationships with leading domestic and international corporations and financial institutions. The Bank also has a strong presence in the retail customer segment.

#### ***Universal Banking Platform***

In addition to commercial banking, the Bank provides investment banking, insurance and other services through the Bank's wholly-owned subsidiaries, namely, BOC Wealth Management, BOC Asset Investment, BOC International, BOCG Insurance, BOC Insurance, BOCG Investment and BOC Aviation and through the Bank's subsidiaries such as BOCL, BOC Life and BOCIM.

The Bank fully utilises the advantages in its diversified business platform and its subsidiaries embrace the Group's overall strategy to focus on their specialised business areas, establish business linkage, promote cross-selling and product innovation to enhance the synergy across the Group and provide comprehensive and quality financial services to the customers.

### ***Leader in Non-Interest Income and Treasury Businesses with Strong Product Innovation Capabilities***

The Bank believes its diversified products and innovation capabilities have enabled it to generate a higher level of non-interest income, thus reducing its reliance on its traditional lending business. The Group's operating income comprises net interest income and non-interest income. In recent years, the Bank has further built upon its strengths in the trade finance business and co-ordinated the development of traditional businesses such as international settlement and issuance of letters of guarantee, and emerging businesses, such as cross-border Renminbi business and supply chain financing. The Bank has also experienced a steady growth in revenue from the letter of credit, letters of guarantee, factoring and trade finance-related businesses. In addition, the accelerated development of the domestic settlement business has promoted the income growth of settlement and clearing businesses. The Bank has also further developed its insurance agency and pension businesses, which resulted in a substantial increase in income related to agency commission fees. For clearing services, the Bank continuously improved its cross-border Renminbi clearing capabilities and further consolidated its position at the leading edge of international payments. After holding an opening ceremony on 17 April 2019, the Bank's Tokyo Branch formally commenced business as the Renminbi clearing bank in Japan. The Bank also received authorisation to serve as the Renminbi clearing bank in the Philippines, which means that it now accounts for 13 of the world's 27 authorised Renminbi clearing banks and continues to lead its peers. It also ranked first in terms of the number of the Cross-border Inter-bank Payment System (the "CIPS") indirect participants. In 2021, the Group's cross-border RMB clearing transactions totalled RMB632 trillion, up by more than 34 per cent. compared with the same period of the prior year, maintaining the leading position in the global market. The Bank's global markets department offers a broad range of treasury products and services for different customer groups, as well as conducts settlement and related quotation, and 24-hour daily treasury activities through its five trading centres located in Hong Kong, London, New York, Beijing and Shanghai.

The Bank believes its ability to offer innovative financial solutions to its customers, which provides it with a competitive advantage over other PRC commercial banks.

### ***Experienced Senior Management Team***

The Bank's senior management team has extensive experience in the banking and financial services. The Bank's Chairman, Mr. Liu Liange, has served as Chairman of the board of directors of the Bank (the "Board of Directors") since July 2019. Mr. Liu joined the Bank in 2018. He served as Vice Chairman of the Board of Directors from October 2018 to July 2019 and President of the Bank from August 2018 to June 2019. Mr. Liu served as Vice Chairman and President of the Export-Import Bank of China from July 2015 to June 2018. Mr. Liu served as Vice President of the Export-Import Bank of China from March 2007 to February 2015. He also served as Director of the African Export-Import Bank from September 2007 to February 2015, Chairman of the Board of Supervisors of Sino-Italian Mandarin Capital Partners from March 2009 to June 2015, and Chairman of the Board of Directors of Regional Credit Guarantee and Investment Facility (Asia) from March 2014 to May 2015. Mr. Liu worked in PBOC for many years, successively serving as Deputy Director-General of the International Department of PBOC, President of the Fuzhou Central Sub-branch of PBOC and Director of the Fujian Branch of SAFE, Director General of the Anti-Money Laundering Bureau (the Security Bureau) of PBOC. Mr. Liu has been serving as President of Shanghai RMB Trading Unit since October 2018. He served as Vice Chairman of the board of directors of BOC Hong Kong (Holdings) Limited from December 2018 to July 2019 and has been serving as Chairman of the board of directors of BOC Hong Kong (Holdings) Limited since July 2019.

## Principal Business Activities

The Group's principal lines of business consist of commercial banking, investment banking and insurance. The following table sets forth the profit before income tax by the Group's principal lines of business for the periods indicated:

### Profit before Income Tax by Business Lines

	For the year ended 31 December					
	2021		2020		2019	
	Amount	per cent. of total Amount	Amount	per cent. of total Amount	Amount	per cent. of total Amount
	<i>(RMB million, except percentages)</i>					
Corporate banking business . . . . .	64,493	23.31	74,404	30.20	72,872	29.07
Personal banking business . . . . .	102,996	37.23	113,601	46.11	93,087	37.14
Treasury operations . . . . .	78,812	28.49	42,218	17.14	69,611	27.77
Investment banking and insurance. . . . .	7,820	2.83	5,032	2.04	3,788	1.51
Others and elimination . . .	22,499	8.14	11,123	4.51	11,287	4.51
Total . . . . .	<u>276,620</u>	<u>100.00</u>	<u>246,378</u>	<u>100.00</u>	<u>250,645</u>	<u>100.00</u>

The Group conducts its business activities in the Chinese Mainland as well as 62 countries and regions. The following table sets forth a geographical breakdown of the profit before income tax of the Group for the periods indicated:

	For the year ended 31 December		
	2021	2020	2019
	<i>(RMB million)</i>		
Chinese Mainland . . . . .	218,529	188,740	178,338
Hong Kong, Macau and Taiwan . . . . .	45,845	50,250	56,843
Other countries and regions . . . . .	12,188	7,388	15,765
Elimination. . . . .	58	–	(301)
Total . . . . .	<u>276,620</u>	<u>246,378</u>	<u>250,645</u>

### Commercial Banking in the Chinese Mainland

Focused on the three main tasks of serving the real economy, preventing financial risks, and deepening financial reform, the Bank adhered to the general principle of pursuing progress while ensuring stability and strengthened the implementation of its development strategies, thus achieving moderate growth across all businesses and the overall operating profit maintained its steady progress.

For the year ended 31 December 2021, the commercial banking business in the Chinese Mainland achieved an operating income of RMB469.346 billion, an increase in RMB40.313 billion or 9.40 per cent. compared with the year ended 31 December 2020.

### *Corporate Banking*

The Bank accelerated the transformation of its corporate banking business. It further consolidated its corporate customer base, continuously optimised its customer and business structure and endeavoured to improve its global comprehensive service capabilities for corporate banking customers, thus achieving high-quality development in its corporate banking business.

In 2021, the Bank's corporate banking business in the Chinese Mainland realised an operating income of RMB176.662 billion, a decrease of RMB10.294 billion or 5.51 per cent. year-on-year.

### *Corporate Deposits*

The Bank achieved stable growth in corporate deposits by seizing business opportunities arising from key industries and regions and improving its service capabilities for key projects. It accelerated the upgrading of product functions, enhanced the role of settlement, cash management and other products in driving deposit-taking, and improved its liability structure. It upgraded service co-ordinately of both large customers and long-tail customers by improving multi-layered management. The Bank also managed to attract more administrative institution customers by closely cooperating with local governments at various levels as well as institutions engaged in education and public health, thus building a more solid foundation of deposits from such customers. In addition, the Bank enhanced the service functions of its outlets so as to improve their customer service capabilities.

As at 31 December 2021, RMB corporate deposits of the Bank in the Chinese Mainland totalled RMB6,948.925 billion, an increase of RMB495.437 billion or 7.68 per cent. compared with the prior year-end. As at 31 December 2021, the Bank's foreign currency corporate deposits amounted to USD117.085 billion, an increase of USD31.108 billion or 36.18 per cent. compared with the prior year-end.

### *Corporate Loans*

The Bank continued to step up efforts in serving the real economy, and actively supported key areas such as new infrastructure, new urbanisation initiatives and major projects, thereby assisting in the transformation and upgrading of the domestic economy. It provided stronger support for the improvement of weaknesses in infrastructures, the high-quality development of the manufacturing industry, modern service industry and technologically innovative enterprises, as well as improving services for private enterprises, foreign investors and foreign trade. The Bank focused on supporting strategic regions such as the Beijing-Tianjin-Hebei region, the Guangdong-Hong Kong-Macao Greater Bay Area, the Yangtze River Delta and the Hainan Pilot Free Trade Zone.

As at 31 December 2021, the Bank's RMB corporate loans in the Chinese Mainland totalled RMB7,123.647 billion, an increase of RMB867.375 billion or 13.86 per cent. compared with the prior year-end. As at 31 December 2021, the Bank's foreign currency corporate loans totalled USD51.675 billion, an increase of USD12.502 billion or 31.91 per cent. compared with the prior year-end.

### *Financial Institutions Business*

The Bank continued its wide-ranging cooperation with various global financial institutions including domestic banks, overseas correspondent banks, non-bank financial institutions and multilateral financial institutions. It built its integrated financial service platform and maintained its market leadership in terms of customer coverage. The Bank has established correspondent relationships with about 1,100 institutions and opened 1,402 cross-border RMB clearing accounts for correspondent banks from 116 countries and regions, thus carving out a leading position among domestic banks. It also promoted the CIPS and acted as an agent in the capacity of direct participant for 507 domestic and overseas financial institutions, seizing the largest market share among its peers. In 2021, it was awarded "Best Renminbi Bank" in the U.S. by *The Asset*, the first Chinese bank to win such an award. The Bank was among the top players in custodian services for Qualified

Foreign Institutional Investors and RMB Qualified Foreign Institutional Investors, as well as in agency services for overseas central banks and other sovereign institutions, both in terms of customer base and business size. It actively participated in the comprehensive promotion of the “full circulation” of H Shares, and jointly launched the “Shanghai-Macau Gold Road” project with the Shanghai Gold Exchange, thus enhancing the co-brand image of financial factors market. It strengthened cooperation with the Asian Infrastructure Investment Bank (“AIIB”), New Development Bank and Silk Road Fund.

As at 31 December 2021, the Bank had the largest market share in foreign currency deposits from financial institutions and led its peers in terms of market share increase for third-party funds under custody.

#### *Transaction Banking Business*

In response to digital transformation trends and customers’ integrated financial needs, the Bank developed data standardisation, portfolio-based products and scenario-based services, and built a transaction banking product and service system featuring online and offline coordination, diverse scenarios, a satisfactory user experience and innovative and flexible portfolios. It served as the main channel for RMB cross-border flows and acted as a market leader in service innovation. In 2021, the Bank’s transaction volume of cross-border RMB payment reached RMB11.26 trillion, up 22.36 per cent. compared with the prior year, of which the Bank’s institutions in the Chinese mainland settled RMB8.41 trillion, an increase of 24.45 per cent. compared with the prior year, thus maintaining the largest market share.

The Bank actively participated in RMB internationalisation and the building of pilot free trade zones and free trade ports. The Bank continued to roll out products and services innovation and strengthened the development of application scenarios for transaction banking. It further improved service level of account, payment and settlement, and promoted innovation in supply chain financial solutions and expansion of key projects. The Bank piloted a unified corporate settlement account system for local and foreign currencies, optimised account services for micro and small-sized enterprises, expanded its “blockchain + supply chain” service solution in medical scenarios and launched a policy finance application scenario on the cross-border finance blockchain platform of SAFE in many provinces and regions, launched a multi-bank cloud service platform to provide standardised fund management services, and piloted an integrated cash pool of local and foreign currencies in Shenzhen and Beijing. It also successfully rolled out an RMB CIPS standard transceiver product and completed its first RMB international remittance business via CIPS.

#### *Inclusive Finance*

Implementing national policies and measures conscientiously to support the development of micro and small-sized enterprises and following relevant regulatory requirements, the Bank promoted the development of inclusive financial services. Focusing on the overall requirements of “increasing volume, reducing price, improving quality, expanding coverage”, the Bank continued to extend more credit to micro and small-sized enterprises and reduced their financing costs. The Bank also launched online “non-contact financing services” for “BOC Corporate E Loan Unsecured Loan”, allowed enterprises affected by the pandemic to postpone the repayment of principal and interest on loans, and helped micro and small-sized enterprises resume work and production.

As at 31 December 2021, the Bank’s outstanding inclusive finance loans granted to micro and small-sized enterprises reached RMB881.5 billion, up by 53.15 per cent. compared with the prior year-end, outpacing the growth of any other loan type of the Bank. The number of micro and small-sized customers stood at nearly 620,000, higher than that of the beginning of 2021. The average interest rate of the Bank’s new inclusive finance loans granted to micro and small-sized enterprises for the year ended 31 December 2021 was 3.96 per cent..



### *Pension Business*

Focusing on the construction of China's social security system, the Bank continuously extended its pension business coverage, promoted product innovation and improved system functions. It provided a range of products including enterprise annuities, occupational annuities, employee benefit plans and pension security management products. It accelerated the strategic layout of its pension business, and actively promoted scenario building for the silver economy, thereby vigorously supporting its development.

As at 31 December 2021, pension funds held in trust by the Bank reached RMB141.545 billion, and the total number of enterprise annuity individual accounts held by the Bank reached 3.6759 million, an increase of 0.2623 million or 7.68 per cent. compared with the prior year-end. Assets under custody amounted to RMB783.502 billion, an increase of RMB190.630 billion or 32.15 per cent. compared with the prior year-end.

### *Personal Banking*

Taking a customer-centric approach, the Bank pushed forward innovation and transformation in its personal banking business, making every effort to build an online, digital, scenario-based and smart personal banking product and service system. It continuously enhanced the market competitiveness of its personal banking business by focusing on featured brands such as cross-border business, private banking, consumer finance and credit cards.

For the year ended 31 December 2021, the Bank's personal banking business in the Chinese Mainland realised an operating income of RMB199.157 billion, maintaining a similar level as compared with the prior year.

### *Account Management Business*

Upholding the concept of "finance for the people", the Bank promoted the use of smart accounts and made remarkable achievements through a comprehensive reform of its cardless personal banking services. It completed the research and development phase of its "digital debit card" and put it into pilot operation. Services such as account opening, cash deposit and withdrawal, transaction record printing, foreign currency exchange and investment and wealth management can now be provided without the customers presenting their physical card. The Bank created a brand-new service model that features "accounts and mobile banking as one" and extended its cardless services to cover all high-frequency scenarios. The Bank also worked to enrich products and services for elderly customers and launched "BOC Care Debit Card" for customers with wealth inheritance needs, based on the functionality of principal and supplementary debit cards, enabling the sharing of family funds and wealth inheritance.

### *Wealth Finance Business*

The Bank accelerated the development of its wealth management and private banking services by focusing on customers' needs and established a market-wide product selection platform to enhance its asset allocation capacity continuously. The Bank intensified efforts in product and service innovation and continued to upgrade its personal customer marketing modes and service systems, which resulted in rapid growth in the number of customers and the scale of customer financial assets.

The Bank introduced seven wealth management companies to the platform, including BOC Wealth Management, Amundi BOC Wealth Management Co., Ltd. ("**Amundi BOC**") and CMB Wealth Management etc., and registered an increase of 75.30 per cent. in the balance of wealth management products for personal customers.

As at 31 December 2021, the Bank had set up 8,239 wealth management centres and 1,092 prestigious wealth management centres in the Chinese Mainland. As at 31 December 2021, the total financial assets under management of the Bank's personal customers exceeded RMB11 trillion and the income generated from its wealth finance business increased by 33 per cent. compared with the prior year-end, achieving the highest growth rate of the last three years in terms of both customer numbers and financial assets under management for medium and high-end customers.

### *Consumer Finance Business*

In strict compliance with national policies, the Bank proactively adjusted its structure and promoted transformation, maintained the steady development of its residential mortgage business, and accelerated the upgrading of inclusive finance and consumer loan business. It put into practice the national regulatory policies on real estate and continued to implement a differentiated residential mortgage loan policy, with a particular focus on serving the needs of households seeking to buy owner-occupied homes for the first time. Constantly advancing migration towards online mortgage loans, the Bank put into operation functions such as online order taking, online mortgage and online repayment. In addition, the Bank accelerated the development of its consumer loan business and targeted the needs of niche customer groups to build consumer loan brands such as “BOC E-Credit” and “Youth E-Credit”, thus enriching its consumer loan product system. Giving full play to its role as a bank which provides government-sponsored loans to universities directly under the State Council and its institutions, it promoted the implementation of new policies on government-sponsored student loans.

As at 31 December 2021, the total amount of RMB personal loans of the Bank in the Chinese Mainland stood at RMB5,461.645 billion, an increase of RMB482.431 billion or 9.69 per cent. compared with the prior year-end.

### *Private Banking Business*

The Bank intensified efforts in constructing its professional private banking system, built up its private banking service brand, and accelerated the development of family trust services. Fully embracing the concept of asset allocation, the Bank deepened its research into global investment strategies and created a platform of private banking products held on consignment and drawn from all sections of the market. With a focus on the key customer group of entrepreneurs, the Bank researched and published the Report on Value of Wealth for Founders of Chinese Listed Companies. It made progress towards building its Asia-Pacific private banking platform and established an integrated service mechanism integrating corporate and personal business, domestic and overseas operations, and commercial banking and investment banking, thus forming a multi-layered private banking service system of “private banking + investment banking + commercial banking”. It further developed family trust services, improved insurance premium trust and charitable trust services, and established a family wealth management service ecosystem with the governance and inheritance of family enterprises at its core.

As at 31 December 2021, the Group had approximately 147.3 thousand private banking customers with RMB2.16 trillion financial assets under management. As at 31 December 2021, the Bank had established 151 private banking centres in the Chinese mainland.

### *Personal Foreign Exchange Business*

The Bank actively adapted to a changing market environment and shifting customer needs, consolidated its leading edge in cross-border finance and continued to optimise its personal foreign exchange services. As at 31 December 2021, the personal foreign currency deposits of the Bank’s commercial banking business in the Chinese mainland amounted to USD46.102 billion, representing the largest market share among peers. The Bank offered personal foreign currency deposit and withdrawal services in 25 currencies and personal foreign exchange services in 39 currencies, securing the leading position among peers. In addition, it promoted online processes for traditional business services and was the only bank in the industry to support the self-service conversion of foreign currencies into e-CNY. Its foreign exchange cash reservation service was available in major cities in the Chinese mainland and via multiple channels such as mobile banking, WeChat banking and online banking, and was integrated into external data interfaces such as China’s online government affairs service platform, HUAWEI HarmonyOS and JegoTrip APP.

### *Bank Card Business*

As part of its digital transformation strategy, the Bank accelerated the innovative development of its debit card business and expanded scenario-based applications for mobile payment, thus continuing to improve customer experience. It accelerated the promotion of its fast payment business through online and offline channels. Leveraging its advantages in higher education institution services, the Bank made efforts to expand its service scope to primary and high schools, kindergartens, training institutions and other markets. It enriched its integrated “online + offline” and “financial + non-financial” services, issued social security cards equipped with financial functions in cooperation with local Human Resources and Social Security Bureaux, and expanded functions of the e-voucher service for medical insurance and electronic social security cards. It developed railway travel scenarios and completed the application of its “Railway e-Card” on 50 railway lines.

As at 31 December 2021, the cumulative number of credit cards issued by the Bank reached 135.0722 million. The credit card transaction amount stood at RMB1,562.469 billion for the year ended 31 December 2021, while the credit card instalment volume amounted to RMB358.240 billion. As at 31 December 2021, the cumulative number of debit cards issued by the Bank reached 621.0535 million. The debit card transaction amount stood at RMB9,262.792 billion for the year ended 31 December 2021.

### *Financial Markets Business*

The Bank actively aligned itself with trends towards the two-way opening-up of financial markets, national strategies and the development direction of the real economy. By closely tracking financial market trends and fully leveraging its professional advantages, the Bank continuously improved its business structure, and strengthened efforts to achieve compliance with international regulatory requirements, thus maintaining its leading position in financial markets.

### *Securities Investment*

By strengthening its forecasting and analysis regarding the macroeconomic situation and the trend of market interest rates, the Bank proactively seized market opportunities, dynamically adjusted its investment portfolio and further optimised its investment structure. It actively supported the development of the real economy, and actively participated in local government bond investment. Following trends in global bond markets, the Bank optimised its foreign currency investments portfolio and managed its bond portfolio. Moreover, it supported the development of green finance and led the market in terms of investment volume of green debt financing instruments.

### *Trading*

The Bank continuously improved its financial markets business systems, consolidated its business development foundations and enhanced its comprehensive customer service capabilities. It outperformed peers in terms of market share of foreign currency exchange against RMB by providing 40 currency pairs available for exchange, as well as launching interbank regional trading for the Indonesian Rupiah. It also led the domestic market in terms of the total number of tradable foreign currencies. To fulfil the hedging needs of the real economy, the Bank actively improved its foreign exchange risk management services and used financial market trading instruments to help enterprises enhance their risk management. It also improved its online service capabilities to make customer transactions more convenient, achieving rapid growth in online corporate transaction volumes and customer scale. Seizing opportunities arising from the two-way opening up of financial markets and relying on a multi-tier service system integrating trading, sales and research, the Bank took steps to expand its overseas institutional investor customer base and provide high-quality trading services for domestic bonds and derivatives. It pressed ahead with the implementation of the infrastructure connections to the Bond Connect (Southbound) programme, with related trading volumes leading the market. It also strengthened its quantitative trading capacity, pushed forward the building of its quantitative trading platform and refined its quantitative strategy. Closely tracking the reform of international benchmark interest rates, the Bank promoted hedging transactions that adopt the new benchmark interest rates and undertook several of the first transactions adopting new benchmark interest rates in domestic markets. It also improved infrastructure construction, strengthened risk control capability, and implemented mandatory initial margins.

### *Investment Banking*

The Bank leveraged the competitive advantages of its international and diversified operations, focused on serving the real economy, and provided its clients with comprehensive, professional, and customised “onshore + offshore” and “financing + intelligence” integrated financial services plans, including financial products and services such as bond underwriting and distribution, asset-backed securitisation, and professional financial advisory services. To facilitate the construction of China’s capital market system, the Bank underwrote bonds in the domestic interbank market with a total amount of RMB1,608.947 billion. It actively supported green finance, as shown by the Bank’s dominant position in both onshore and offshore green bond underwriting. It underwrote pioneering green deals including the first batch of carbon-neutral bonds and sustainability-linked bonds, the first sovereign green panda bond, and the first local government offshore green RMB bond.

The Bank also maintained the leading market share among all commercial banks in the interbank market in terms of asset-backed securitisation underwriting business. As a result, the Bank was awarded “China Bond House” by *IFR Asia*, “Best Bank for Domestic Debt Capital Markets”, “Best Green Bond Bank”, and “Best Domestic Bank for Securitisation” by *Asiamoney*, “Best Bond Adviser-Global” by *The Asset*; “Best Debt House-Asia” by *FinanceAsia*, and “Best Panda Bond House” by *GlobalCapital China*. As such, the brand influence of “BOC Debt Capital Markets” was continuously enhanced. The Bank steadily promoted its credit asset-backed securitisation business and optimised the structure of its existing assets. The Bank successfully issued five residential mortgage-backed securities with a total amount of RMB46.442 billion and six non-performing loan transactions with a total amount of RMB3.476 billion in 2021.

### *Asset Management*

With the aim of serving the real economy and preserving and appreciating residents’ wealth, the Bank connected investment and financing and actively served areas including green finance, cross-border finance and wealth finance. The Bank continuously accelerated the issuance of various special themed innovative products and enriched its themed product systems which include green, technology and cross-border systems.

The Bank strictly followed the new regulations on asset management and other regulatory requirements to advance the rectification of existing wealth management products, completing the aforesaid rectification at the end of 2021. As at 31 December 2021, the total balance of the Bank’s assets under management amounted to RMB3.2 trillion, of which BOC Wealth Management’s assets under management was RMB1.71 trillion.

### *Custody Business*

Providing support for economic and social development as its main task, the Bank continued to provide high-quality custody services. The Bank achieved a leading growth rate among major Chinese peers in terms of the size of mutual funds under custody and ranked among the top in the industry in terms of the number and size of newly-issued mutual funds under custody. It supported the multi-tier social security system and provided services for key pension security custody projects, including the first batch of pilot projects for pension finance products. The Bank provided custody services and support for green bond issuance funds, green industry funds and green asset-backed security products, and served as the custody bank for the first carbon-neutral mutual fund in the market.

As at 31 December 2021, the Group’s assets under custody stood at RMB15.23 trillion.

### *Village Bank*

BOC Fullerton Community Bank actively implemented the national strategy of rural revitalisation with the development concept of “focusing on county area development, supporting farmers and small-sized enterprises, and growing together with communities”. It was committed to providing modern financial services for rural customers, micro and small-sized enterprises, individual merchants, and the wage-earning class, and developed inclusive finance services to support poverty alleviation.

BOC Fullerton Community Bank expedited the institution layout to support economic development in county areas. As at 31 December 2021, BOC Fullerton Community Bank controlled 124 village banks with 185 sub-branches, making it the domestic village bank with the largest number of institutions. It continuously improved its product and service system, and its customer base was further expanded.

As at 31 December 2021, the registered capital of BOC Fullerton Community Bank amounted to RMB8.618 billion. The balances of total deposits and loans were RMB54.557 billion and RMB69.239 billion, respectively. The NPL ratio was 1.30 per cent. and the ratio of allowance for loan impairment losses to NPLs stood at 261.78 per cent.. BOC Fullerton Community Bank achieved a profit for the year of RMB990 million in 2021.

BOC Fullerton Community Bank pushed forward with equity integration, enhancing its intensive and specialised operations. In November 2021, CBIRC Hebei Office approved a private placement plan of BOC Fullerton Community Bank Co., Ltd., to increase its capital by RMB9.332 billion, using its own funds and the equity it holds in 126 rural banks.

### *Overseas Commercial Banking*

In 2021, the Bank adhered to its globalisation strategy, continuously improved its global integrated customer service system, and pushed forward the integrated development of its domestic and overseas operations. As at 31 December 2021, the Bank’s overseas commercial banking realised customer deposits and loans totalled USD501.325 billion and USD423.937 billion, respectively, an increase of 3.34 per cent. and 3.96 per cent. compared with the prior year-end. In 2021, the Bank’s overseas commercial banking operations achieved a profit before income tax of USD7.124 billion, accounting for 16.60 cent. of the Group’s total profit before income tax.

The Bank closely tracked the needs of financial services of its global customers and continuously pushed forward the development and distribution of its institutions in countries along the Belt and Road Initiative, so as to improve its global service network. As at 31 December 2021, the overseas institutions of the Bank totalled 550, covering 62 countries and regions across the world, of which 41 countries were along the Belt and Road Initiative. In October 2021, BOC Geneva Branch officially launched operations.

### *Corporate Banking*

For corporate banking business, by further improving its globalised customer service system and product system and expanding its overseas market and customer base in a targeted manner, the Bank provided a full spectrum of premium, efficient, tailor-made and comprehensive financial services for “Going Global” and “Bringing In” customers, “World Top 500” enterprises and local corporate customers. The Bank fully integrated its domestic and overseas premium resources in the service of national strategies, made concrete efforts to provide the Belt and Road Initiative financial services, promoted international production capacity cooperation and pushed forward the sound and sustainable investment and operation of relevant enterprises. The Bank closely monitored changes in the market situation, earnestly enhanced risk management and took efficient measures in line with local conditions to ensure the sound development of its overseas corporate banking business.

### *Personal Banking*

For personal banking business, the Bank continued to improve its overseas customer service network, extending its business coverage to more than 30 countries and regions, providing customers with comprehensive services such as account management, settlement and electronic channels. It built the “Three-in-One” cross-border platform, launched the “BOC Cross-border Services” app, upgraded the crossborder section of its mobile banking service and launched the “BOC Compass” WeChat app to strengthen the foundations of its cross-border financial services. The Bank continued to refine functions such as online foreign exchange purchase and remittance for students studying abroad, self-service exchange machines, foreign exchange cash reservation and collection of foreign currency reservation. The Bank pushed forward cross-border scenario construction, diversified its cross-border scenario product and service system, and achieved productive results in delivering integrated services to personal customers in the Guangdong-Hong Kong-Macao Greater Bay Area by opening over 167,000 accounts via the “Greater Bay Area Account Opening” service in the region.

### *Financial Markets Business*

For financial markets business, the Bank harnessed its advantages in integrated global operations and drove forward RMB internationalisation. Leveraging its strengths in RMB clearing, the Bank expanded its cross-border RMB trading business and continued to provide RMB market making and quotation services in Singapore, South Korea, Kazakhstan and other countries as well as Taiwan (China) and other regions. It consolidated the advantages of its globally integrated trading business and strengthened capacity building in its overseas trading centres. The Hong Kong Offshore RMB Trading Centre continued to improve its market-making and operational capabilities. The London Trading Centre implemented centralised trading operations to strengthen business support for the Bank’s institutions in Europe and Africa. In 2021, the Bank underwrote panda bonds with a total volume of RMB27.251 billion, with a market share of 31.82 per cent., ranking first in the market. It underwrote offshore China bonds with a total volume of USD9.095 billion and a market share of 5.39 per cent., also ranking first in the market. It underwrote USD11.309 billion of Asia (excluding Japan) G3 currency bonds, achieving a market share of 2.78 per cent., ranking first among Chinese banks.

### *Clearing Business*

For clearing business, the Bank continuously improved its cross-border RMB clearing capabilities and further consolidated its position at the leading edge of international payments. In 2021, the Group’s cross-border RMB clearing transactions totalled RMB632 trillion, up by more than 34 per cent. compared with the same period of the prior year, maintaining the leading position in global markets. The Bank accounted for 13 of the world’s 27 authorised RMB clearing banks and continued to lead its peers. The Bank also expanded its CIPS direct and indirect participants’ business and maintained first place in terms of market share.

### *Digital Transformation and Online Services Channels*

The Bank continuously increased its IT investment in overseas institutions, devoted solid efforts to infrastructure upgrading and construction, and pushed forward optimising and product promotion of its overseas systems to meet local business needs and adhere to regulatory requirements.

The Bank accelerated digital transformation, emphasised on customer experience improvement and online business process rebuilding, and improved its product and service systems. As at 31 December 2021, the Bank offered overseas corporate online banking services in 51 countries and regions, with 15 service languages available to customers. As at 31 December 2021, the Bank offered overseas personal mobile banking services in 30 countries and regions.

## *BOCHK*

Against the backdrop of a complex and challenging environment in 2021, BOCHK remained focused on high-quality development by strengthening the execution of its strategic plans and leveraging its regional synergies. It fostered environmental, social and governance (“ESG”) concepts and promoted the development of green finance. BOCHK optimised its regional integrated business system and upgraded the service capabilities of its Southeast Asian entities. It strengthened its integrated financial service capabilities to further develop its core market in Hong Kong, while vigorously capturing market opportunities arising from the financial policies of the Guangdong-Hong Kong-Macao Greater Bay Area and reinforcing its competitive edge in cross-border services. By deepening digital empowerment, BOCHK optimised its risk management and regulatory compliance mechanisms and increased the application of FinTech in its products and services. As at 31 December 2021, BOCHK’s issued share capital was HKD52.864 billion. Its total assets amounted to HKD3,639.430 billion and net assets reached HKD327.461 billion as at 31 December 2021. In 2021, its profit for the year was HKD24.999 billion.

BOCHK fostered ESG concepts and actively promoted green finance. Adhering to the concept of sustainable development, BOCHK enriched its green financial products and services suite, pushed forth low-carbon and highly efficient operations, and capitalised on its reputation as a pioneering bank in sustainable development. In line with the market and client trends towards low-carbon transition, BOCHK actively promoted green finance by launching Hong Kong’s first green mortgage plan with a large real estate company, offering its corporate clients green bonds, green loans, green consulting and certification services, and supporting green and low-carbon retail spending, with the aim of meeting customers’ financial needs for business transformation towards low-carbon and sustainable development. It also launched the BOCHK All Weather ESG Multi-Asset Fund, its first ESG fund to be authorised by Hong Kong’s Securities and Futures Commission, and successfully issued “sustainable and smart living” themed green bonds. BOCHK has been a constituent of the Hang Seng Corporate Sustainability Index Series for 11 consecutive years and was named “Best Bank for CSR in Hong Kong” by Asiamoney for the third consecutive year.

BOCHK improved its operational presence in Southeast Asia and proactively pushed forward its integrated regional development. BOCHK enhanced its role as a regional headquarters for management, deepened intra-group collaboration and implemented market-by-market strategies according to the local conditions of each of its Southeast Asian entities. In addition, it actively arranged or participated in a number of syndicated loan projects in the Southeast Asian region. BOCHK remained committed to enhancing digital channel functions and online financial product innovation. It achieved full coverage of its personal mobile banking across Southeast Asia while gradually rolling out a number of other digital services in the region, including its intelligent Global Transaction Banking Platform, Enterprise Resources Planning Integration service, BoC Bill and the FXall Digital Transaction Platform. Bank of China (Thai) Public Company Limited received the “2021 Best of Cross Border Business Services Award” in Thailand. Bank of China (Malaysia) Berhad successfully launched the FXall Digital Transaction Platform, introduced “eWealth Banking”, the first mobile application in the local market to provide one-stop investment and wealth management services, and launched the e-Pocket remote account opening service via mobile banking. Meanwhile, BOCHK Jakarta Branch successfully initiated services under the bilateral local currency settlement agreement between China and Indonesia, outperforming market peers in terms of the value of RMB/IDR exchange transactions handled, and continuing to rank first among all foreign banks in Indonesia. BOCHK Phnom Penh Branch launched a Wealth Management service, enabling mutual brand recognition across regions and countries including Hong Kong (China), Malaysia and Cambodia. Adhering to stringent risk management, BOCHK closely monitored changes in its asset quality so as to enhance its risk management capabilities in credit risk, market risk, interest rate risk and liquidity risk. In 2021, BOCHK’s Southeast Asian entities registered solid growth, recording a steady increase in customer deposits and loans and maintaining benign asset quality.

BOCHK actively explored market opportunities in its core market of Hong Kong and met a full range of customer needs. The growth of BOCHK's total customer deposits and loans outpaced the market average and the asset quality of its loan portfolio outperformed the local market. BOCHK remained the top mandated arranger in the Hong Kong-Macao syndicated loan market and maintained its top market position as an IPO main receiving bank and in the total number of new mortgage loans in Hong Kong. In addition, it expanded its cash management, trade finance and treasury businesses, and secured market leadership in the cash pooling business. BOCHK continued to promote its premium Private Wealth service to high-end customers, featuring online services for investment and insurance alongside its RM Chat services. As a result, it recorded significant year-on-year growth in the related number of customers and amount of assets under management. It also revamped the image of its Wealth Management service by injecting vitality and digital elements, thus providing customers with a more diversified experience.

BOCHK seized opportunities from financial policies relating to cross-border RMB services and proactively engaged in the development of major regions such as the Guangdong-Hong Kong-Macao Greater Bay Area, the Yangtze River Delta and the Beijing-Tianjin-Hebei region, with a view to fulfilling the cross-border financial needs of technology and innovation companies by offering them diversified products and services. BOCHK successfully launched the Southbound trading under Bond Connect and Cross-Boundary Wealth Management Connect services, with the trading volume of both ranking among the top tier in Hong Kong. It continuously optimised the cross-border customer service experience, including that of the "Greater Bay Area Account Opening Service" and "Personal Loan" mortgage service, promoted the Bay Area Social Security Service and introduced "GBA Youth Card", offered integrated service solutions to meet personal customers' needs for wealth management, investment and spending as well as other cross-border financial services. Leveraging its strong position as Hong Kong's RMB clearing bank, BOCHK contributed to the refinement of cross-border financial infrastructure and enhanced the quality and efficiency of its clearing service, with the aim of proactively supporting and cultivating the offshore RMB market. BOCHK launched a number of products and services denominated in RMB, including a CNH PBoC bills repo service, green deposits and loans, and the ESG Multi-Asset Fund. It continuously promoted RMB business in the Southeast Asian region, with both Bank of China (Malaysia) Berhad and BOCHK Manila Branch being granted direct participant qualification by the CIPS, BOCHK Manila Branch officially launching its RMB clearing bank service, and BOCHK Brunei Branch successfully introducing its RMB cross-border salary direct remittance service, thus achieving steady development in its regional RMB business.

BOCHK deepened innovation in FinTech and expended financial services outreach. It expanded the reach of its financial services by actively promoting open banking and strengthening scenario-based applications of FinTech innovations. BOCHK accelerated the expansion of intelligent technology applications, thereby reducing processing times, enhancing employee productivity and improving operational efficiency. It constantly refined the building blocks of its database, further strengthening its risk control capabilities in intelligent anti-fraud and anti-money laundering. BOCHK also continuously optimised its agile working methodology and fostered digital talent, with a view to building a full-scale digital bank.

### **Comprehensive Operation**

The Bank is committed to meeting customers' comprehensive service needs. It actively seized opportunities arising from the development of multi-tiered capital markets, in an effort to continuously improve its comprehensive operations and build a business coordination system. It continued to optimise the Group's management and control structure, focused on enhancing its risk management capabilities. In addition, the Bank sharpened the Group's differentiated advantages and core competitiveness based on its comprehensive operations.



## ***Investment Banking Business***

### ***BOC International***

The Bank is engaged in investment banking business through BOC International. As at 31 December 2021, BOC International had an issued share capital of HKD3.539 billion, total assets of HKD96.875 billion, and net assets of HKD22.658 billion. BOC International's profit for the year ended 31 December 2021 was HKD1.489 billion.

BOC International consolidated its advantages in traditional investment banking and accelerated the development of its wealth management and asset management business. BOC International enhanced its globalised and integrated investment banking capabilities and assisted with the secondary or dual listing of a number of China concept stocks in Hong Kong. It participated in the issuance of Saudi Aramco's first USD sukuk and was the only Chinese investment bank to participate in the issuance of Pakistan's overseas USD sovereign bond. BOC International acted as the joint sell-side financial advisor to Kerry Properties in relation to the partial offer made by S.F. Holding for a stake in Kerry Logistics, supported Cathay Pacific in selling convertible bonds related to its corporate restructuring, and participated in the issuance of several Chinese institutions' overseas green bonds. It optimised its cross-border wealth management service, enhanced its mobile securities services, pushed forward the digital transformation of its securities services, and promoted artificial intelligent driven investment advisory services and other FinTech applications. As a result, the brokerage business and the trading volume of over-the-counter equity derivatives maintained steady performance. The "BOC International Greater Bay Area Leaders Index" continued to outperform its peers. BOC International continued to improve its asset management capabilities by developing and promoting ESG indices and asset management products. BOCI-Prudential Asset Management Limited maintained its position as a top-ranked service provider in the Hong Kong Mandatory Provident Fund (MPF) and Macau Pension Fund businesses. In addition, BOC International accelerated development of its global commodity centre. It proactively facilitated the internationalisation of the onshore commodities futures market, and assisted Shanghai International Energy Exchange in promoting its crude oil products and futures.

### ***BOCI China***

The Bank is engaged in securities-related business in the Chinese Mainland through BOCI China. As at 31 December 2021, the registered capital of BOCI China was RMB2.778 billion.

Adhering to the development principles of technology-empowered transformation and synergy, BOCI China made further progress in its business transformation and development while holding fast to the risk compliance bottom line. Taking a customer-centric approach, it endeavoured to push forward wealth management transformation. Leveraging contributions from science and technology, BOCI China enhanced the service capabilities of investment advisory and improved the comprehensive service chain of personal business. Deepening the synergistic advantages of "investment banking + commercial banking", "investment banking + investment" and "domestic + overseas" in its investment banking business, BOCI China shifted its investment banking focus towards transaction-driven comprehensive financial services, and its asset management business focus towards active management. Through these efforts, its customer service capabilities and market influence steadily strengthened.

## ***Asset Management Business***

### ***BOCIM***

The Bank is engaged in fund management business in the Chinese Mainland through BOCIM. As at 31 December 2021, BOCIM's registered capital amounted to RMB100 million, its total assets stood at RMB5.579 billion and its net assets totalled RMB4.309 billion. BOCIM's profit for the year ended 31 December 2021 was RMB1.026 billion.

BOCIM steadily expanded its asset management business, continuously improved its profitability, maintained sound internal control and risk management, constantly improved its brand and market reputation, and further enhanced its comprehensive strengths. As at 31 December 2021, BOCIM's assets under management reached RMB499.3 billion. In particular, its public-offered funds reached RMB398.3 billion and its public-offered funds excluding money market funds reached RMB286.6 billion.

#### *BOC Wealth Management*

The Bank is engaged in wealth management business in the Chinese Mainland through BOC Wealth Management. BOC Wealth Management's business includes wealth management products for the general public, wealth management products for qualified investors, advisory and consulting, and other asset management related products and services. As at 31 December 2021, BOC Wealth Management's registered capital was RMB10.000 billion, its total assets amounted to RMB14.429 billion, its net assets totalled RMB13.082 billion. Its profit for the year ended 31 December 2021 was RMB2.609 billion.

As at 31 December 2021, its total assets under management reached more than RMB1.71 trillion, up 23.17 per cent. compared with the prior year-end. BOC Wealth Management continued to expand its product line, establishing the five major investment categories of cash management, fixed income, fixed income plus, hybrid, and equity products. This product line covered all mainstream product structures, terms and strategies, thus realising strong performance and creating value for investors. BOC Wealth Management actively participated in the Bond Connect (Southbound) programme between the Chinese mainland and Hong Kong, launching a series of Cross-border Wealth Management Connect products and fixed-income Southbound Bond Connect products. Its foreign currency and cross-border products ranked first in the industry in terms of both product variety and total balance.

#### *Insurance*

##### *BOCG Insurance*

The Bank is engaged in general insurance business in Hong Kong through BOCG Insurance. As at 31 December 2021, BOCG Insurance reported issued share capital of HKD3.749 billion, total assets of HKD9.980 billion and net assets of HKD4.407 billion. In 2021, BOCG Insurance recorded gross written premiums of HKD2.727 billion and realised a profit for the year of HKD226 million.

With a focus on health products, BOCG Insurance developed an online application platform for its first personal health insurance product. Its online product system was also improved, with an "online insurance shopping mall" beginning to take shape. In 2021, BOCG Insurance launched online application platforms for five products, namely, "GoStudy Student Insurance Plan", "Motor Insurance-Private Car", "Premier Home Comprehensive Insurance", "Healthy Medical Comprehensive Protection" and "KeepMovIns Sports Insurance". It also improved its "Cloud Service" and offered an online green channel for clients to settle claims. The products "Customs Clearance Series" and "Greater Bay Area Series" were launched and BOCG Insurance was among the first to complete the development of mandatory traffic insurance and commercial insurance products for Hong Kong private cars travelling to Guangdong, which have been duly filed with the Insurance Authority.

##### *BOC Life*

The Bank is engaged in life insurance business in Hong Kong through BOC Life. As at 31 December 2021, BOC Life's issued share capital was HKD3.538 billion, total assets amounted to HKD197.899 billion and net assets amounted to HKD11.626 billion. BOC Life's profit for the year ended 31 December 2021 was HKD954 million. BOC Life maintained its leading position in the life insurance sector and remained the market leader in RMB insurance business in Hong Kong.

BOC Life continued to promote the transformation and upgrade of its product structure and launched a number of higher value-added whole life savings protection plans, including the “Forever Fortune Whole Life Insurance Plan”, “SmartViva Flexi VHIS” and “Glamorous Glow Whole Life Insurance Plan”. It also continued to expand the coverage of its online channels, actively promoted intra-group cross-selling collaborations, and maintained its leading position in the Qualifying Deferred Annuity Policy market. To construct a retirement scenario ecosystem, BOC Life and Macao-based HN Group entered into a strategic cooperation agreement to promote “Serensia Woods”, a high-end wellness project in Hengqin, Zhuhai.

#### *BOC Insurance*

The Bank is engaged in property insurance business in the Chinese Mainland through BOC Insurance. As at 31 December 2021, BOC Insurance reported registered capital of RMB4.535 billion, total assets of RMB13.712 billion and net assets of RMB4.920 billion. For the year ended 31 December 2021, it realised gross written premiums of RMB5.771 billion, and a profit for the year of RMB320 million.

Supporting the development of the real economy, BOC Insurance took advantage of its featured products such as tariff guarantee insurance and domestic trade credit insurance to facilitate financing for small and medium-sized enterprises. In response to the national innovation strategy, BOC Insurance applied the first (set of) comprehensive insurance to support the development of enterprises engaged in scientific and technological innovation, with the aim of promoting the innovation of the country’s major technical equipment and intelligent manufacturing technology. It participated in the modernisation of national governance systems and capacity, scaled up the supply of liability insurance products in areas such as emergency management and production safety, and promoted the role of insurance in social governance. To serve the development strategies of key regions, BOC Insurance carried out supporting policies in a differentiated manner to enable the coordinated development of all regions. It deepened the application of FinTech in insurance, accelerated digital transformation, and boosted the building of a smart operation system. BOC Insurance also worked to improve its consumer protection mechanism and strengthened consumer protection publicity and education campaigns as well as risk alerts.

#### *BOC-Samsung Life Ins. Co., Ltd. (“BOC-Samsung Life”)*

The Bank is engaged in life insurance business in the Chinese Mainland through BOC-Samsung Life. As at 31 December 2021, BOC-Samsung Life’s registered capital stood at RMB2.467 billion, total assets amounted to RMB49.275 billion and net assets amounted to RMB3.090 billion. For the year ended 31 December 2021, BOC-Samsung Life recorded written premiums and premium deposits of RMB17.762 billion and a profit for the year of RMB126 million.

BOC-Samsung Life maintained rapid business growth. In 2021, it realised an increase of 35 per cent. in annual premiums compared in 2020, highlighting the continuous enhancement of its market competitiveness. Focusing on fundamentals of the insurance business, it improved its business structure and achieved an increase of 99 per cent. in the first year premiums of high-value regular policies for the year ended 31 December 2021, compared to in 2020. BOC-Samsung Life continued to expand its online and offline business channels by launching an online insurance mall on WeChat and establishing new provincial-level branches in Liaoning and Anhui province. It accelerated digital transformation, established an online insurance ecosystem and completed the deployment of a private cloud. Other basic platforms completed include a data middle office and an open ecological platform. BOC-Samsung Life deepened its technology empowerment, launched artificial intelligence (“AI”) applications such as customer service AI and pre-underwriting AI to realise 24/7 self-service for mobile customers, and comprehensively promoted online and intelligent services. BOC-Samsung Life launched “BOC ZunXiangJiaChuan Whole Life Insurance”, “BOC AiJiaBao (21 Edition) Specific Diseases Insurance”, “JianKangXing Critical Illness Insurance (internet business exclusive)”, “ShouHuXing Medical Insurance (internet business exclusive)” and other featured products, and expanded the insurance coverage of 16 products to include COVID-19. In the 2021 Golden Censer Prize, BOC-Samsung Life won the “Excellent Life Insurance Company”. It was also awarded the “Annual Technological Innovation Prize” at the Sixth China’s Insurance

Industry Ranking 2021 organised by National Business Daily, and was honoured with the “Excellent Social Venture” award at the Eighth CSR Summit of Financial Enterprises organised by XinhuaNet, and the “2021 Most Valuable Enterprise in ESG Investment” award at the Fourth Summit Forum on CSR in China held by International Financial News under People’s Daily.

### ***Investment Business***

#### ***BOCG Investment***

The Bank is engaged in direct investment and investment management business through BOCG Investment. BOCG Investment’s business activities include private equity investment, fund investment and management, real estate investment and management and special situation investment. As at 31 December 2021, BOCG Investment had recorded issued share capital of HKD34.052 billion, total assets of HKD142.171 billion and net assets of HKD74.798 billion. Its profit for the year ended 31 December 2021 was HKD6.906 billion.

With a focus on technology finance and green finance, BOCG Investment increased investment in technology enterprises, focused on investing in “specialised, refined, featured and innovative” small and medium-sized enterprises, and organised research and investment in clean energy, new-energy vehicles, green technology for traditional industries and other fields in line with the national goal of “carbon peaking and carbon neutrality”. It invested in projects such as SVOLT Energy Technology, Shenzhen New Degree Technology, XParadigm, NASN Auto, MediTrust Health, Xingshengyouxuan and Hzymes Biotech. It issued its first USD600 million green bond and made progress in establishing the second tranche of the Yangtze River Delta Fund and the second tranche of the Greater Bay Area Fund. It also provided support for the growth of Hong Kong-based science and technology innovation enterprises, focused on the construction and investment opportunities arising from the development of the Northern Metropolis Plan, and played its role as a Chinese enterprise in the economic and social development of Hong Kong.

#### ***BOC Asset Investment***

The Bank is engaged in debt-for-equity swap and related business in the Chinese Mainland through BOC Asset Investment. As at 31 December 2021, the registered capital of BOC Asset Investment was RMB14.500 billion, with its total assets and net assets standing at RMB84.868 billion and RMB17.966 billion, respectively. Its profit for the year ended 31 December 2021 was RMB2.050 billion.

BOC Asset Investment conducted debt-for-equity swap business based on market-oriented and rule-of-law principles, with the aim of improving enterprises’ business operations and helping them to reduce leverage ratios and improve market value. As at 31 December 2021, the Bank’s cumulative market-oriented debt-for-equity swap business reached RMB186.068 billion, with an increase of RMB27.266 billion compared with the prior year-end.

### ***Leasing Business***

#### ***BOC Aviation***

The Bank is engaged in the aircraft leasing business through BOC Aviation. BOC Aviation is one of the world’s leading aircraft operating leasing companies and is the largest aircraft operating leasing company headquartered in Asia, as measured by value of owned aircraft. As at 31 December 2021, BOC Aviation recorded issued share capital of USD1.158 billion, total assets of USD23.879 billion and net assets of USD5.266 billion. Its profit for the year ended 31 December 2021 was USD561 million.

Committed to pursuing sustainable growth, BOC Aviation continued to implement its proactive business strategy and steadily promoted its standing in the aircraft leasing industry. Actively supporting the Belt and Road Initiative, it had leased more than 64 per cent. of its aircraft to airlines of Belt and Road Initiative countries and regions as at 31 December 2021. Continually cultivating

customer demand, the company took delivery of 52 aircraft, including seven aircrafts that airline customers purchased at delivery, as it expanded its owned fleet. All of these aircraft have been placed on long-term leases. BOC Aviation signed 74 leases and added five new customers, bringing its total up to 86 customers in 38 countries and regions. The company consistently sought to optimise its asset structure and to improve its sustainable development. It sold 23 owned aircraft in 2021, leaving it with an average owned fleet age of 3.9 years (weighted by net book value) as at 31 December 2021, one of the youngest aircraft portfolios in the aircraft leasing industry.

*BOC Financial Leasing Co., Ltd. (“BOCL”)*

The Bank operates financial leasing, transfer and receiving of financial leasing assets and other related businesses through BOCL. As at 31 December 2021, BOCL recorded registered capital of RMB10.800 billion, total assets of RMB37.214 billion and net assets of RMB10.684 billion. It recorded a profit for the year of RMB34 million.

Following the strategic objectives of the Group, BOCL focused on national strategies regions and key industries, upheld the development philosophy of specialisation, differentiation and featured characteristics, highlighted the featured characteristics of financial leasing, and refined and strengthened its leasing brand. BOCL’s leasing business involved transportation, water conservancy, energy production and supply, construction, manufacturing and other industries, taking practical steps to improve the quality and efficiency of its service to the real economy.

***Consumer Finance***

*BOC Consumer Finance Co., Ltd. (“BOC Consumer Finance”)*

The Bank is engaged in consumer loan business in the Chinese mainland through BOC Consumer Finance. As at 31 December 2021, BOC Consumer Finance’s registered capital was RMB1.514 billion, total assets amounted to RMB54.326 billion and net assets were RMB7.862 billion. In 2021, it recorded a profit for the year of RMB844 million.

Upholding the philosophy of “building a high-quality consumer finance company in the new era”, BOC Consumer Finance fulfilled its responsibilities and obligations as a state-owned licensed consumer finance company. Driven by technological applications, it continuously improved its customer service capacity through technology, thus safeguarding the legitimate rights and interests of its customers. As at 31 December 2021, BOC Consumer Finance has set up 27 regional centres, which covered about 400 cities and 900 counties nationwide through its offline and online businesses, and has created an integrated operation platform featuring the integration of “online + offline” and “finance + technology”.

***Financial Technology***

*Bank of China Financial Technology Company Limited (“BOC Financial Technology”)*

The Bank conducts financial technology innovation, software development, platform operation, and technical consulting services through BOC Financial Technology. As at 31 December 2021, the registered capital of BOC Financial Technology was RMB600 million, with total assets and net assets standing at RMB988 million and RMB658 million respectively.

BOC Financial Technology served the domestic and international dual-circulation development strategy, supported significant projects and bolstered the development in key regions. It participated in the construction of enterprise-level architecture, undertook key projects such as anti-money laundering programmes, reformed the Bank’s credit authorisation system, intelligent risk control and inclusive finance, and participated in the construction of scenario-based financial service ecosystem of silver, education, sports, transportation, cultural tourism, medical care, religion and housing construction. It supported economic development in key areas, set up research and development bases in Wuhan, Hubei Province; Chengdu, Sichuan Province; and Hainan Province,

and promoted the construction of Smart Hainan, the Xiongan New Area, the Yangtze River Delta, the Chengdu-Chongqing economic circle, the Guangdong-Hong Kong-Macao Greater Bay Area and other key cities by leveraging its overall financial technology strengths and focusing on regional economic development.

## Service Channels

With a core focus on improving customer experience, the Bank pushed forward its service channel integration and outlet transformation so as to attract more active customers and cultivate an ecosystem featuring the integration of online and offline channels and the seamless connection of financial and non-financial scenarios.

### Online Channels

Embracing the trend of digital transformation and following a “Mobile First” strategy, the Bank continued to increase its efforts to expand online channels and upgrade its mobile banking service, thus realising a rapid growth in online businesses. In 2021, its e-channel transaction amount reached RMB324.97 trillion, an increase of 18.18 per cent. compared with the same period of the prior year. Among this, mobile banking transaction volumes reached RMB39.38 trillion, an increase of 22.00 per cent. compared with the same period of the prior year. The table below sets forth, as at the dates indicated, the number of the Group’s online customers by categories:

	As at 31 December		
	2021	2020	Change
	<i>(in millions)</i>		<i>(%)</i>
Number of corporate online banking customers . .	6.4812	5.4351	19.25
Number of personal online banking customers . . .	198.7857	194.2267	2.35
Number of mobile banking customers . . . . .	235.1805	210.5524	11.70

For corporate banking customers, the Bank accelerated digital transformation, continuously improved the functions of its electronic channels and constructed a comprehensive Bank-wide financial e-portal. It launched 24 products on corporate online banking, which included BOC Wealth Management products, domestic foreign exchange remittance, certificates of deposit and e-CNY batch payment. As at 31 December 2021, the Bank’s corporate online banking service can provide more than a hundred products and services under 12 categories. Its Intelligent Global Transaction Banking system, centred on the new corporate online banking service, received a second prize award in the 2020 PBOC FinTech Development Awards. With the aim of creating a comprehensive mobile financial services portal that is convenient, efficient, intelligent, interactive and scenario-integrated, the Bank’s corporate mobile banking offered over 50 high frequency products and services such as fund transfer, inclusive financing, investment and wealth management.

For personal customers, the Bank adhered to its mobile banking development strategy of “integrated, intelligent, open, interactive and featured”, and continued to improve personal mobile banking functions and user experience, thus actively facilitating the digital transformation of personal banking. With a focus on the key customer groups of credit card, private banking and elderly care, it launched targeted services such as a credit card section, a private banking zone and an elderly version for its mobile banking. Focusing on wealth finance, the Bank revised its mobile banking fund modules, launched functions such as fund PK and fund diagnosis, added new features such as online audio and video recording and notice deposit “Smart Deposit” contracting, and strengthened customer information integration by adding information integration services such as “Earnings Report”, “My Ledger” and Monthly Statement.

## Offline Channels

The Bank pushed forward outlet transformation and continued to enrich its intelligent service ecosystem with a view to transform its outlets into integrated marketing and service entities encompassing all channels, scenarios and ecosystems. Closely following the pace of digital reform in government services, the Bank constructed a “government service + financial service” dual-purpose system and successively expanded more than 300 government affairs scenarios such as social security and tax services to its smart counters. The Bank rolled out the “Yangtze River Delta Smart Government Affairs” service and connected the government affairs services of Shanghai Municipality and Anhui Province, thus, facilitating the integrated development of the two regions. It also delivered non-resident smart social security card services in the Hengqin-Guangdong-Macao In-Depth Cooperation Zone to boost the accelerated integration of people’s livelihood in Guangdong and Macao. Furthermore, the Bank deepened cross-border scenario-based ecosystem development, expanded non-resident service scenarios at smart counters, supported passport based business handling and launched multilingual services. The Bank constantly optimised its products and services, introducing digital debit card issuance and cardless services at smart counters to improve customer experience.

The Bank made fresh innovations in outlet business models by rolling out the “5G Intelligence + Greater Bay Area Pavilion” in Guangdong Province, the “5G Intelligence + Culture and Tourism Pavilion” in Shanxi Province and the “5G Intelligence + Ecosystem Pavilion” in Anhui Province. It built smart outlets that combine technology application, service experience, scenario linking and ecosystem integration.

As at 31 December 2021, the Bank’s commercial banking network in the Chinese Mainland (including the Bank’s head office (the “**Head Office**”), tier-1 branches, tier-2 branches and outlets) comprised 10,382 branches and outlets. Its comprehensive operation institutions in the Chinese Mainland totalled 520, and the number of its institutions in Hong Kong, Macau, Taiwan and other countries and regions totalled 550.

The table below sets forth, as at the dates indicated, the number of the Group’s ATMs and smart counters:

	As at 31 December		
	2021	2020	Change
	(single item)		(%)
ATM . . . . .	27,729	33,314	(16.76)
Smart counter . . . . .	32,367	31,960	1.27

## IT Development

Committed to enhancing its competitiveness in “technology + ecosystem + experience + data” in the digital economy era, the Bank accelerated its digital transformation, cultivated new technology-led growth drivers, and created new financial services patterns. The Bank set up the Financial Digitalisation Committee to enhance the development of the Group’s digitalisation, FinTech, data governance and IT risk management system. To optimise the layout of its research and development institutions, BOC Financial Technology set up research and development bases in Wuhan, Hubei Province; Chengdu, Sichuan Province; and Hainan Province in 2021.

The Bank developed the new IT infrastructure to enhance its digital foundations and made every effort to promote the OASIS project, which is a next-generation enterprise-level technology platform, strengthened the top-level design of enterprise-level business architecture and IT architecture, and established the concept of enterprise-level middle office development. In addition, it improved capacity for Bank-wide sharing and reuse, and enhanced support for both strategic objectives and agile responses related to business development, product innovation and market changes. Significant progress was made in the development of basic technology platforms, with

many of them put into production, including the independently developed enterprise-level distributed technology platform “Hong Hu”, the DevOps cloud platform “Fu Yao”, the smart operation and maintenance platform “Jiu Tian”, the mobile development framework “Han Hai” and the big data development framework “Xing Han”. As a result, the fundamental support capacity, independent control capacity and agile development capacity of the Bank’s scientific and technological strengths were significantly improved, and preliminary achievements were made in the transformation towards a platform based, service-oriented and standardised IT framework.

The Bank accelerated technological empowerment to improve the quality and development pace of its businesses. It launched its Mobile Banking Version 7.0, developed the features of “finance + scenario”, “technology + care”, “intelligent + professional” and “global + panorama”, and built an integrated marketing service platform, thus creating a closed-loop digital marketing system. The BOC Intelligent Global Transaction Banking service platform (iGTB platform), an online, intelligent and open portal offering integrated financial services for corporate banking customers, began to take shape, realising online processing for cross-border remittance, supply chain finance and other services. The Bank continued to enrich its online inclusive finance products, with its online inclusive financing balance growing more than 26 times compared with the prior year-end. Its quantitative trading platform was certified as a qualified trading institution by the Foreign Exchange Trade System, and precious metals, foreign exchange settlement, cash securities and RMB interest rate swap businesses were put into operation through the platform. To prevent and mitigate telecom and online fraud, the Bank continued to optimise the risk monitoring and interception model of its “Cyber Defence” smart risk control and prevention system for bank accounts involved in fraud, with an average daily monitoring volume of hundreds of millions of transactions.

The Bank deepened the application of new technologies and highlighted the value of technological transfer. It further enriched its enterprise-level AI technology service system and built the five platforms of machine learning, biometrics, voice recognition, robotics and knowledge base, which were widely applied in business areas such as intelligent operations, intelligent marketing, intelligent investment and intelligent risk control. The data governance framework was basically completed, realising “unified data, unified architecture and unified ecosystem”. The blockchain technology platform continued to be upgraded, supporting business applications such as cross-border settlement, trade finance, people’s livelihood, poverty alleviation and bond issuance. Moreover, the Bank applied advanced technologies such as 5G messaging, foreign language translation and service robots in innovative ways to support the smart and green Winter Olympics.

## **Major Contracts**

### ***Material Custody, Sub-contracts and Leases***

In 2021, the Bank did not take, or allow to subsist any significant custody of, sub-contract or lease assets from other companies, or allow its material business assets to be subject to such arrangements, in each case that is required to be disclosed.

### ***Material Guarantee Business***

As approved by PBOC and CBIRC, the Bank’s guarantee business is an off-balance sheet item in the ordinary course of its business. The Bank operates the guarantee business in a prudent manner and has formulated specific management measures, operational processes and approval procedures in respect of the risks of guarantee business and carries out this business accordingly. In 2021, save as disclosed above, the Bank did not enter into or allow to subsist any material guarantee business that is required to be disclosed.




## Employees

As at 31 December 2021, the Bank had a total of 306,322 employees. There were 280,908 employees in the Bank's operations of the Chinese Mainland, of which 267,037 worked in the Bank's domestic commercial banking operations. As at 31 December 2021, there were 25,414 employees in the Bank's operations in Hong Kong, Macau, Taiwan and other countries and regions. As at 31 December 2021, the Bank bore costs for a total of 4,934 retirees.

The following table sets forth the total number of employees by geographic distribution as at 31 December 2021:

	<b>Number of employees</b>	<b>per cent. of total</b>
Northern China . . . . .	62,774	20.49
Northeastern China . . . . .	23,606	7.71
Eastern China . . . . .	91,095	29.74
Central and Southern China . . . . .	65,983	21.53
Western China . . . . .	37,450	12.23
Hong Kong, Macau and Taiwan . . . . .	19,445	6.35
Other countries and regions . . . . .	5,969	1.95
Total . . . . .	<u>306,322</u>	<u>100.00</u>

## Intellectual Property

The Bank owns various intellectual property rights including trademarks, patents, domain names, and copyrights. The Bank conducts business under the “Bank of China”, “BOC”, “中國銀行”, “中銀”, “中行” and “”, and other brand names and logos.

## DESCRIPTION OF THE HONG KONG BRANCH

The Bank set up its branch in Hong Kong in 1917. After BOC Hong Kong (Holdings) Limited became listed on the Hong Kong Stock Exchange in 2002, the Hong Kong branch of the Bank kept the full banking license and became an authorised institution under the laws and regulations of Hong Kong. The Bank of China Limited, Hong Kong Branch (“**Hong Kong Branch**”) is positioned to be the offshore investment and financing platform for the Group, with a strategic goal to become the Group’s offshore platform to provide comprehensive global financial market services.

### **Business Activities**

The Hong Kong Branch is a licensed bank in Hong Kong, with its registered office at Bank of China Tower, 1 Garden Road, Central, Hong Kong, and is currently focusing on the development of its wholesale banking business. A broad range of financial services are offered by the Hong Kong Branch to serve clients’ specific needs, including financing and lending services, bond investment and bond underwriting and subscription etc.

In addition, the Bank is an institution registered with the Securities and Futures Commission and may conduct the following regulated activities: (1) dealing in securities, (2) advising on securities, (3) advising on corporate finance and (4) asset management.

### **Hong Kong Regulatory Guidelines**

The banking industry in Hong Kong is regulated by and subject to the provisions of the Banking Ordinance and to the powers and functions ascribed by the Banking Ordinance to HKMA. The Banking Ordinance provides that only banks, which have been granted a banking license (“**license**”) by HKMA, may carry on banking business (as defined in the Banking Ordinance) in Hong Kong and contains controls and restrictions on such banks (“**licensed banks**”).

The provisions of the Banking Ordinance are implemented by HKMA, the principal function of which is to promote the general stability and effectiveness of the banking system, especially in the area of supervising compliance with the provisions of the Banking Ordinance. HKMA supervises licensed banks through, among others, a regular information gathering process, the main features of which are as follows:

- each licensed bank must submit a monthly return to HKMA setting out the assets and liabilities of its principal place of business in Hong Kong and all local branches and a further comprehensive quarterly return relating to its principal place of business in Hong Kong and all local branches. HKMA has the right to allow returns to be made at less frequent intervals;
- HKMA may order a licensed bank, any of its subsidiaries, its holding company or any subsidiaries of its holding company to provide such further information (either specifically or periodically) as it may reasonably require for the exercise of its functions under the Banking Ordinance or as it may consider necessary to be submitted in the interests of the depositors or potential depositors of the licensed bank concerned. Such information shall be submitted within such period and in such manner as HKMA may require. HKMA may also require a report by the licensed bank’s auditors (approved by HKMA for the purpose of preparing the report) confirming whether or not such information or return is correctly compiled in all material respects;
- licensed banks may be required to provide information to HKMA regarding companies in which they have an aggregate of 20 per cent. or more direct or indirect shareholding or with which they have common directors or managers (as defined in the Banking Ordinance), the same controller (as defined in the Banking Ordinance), with common features in their names or a concert party arrangement to promote the licensed bank’s business;
- licensed banks are obliged to report to HKMA immediately of their likelihood of becoming unable to meet their obligations;

- HKMA may direct a licensed bank to appoint an auditor to report to HKMA on the state of affairs and/or profit and loss of the licensed bank or the adequacy of the systems of control of the licensed bank or other matters as HKMA may reasonably require; and
- HKMA may, at any time, with or without prior notice, examine the books, accounts and transactions of any licensed bank, and in the case of a licensed bank incorporated in Hong Kong, any local branch, overseas branch, overseas representative office or subsidiary, whether local or overseas, of such licensed bank. Such inspections are carried out by HKMA on a regular basis.

## **RISK MANAGEMENT**

The Group's primary risk management objectives are to maximise value for equity holders while maintaining risk within acceptable parameters, optimising capital allocation and satisfying the requirements of the regulatory authorities, the Group's depositors and other stakeholders for the Group's prudent and stable development.

The Bank continued to improve its risk management system in line with the Group's strategies. Amid the global spread of COVID-19 and the economic downturn, the Bank strengthened emergency management, established a pandemic response mechanism at the Group level, focused on potential risks in key areas, and reinforced the risk management and control of its domestic and overseas institutions. It fully implemented regulatory requirements and carried out rectification and accountability for the CBIRC's initiatives such as "review of market disruption rectification" and quarterly regulatory notifications. The Bank continued to improve the compliance of its effective risk data aggregation and risk reporting, moved ahead with the establishment of an implementation mechanism for new regulations on online loans, and actively responded to reform of the inter-bank offered rate, so as to ensure compliant operation. It also refined its risk management system, promoted the building of the "Three Lines of Defence" for risk management, updated the Group's risk appetite, and strengthened the development of business departments as the middle office of risk control. In addition, the Bank established a multi-tiered consolidated risk management system to improve the effectiveness of the Group's consolidated risk management and control. It pushed forward capital-saving transformation, consolidated the foundation for the Basel III implementation, made stress tests more responsive and enriched its comprehensive risk measurement and monitoring tools. It also consolidated the foundations of the IT system for risk management, continued to expand scenarios for risk data intelligent application, and actively promoted risk data governance.

The most significant types of risk to the Group are credit risk, market risk and liquidity risk. Market risk includes interest rate risk, currency risk, and other price risk.

### **Risk Management Framework**

The Board of Directors is responsible for establishing the overall risk appetite of the Group and reviewing and approving the risk management objectives and strategies.

Within this framework, the Group's senior management has overall responsibility for managing all aspects of risks, including implementing risk management strategies, initiatives and credit policies and approving internal policies, measures and procedures related to risk management. The Risk Management Department, the Credit Management Department, the Financial Management Department and other relevant functional departments are responsible for monitoring financial risks.

The Group manages the risks at the branch level through direct reporting from the branches to the relevant departments responsible for risk management at the Head Office. Business line related risks are monitored through establishing specific risk management teams within the business departments. The Group monitors and controls risk management at subsidiaries by appointing members of the Board of Directors and risk management committees as appropriate.

### **Credit Risk Management**

The Group takes on exposure to credit risk, which is the risk that a customer or counterparty will cause a financial loss for the Group by failing to discharge an obligation. Credit risk is one of the most significant risks for the Group's business.

Credit risk exposures arise principally in lending activities and debt securities investment activities. There is also credit risk in off-balance sheet financial instruments, such as derivatives, loan commitments, bill acceptance, letters of guarantee and letters of credit.

Closely tracking changes in macroeconomic and financial conditions as well as regulatory requirements, the Bank improved its management mechanisms, adjusted its structure, and controlled and mitigated credit risks. In addition, the Bank strengthened credit asset quality management, further improved its credit risk management policies and pushed forward the optimisation of its credit structure. It also held fast to the risk compliance bottom line and took a proactive and forward-looking stance towards the continual improvement of its credit risk management.

Taking a customer-centric approach, the Bank further strengthened its unified credit granting management and enhanced full-scope centralised credit risk management. The Bank further improved its long-acting credit management mechanism and asset quality monitoring system and further enhanced potential risk identification, control and mitigation mechanisms by intensifying post-lending management and reinforcing customer concentration management and control. The Bank enhanced the supervision of risk analysis and asset quality control in key regions and strengthened window guidance on all business lines. In order to effectively strengthen the management and control of customer concentration risk, the Bank constructed the management policies of large exposures, which specified the management structure, working process and measurement rules, etc.

The Bank continuously adjusted and optimised its credit structure. With the aim of advancing strategic implementation and balancing risk, capital and return, it pushed forward the establishment of an industrial policy system, formulated industry guidelines for credit granting and improved the management plans of its credit portfolios. In line with the government's macro-control measures and the direction of industrial policy, the Bank focused on scientific and technological innovation, domestic demand expansion, regional coordination and infrastructure construction. It also focused on strategic emerging industries such as new infrastructure, advanced manufacturing, digital economy, people's livelihood consumption, modern services, rural revitalisation, new urbanisation, traditional infrastructure and traditional manufacturing.

The Bank strengthened its unified credit granting management and enhanced full-scope centralised credit risk management. It continuously improved its long-acting credit management mechanism and asset quality monitoring system, strengthened the control of customer concentration risk, and further upgraded the effectiveness of potential risk identification, control and mitigation. The Bank enhanced the supervision of risk analysis and asset quality control in key focus regions, and strengthened the window guidance, inspection and post-assessment on its business lines. In addition, it constantly identified, measured and monitored large exposures in line with related large exposure management requirements.

In terms of corporate banking, the Bank further strengthened risk identification and control, proactively reduced and exited credit relationships in key fields, strictly controlled the gross outstanding amount and use of loans through limit management and prevented and mitigated risk associated with projects in high energy consumption and high carbon emission industries. In addition, the Bank implemented the government's macro-control policies and regulatory measures in the real estate sector to strengthen the risk management of real estate loans. In terms of personal banking, the Bank improved its personal credit approval mechanism, strengthened authorisation management, and refined approver management. It set strict access standards, enhanced process monitoring and prevented excessive credit risk and the cross-spreading of risks while supporting the development of its personal credit business.

The Bank further stepped up efforts in the mitigation of non-performing assets ("NPAs"), consolidated asset quality, and prevented and resolved financial risks. It continued to adopt centralised and tiered management of NPA projects to drive for major breakthroughs and improve the quality and efficiency of disposal. The Bank expanded disposal channels, and applied the pilot regulatory policy on NPA transfer, achieved breakthroughs in single corporate transfers and batch individual transfers. It also intensified the securitisation of non-performing personal and bank card assets, with disposals reaching a record high.

The Bank scientifically measured and managed the quality of credit assets based on the Guidelines for Loan Credit Risk Classification issued by CBIRC, which requires Chinese commercial banks to classify loans into the following five categories: pass, special-mention, substandard, doubtful and loss, among which loans classified as substandard, doubtful and loss are recognised as NPLs. In order to further refine its credit asset risk management, the Bank used a 13-tier risk classification criteria scheme for corporate loans to domestic companies, covering on-balance sheet and off-balance sheet credit assets. In addition, the Bank strengthened risk classification management of key industries, regions and material risk events, and dynamically adjusted classification results. It strengthened the management of loan terms, managed overdue loans by the name list system and made timely adjustments to risk classification results, so as to truly reflect asset quality.

As at 31 December 2021, the Group's NPLs<sup>6</sup> totalled RMB208.792 billion, representing an increase of RMB1.519 billion compared with the prior year-end. The NPL ratio was 1.33 per cent., down by 0.13 percentage point compared with the prior year-end. The Group's allowance for impairment losses on loans and advances was RMB390.541 billion, an increase of RMB21.922 billion compared with the prior year-end. The coverage ratio of allowance for loan impairment losses to NPLs was 187.05 per cent., up by 9.21 percentage points from the prior year-end. The NPLs of the Bank's institutions in the Chinese mainland totalled RMB193.030 billion, an increase of RMB3.045 billion compared with the prior year-end. The NPL ratio of the Bank's institutions in the Chinese Mainland was 1.49 per cent., down by 0.16 percentage point as compared with the prior year end. The Group's outstanding special-mention loans stood at RMB210.813 billion, a decrease of RMB53.781 billion compared with the prior year-end, accounting for 1.35 per cent. of total loans and advances, down by 0.52 percentage point from the prior year-end.

The Group identifies credit risk collectively based on industry, geography and customer type. This information is monitored regularly by the management.

The following table sets forth, at the dates indicated, the Group's loans and advances to customers categorised by geographical area:

	As at 31 December					
	2021		2020		2019	
	Amount	% of total	Amount	% of total	Amount	% of total
	<i>(RMB million, except percentages)</i>					
Chinese Mainland . . . . .	12,953,259	82.64	11,501,791	81.09	10,302,408	79.04
Hong Kong (China), Macau (China) and Taiwan (China). . . . .	1,752,527	11.18	1,697,934	11.97	1,697,434	13.02
Other countries and regions . . . . .	969,208	6.18	983,660	6.94	1,034,347	7.94
Total loans and advances to customers . . . . .	<u>15,674,994</u>	<u>100.00</u>	<u>14,183,385</u>	<u>100.00</u>	<u>13,034,189</u>	<u>100.00</u>

<sup>6</sup> The loans and advances to customers in this section are exclusive of accrued interest.

The following table sets forth, at the dates indicated, the Group's loans and advances to customers categorised by industry sectors of the borrowers:

	As at 31 December					
	2021		2020		2019	
	Amount	% of total	Amount	% of total	Amount	% of total
<i>(RMB million, except percentages)</i>						
<b>Corporate loans and advances</b>						
Commerce and services . . . . .	2,043,199	13.04	1,764,213	12.44	1,706,650	13.09
Manufacturing . . . . .	1,888,582	12.05	1,692,261	11.93	1,679,202	12.88
Transportation, storage and postal services . . . . .	1,729,701	11.03	1,493,828	10.53	1,294,922	9.93
Real estate . . . . .	1,212,336	7.73	1,137,469	8.02	1,042,664	8.00
Production and supply of electricity, heating, gas and water . . . . .	836,651	5.34	726,824	5.13	649,289	4.98
Financial services . . . . .	704,486	4.49	646,979	4.56	565,333	4.34
Mining . . . . .	268,158	1.71	282,394	1.99	293,375	2.25
Construction . . . . .	296,668	1.89	268,676	1.89	255,160	1.96
Water, environment and public utility management . . . . .	302,591	1.93	250,551	1.77	199,376	1.53
Public utilities . . . . .	170,548	1.09	161,402	1.14	149,855	1.15
Other . . . . .	128,324	0.82	175,493	1.24	150,554	1.16
Subtotal . . . . .	<u>9,581,244</u>	<u>61.12</u>	<u>8,600,090</u>	<u>60.64</u>	<u>7,986,380</u>	<u>61.27</u>
<b>Personal loans</b>						
Mortgages . . . . .	4,826,412	30.79	4,418,761	31.15	3,993,271	30.64
Credit cards . . . . .	507,107	3.24	498,435	3.51	476,743	3.66
Other . . . . .	760,231	4.85	666,099	4.70	577,795	4.43
Subtotal . . . . .	<u>6,093,750</u>	<u>38.88</u>	<u>5,583,295</u>	<u>39.36</u>	<u>5,047,809</u>	<u>38.73</u>
Total loans and advances to customers . . . . .	<u>15,674,994</u>	<u>100.00</u>	<u>14,183,385</u>	<u>100.00</u>	<u>13,034,189</u>	<u>100.00</u>

The table below sets forth, as at the dates indicated, the Group's loan concentration by asset quality categories.

	As at 31 December					
	2021		2020		2019	
	Amount	% of total	Amount	% of total	Amount	% of total
<i>(RMB million, except percentages)</i>						
Pass . . . . .	15,255,389	97.32	13,711,518	96.67	12,566,640	96.41
Special-mention . . . . .	210,813	1.35	264,594	1.87	289,314	2.22
Substandard . . . . .	61,790	0.39	125,118	0.88	77,459	0.59
Doubtful . . . . .	60,718	0.39	33,823	0.24	51,804	0.40

	As at 31 December					
	2021		2020		2019	
	Amount	% of total	Amount	% of total	Amount	% of total
	<i>(RMB million, except percentages)</i>					
Loss . . . . .	86,284	0.55	48,332	0.34	48,972	0.38
Total . . . . .	15,674,994	100.00	14,183,385	100.00	13,034,189	100.00
Non-performing Loans <sup>(1)</sup> . . . . .	<u>208,792</u>	<u>1.33</u>	<u>207,273</u>	<u>1.46</u>	<u>178,235</u>	<u>1.37</u>

Note:

(1) Non-performing loans refer to loans classified as substandard, doubtful and loss.

In accordance with IFRS 9, the Bank assesses expected credit losses with forward-looking information and makes relevant allowances. In particular, it makes allowances for assets classified as stage 1 and assets classified as stage 2 and stage 3 according to the expected credit losses over 12 months and the expected credit losses over the entire lifetime of the asset, respectively. As at 31 December 2021, the Group's stage 1, stage 2 and stage 3 loans totalled RMB15,207.789 billion, RMB255.214 billion and RMB208.186 billion, respectively, accounting for 97.04 per cent., 1.63 per cent. and 1.33 per cent. of total loans respectively.

As at 31 December 2021, the Group's credit-impaired loans totalled RMB208.792 billion, an increase of RMB1.519 billion compared with the prior year-end. The credit-impaired loans to total loans ratio was 1.33 per cent., a decrease of 0.13 percentage point compared with the prior year-end. Credit-impaired loans of the Bank's institutions in the Chinese Mainland totalled RMB193.030 billion, an increase of RMB3.045 billion compared with the prior year-end. The credit-impaired loans to total loans ratio of the Bank's institutions in the Chinese Mainland was 1.49 per cent., a decrease of 0.16 percentage point compared with the prior year-end. The Bank's operations in Hong Kong, Macau, Taiwan and other countries and regions reported credit-impaired loans of RMB15.762 billion and a credit-impaired loans to total loans ratio of 0.58 per cent., a decrease of RMB1.526 billion and a decrease of 0.06 percentage point compared with the prior year-end, respectively.

The Bank continued to focus on controlling borrower concentration risk and was in full compliance with regulatory requirements on borrower concentration. The following table sets forth, as at the dates indicated, the impaired loans and advances of the Group categorised by geographical area:

	As at 31 December								
	2021			2020			2019		
	Amount	% of total	Impaired loan ratio (per cent.)	Amount	% of total	Impaired loan ratio (per cent.)	Amount	% of total	Impaired loan ratio (per cent.)
	<i>(RMB million, except percentages and ratios)</i>								
Chinese Mainland . . . . .	193,030	92.45	1.49	189,985	91.66	1.65	169,951	95.35	1.65
Hong Kong (China), Macau (China) and Taiwan (China) . . . . .	6,084	2.91	0.35	4,674	2.25	0.28	3,842	2.16	0.23
Other countries and regions . . . . .	9,678	4.64	1.00	12,614	6.09	1.28	4,442	2.49	0.43
Total . . . . .	<u>208,792</u>	<u>100.00</u>	<u>1.33</u>	<u>207,273</u>	<u>100.00</u>	<u>1.46</u>	<u>178,235</u>	<u>100.00</u>	<u>1.37</u>



The following table sets forth, as at the dates indicated, the impaired loans and advances of the Group categorised by customer type:

	As at 31 December								
	2021			2020			2019		
	Amount	% of total	Impaired loan ratio (per cent.)	Amount	% of total	Impaired loan ratio (per cent.)	Amount	% of total	Impaired loan ratio (per cent.)
	<i>(RMB million, except percentages and ratios)</i>								
Corporate loans and advances . . . . .	179,526	85.98	1.87	174,012	83.95	2.02	149,427	83.84	1.87
Personal loans . . . . .	29,266	14.02	0.48	33,261	16.05	0.60	28,808	16.16	0.57
Total . . . . .	<u>208,792</u>	<u>100.00</u>	<u>1.33</u>	<u>207,273</u>	<u>100.00</u>	<u>1.46</u>	<u>178,235</u>	<u>100.00</u>	<u>1.37</u>

### Market Risk Management

The Group is exposed to market risks from its on-balance and off-balance business, that may cause losses to the Group as a result of adverse changes in market prices of interest rate, exchange rate, equities and commodities. Market risk arises from open positions in the trading and banking books. Both the Group's trading book and banking book face market risks. The trading book consists of positions in financial instruments and commodities that are held with trading intent or in order to hedge other elements of the trading book. The banking book consists of financial instruments not included in the trading book (including those financial instruments purchased with surplus funds and managed in the investment book).

The Board of Directors takes ultimate responsibility for the oversight of market risk management, including the approval of market risk management policies and procedures and the determination of market risk tolerance. Senior management is responsible for execution of such policies and ensuring that the level of market risk is within the risk appetite determined by the Board, while meeting the Group's business objectives.

Market risk management departments are responsible for the identification, measurement, monitoring, control and reporting of market risks on a Group basis. Business units are responsible for monitoring and reporting of market risk within their respective business lines.

In response to changes in the market environment, business development and management requirements, the Bank continued to refine its market risk management system in order to effectively control market risk.

The Bank followed regulatory requirements and advanced the implementation of the new regulatory rules for market risk. It strengthened its market judgement and analysis, and made its risk management more flexible, proactive and forward-looking. It strengthened the transmission of the market risk appetite mechanism, actively pushed forward risk authorisation management, and optimised the mode of limit management. In addition, the Bank intensified efforts in the development of a market risk management system, optimised risk measurement models, and improved intelligent and refined risk management. It also actively carried out risk investigation and strengthened the overall management and control of the Group's market risk. It improved the emergency planning system and enhanced its capacity to handle market risk emergencies.

The Bank improved the market risk limit system for its bond investment business and strengthened cross-risk management. It continued to strengthen risk control of its securities investment activities, bolstered the early warning of domestic bond market default risks and the tracking of the Chinese offshore USD bond market, and enhanced its post-investment monitoring and early-warning capabilities.

In terms of exchange rate risk management, the Bank sought to achieve currency matching between fund source and application. It controlled its foreign exchange exposure through currency conversion and hedging, thus maintaining its exchange rate risk at a reasonable level.

### Management of Interest Rate Risk in the Banking Book

The Bank assessed the interest rate risk in its banking book mainly through analysis of interest rate re-pricing gaps, made timely adjustments to the structure of its assets and liabilities based on changes in the market situation, and optimised its internal and external pricing strategy or implemented risk hedging.

For the purpose of market risk management in the trading book, the Group monitors trading book Value at Risk (“VaR”) limits, stress testing results and exposure limits and tracks each trading desk and dealer’s observance of each limit on a daily basis.

VaR is used to estimate the largest potential loss arising from adverse market movements in a specific holding period and within a certain confidence level.

VaR is performed separately by the Bank and its major subsidiaries that are exposed to market risk, BOCHK (Holdings) and BOC International. The Bank, BOCHK (Holdings) and BOC International used a 99 per cent. level of confidence (therefore 1 per cent. statistical probability that actual losses could be greater than the VaR estimate) and a historical simulation model to calculate the VaR estimate. The holding period of the VaR calculations is one day. To enhance the Group’s market risk management, the Group has established the market risk data mart, which enabled a group level trading book VaR calculation on a daily basis.

Accuracy and reliability of the VaR model is verified by daily back-testing on the VaR results in the trading book. The back-testing results are regularly reported to senior management.

The Group utilises stress testing as an effective supplement to the trading book VaR analysis. Stress testing scenarios are performed based on the characteristics of trading transactions to simulate and estimate losses in adverse and exceptional market conditions. To address changes in the financial markets, the Group enhances its market risk identification capabilities by continuously modifying and improving the trading book stress testing scenarios and measurement methodologies in order to capture the potential impact on transaction market prices stemming from changes in market prices and volatility.

For the years ended 31 December 2021, 2020 and 2019, the VaR of the Bank’s trading book by type of risk was as follows:

	The Bank’s VaR for Trading Book								
	For the year ended 31 December 2021			For the year ended 31 December 2020			For the year ended 31 December 2019		
	Average	High	Low	Average	High	Low	Average	High	Low
	<i>(U.S.\$ million)</i>								
Interest rate risk . . . . .	17.84	24.53	11.24	13.45	17.87	9.17	18.70	23.50	13.24
Foreign exchange risk . . . . .	32.99	42.56	9.75	26.61	39.35	11.83	18.00	26.69	9.80
Volatility risk . . . . .	3.02	11.41	0.30	2.18	6.45	0.18	0.44	2.27	0.17
Commodity risk . . . . .	3.66	10.77	0.57	6.35	13.76	3.04	1.77	6.26	0.75
Total of the Bank’s trading VaR . . . . .	<u>42.22</u>	<u>52.57</u>	<u>19.49</u>	<u>29.56</u>	<u>38.72</u>	<u>16.18</u>	<u>23.03</u>	<u>29.56</u>	<u>17.11</u>

The banking book is exposed to interest rate risk arising from mismatches in maturities, repricing periods and inconsistent adjustments between the benchmark interest rates of assets and liabilities. The Group assesses interest rate risk in the banking book primarily through an interest rate repricing gap analysis.

The Group conducts a substantial portion of its business in RMB, with certain transactions denominated in USD, HKD and, to a much lesser extent, other currencies. The major subsidiary, BOCHK Group, conducts the majority of its business in HKD, RMB and USD. The Group endeavours to manage its sources and uses of foreign currencies to minimise potential mismatches in accordance with management directives.

The Bank manages its exposure to currency exchange risk through management of its net foreign currency position and monitors its foreign currency risk on trading books using VaR.

The tables below summarise the Group's exposure to foreign currency exchange rate risk as at 31 December 2021, 2020 and 2019:

	As at 31 December 2021							
	RMB	USD	HKD	EURO	JPY	GBP	Other	Total
	<i>(RMB million)</i>							
<b>Assets</b>								
Cash and due								
from banks and								
other financial								
institutions . . . . .	329,908	206,607	25,262	35,395	8,371	12,453	26,820	644,816
Balances with								
central banks . . . . .	1,495,927	441,169	37,244	99,077	26,565	83,179	45,565	2,228,726
Placements with and								
loans to banks and								
other financial								
institutions . . . . .	691,140	475,833	24,126	16,139	341	910	48,924	1,257,413
Derivative financial								
assets . . . . .	46,853	23,782	2,533	2,594	3,017	6,908	10,112	95,799
Loans and advances to								
customers, net . . . . .	12,418,293	1,219,684	1,060,054	213,634	9,455	69,951	331,413	15,322,484
Financial investments								
– financial assets at								
fair value through								
profit or loss . . . . .	431,627	61,017	64,443	3,405	874	31	245	561,642
– financial assets at								
fair value through								
other comprehensive								
income . . . . .	1,451,346	492,925	183,066	29,173	140,349	3,842	89,129	2,389,830
– financial assets at								
amortised cost . . . . .	2,893,923	247,294	12,571	9,631	5,291	3,406	41,083	3,213,199
Other . . . . .	311,401	174,209	220,831	2,728	1,091	2,188	296,051	1,008,499
<b>Total assets.</b> . . . . .	<b>20,070,418</b>	<b>3,342,520</b>	<b>1,630,130</b>	<b>411,776</b>	<b>195,354</b>	<b>182,868</b>	<b>889,342</b>	<b>26,722,408</b>
<b>Liabilities</b>								
Due to banks and								
other financial								
institutions . . . . .	1,614,433	649,129	48,540	34,472	12,083	27,625	296,457	2,682,739
Due to central banks . . . . .	880,695	36,232	19,606	13,329	–	86	5,609	955,557

## As at 31 December 2021

	RMB	USD	HKD	EURO	JPY	GBP	Other	Total
	<i>(RMB million)</i>							
Placements from banks and other financial institutions . . . . .	151,620	220,939	11,267	14,686	4,987	2,066	2,202	407,767
Derivative financial liabilities . . . . .	48,915	20,620	2,054	2,433	344	7,286	7,499	89,151
Due to customers . . . . .	14,148,220	1,765,005	1,311,343	304,900	49,367	77,964	486,088	18,142,887
Bonds issued . . . . .	1,135,020	205,952	3,833	28,889	–	3,486	11,498	1,388,678
Other . . . . .	297,041	111,860	265,626	2,191	345	588	27,425	705,076
<b>Total liabilities. . . . .</b>	<b>18,275,944</b>	<b>3,009,737</b>	<b>1,662,269</b>	<b>400,900</b>	<b>67,126</b>	<b>119,101</b>	<b>836,778</b>	<b>24,371,855</b>
Net on-balance sheet position . . . . .	1,794,474	332,783	(32,139)	10,876	128,228	63,767	52,564	2,350,553
Net off-balance sheet position . . . . .	161,015	(214,771)	264,127	1,674	(124,423)	(61,853)	(10,169)	15,600
Credit commitments . . . . .	3,835,534	820,586	244,161	148,553	8,275	54,606	109,439	5,221,154

## As at 31 December 2020

	RMB	USD	HKD	EURO	JPY	GBP	Other	Total
	<i>(RMB million)</i>							
<b>Assets</b>								
Cash and due from banks and other financial institutions . . . . .	548,932	132,751	20,782	61,642	7,101	4,215	27,722	803,145
Balances with central banks . . . . .	1,500,346	316,938	61,418	81,789	30,084	44,252	42,013	2,076,840
Placements with and loans to banks and other financial institutions . . . . .	555,349	298,944	22,861	18,663	478	940	42,085	939,320
Derivative financial assets . . . . .	97,475	44,134	3,479	738	987	9,344	15,581	171,738
Loans and advances to customers, net . . . . .	11,024,110	1,106,377	1,010,120	258,468	11,076	62,829	375,324	13,848,304
Financial investments								
– financial assets at fair value through profit or loss . . . . .	363,018	51,870	82,795	6,476	316	23	51	504,549
– financial assets at fair value through other comprehensive income . . . . .	1,280,223	449,963	127,357	31,950	130,392	2,851	85,054	2,107,790
– financial assets at amortised cost . . . . .	2,723,069	199,575	2,370	9,628	6,065	3,993	34,078	2,978,778
Other . . . . .	317,767	183,732	219,734	2,466	1,417	2,346	244,733	972,195
<b>Total assets. . . . .</b>	<b>18,410,289</b>	<b>2,784,284</b>	<b>1,550,916</b>	<b>471,820</b>	<b>187,916</b>	<b>130,793</b>	<b>866,641</b>	<b>24,402,659</b>

## As at 31 December 2020

	RMB	USD	HKD	EURO	JPY	GBP	Other	Total
	<i>(RMB million)</i>							
<b>Liabilities</b>								
Due to banks and other financial institutions . . . . .	1,035,286	539,174	43,097	43,770	14,301	10,988	230,387	1,917,003
Due to central banks . . . . .	576,601	277,062	12,918	13,487	–	341	7,402	887,811
Placements from banks and other financial institutions . . . . .	137,784	215,247	13,729	28,757	12,204	2,247	1,981	411,949
Derivative financial liabilities . . . . .	139,398	46,493	4,474	947	874	9,720	10,146	212,052
Due to customers . . . . .	13,003,027	1,651,454	1,318,279	306,229	50,656	72,230	477,296	16,879,171
Bonds issued . . . . .	968,665	218,950	8,617	31,980	1,896	311	13,984	1,244,403
Other . . . . .	293,844	105,317	267,904	3,207	300	1,109	15,752	687,433
<b>Total liabilities.</b> . . . .	<b>16,154,605</b>	<b>3,053,697</b>	<b>1,669,018</b>	<b>428,377</b>	<b>80,231</b>	<b>96,946</b>	<b>756,948</b>	<b>22,239,822</b>
Net on-balance sheet position . . . . .	2,255,684	(269,413)	(118,102)	43,443	107,685	33,847	109,693	2,162,837
Net off-balance sheet position . . . . .	(541,681)	392,537	347,658	(31,366)	(107,293)	(32,709)	(50,662)	(23,516)
Credit commitments . . . . .	3,160,861	761,848	255,166	142,505	10,679	52,715	107,899	4,491,673

## As at 31 December 2019

	RMB	USD	HKD	EURO	JPY	GBP	Other	Total
	<i>(RMB million)</i>							
<b>Assets</b>								
Cash and due from banks and other financial institutions . . . . .	370,569	140,513	18,368	10,977	7,833	1,691	15,516	565,467
Balances with central banks . . . . .	1,583,469	265,682	57,599	59,456	49,422	34,133	29,048	2,078,809
Placements with and loans to banks and other financial institutions . . . . .	652,817	149,463	33,441	6,050	141	2,435	54,612	898,959
Derivative financial assets . . . . .	42,558	13,694	26,586	446	20	6,348	3,683	93,335
Loans and advances to customers, net . . . . .	9,870,244	1,170,630	1,027,104	250,730	11,194	69,423	344,100	12,743,425
Financial investments – financial assets at fair value through profit or loss . . . . .	346,644	78,848	83,199	2,540	6,925	16	78	518,250
– financial assets at fair value through other comprehensive income . . . . .	1,354,391	489,432	150,486	32,292	103,797	2,610	85,121	2,218,129
– financial assets at amortised cost . . . . .	2,525,349	219,495	3,319	4,802	770	954	22,994	2,777,683
Other . . . . .	268,436	162,203	198,398	1,357	1,465	2,691	241,137	875,687
<b>Total assets.</b> . . . . .	<b>17,014,477</b>	<b>2,689,960</b>	<b>1,598,500</b>	<b>368,650</b>	<b>181,567</b>	<b>120,301</b>	<b>796,289</b>	<b>22,769,744</b>

## As at 31 December 2019

	RMB	USD	HKD	EURO	JPY	GBP	Other	Total
	<i>(RMB million)</i>							
<b>Liabilities</b>								
Due to banks and other financial institutions . . . . .	1,009,086	391,869	27,167	43,826	21,193	7,374	167,531	1,668,046
Due to central banks . . . . .	570,675	247,096	19,979	5,920	–	258	2,349	846,277
Placements from banks and other financial institutions . . . . .	298,497	213,662	76,294	17,161	25,330	3,745	4,986	639,675
Derivative financial liabilities . . . . .	36,135	19,811	22,813	707	52	6,112	4,430	90,060
Due to customers . . . . .	11,925,923	1,836,997	1,255,663	254,485	56,683	55,672	432,125	15,817,548
Bonds issued . . . . .	766,816	258,893	11,868	38,794	1,920	2,744	15,052	1,096,087
Other . . . . .	254,949	91,825	267,607	3,131	351	1,863	15,629	635,355
<b>Total liabilities . . . . .</b>	<b>14,862,081</b>	<b>3,060,153</b>	<b>1,681,391</b>	<b>364,024</b>	<b>105,529</b>	<b>77,768</b>	<b>642,102</b>	<b>20,793,048</b>
Net on-balance sheet position . . . . .	2,152,396	(370,193)	(82,891)	4,626	76,038	42,533	154,187	1,976,696
Net off-balance sheet position . . . . .	(463,297)	378,515	283,483	5,828	(75,754)	(40,620)	(74,643)	13,512
Credit commitments . . . . .	2,959,323	836,835	257,229	124,696	9,841	49,401	105,245	4,342,570

**Liquidity Risk Management**

Liquidity risk is the risk that the Bank fails to timely acquire adequate funds at a reasonable cost to deal with repayments of debts at maturity, perform other payment obligations and meet other fund needs for normal business operation.

The Bank continued to develop and improve its liquidity risk management system with the aim of effectively identifying, measuring, monitoring and controlling liquidity risk at the institution and the group level, including that of branches, subsidiaries and business lines, thus ensuring that liquidity demand is met in a timely manner and at a reasonable cost.

Seeking at all times to balance safety, liquidity and profitability, and following regulatory requirements, the Bank has improved its liquidity risk management system and upgraded its liquidity management function in a forward-looking and scientific manner. The Bank enhanced liquidity risk management at both institution and Group level, including that of branches, subsidiaries and business lines. It formulated sound liquidity risk management policies and contingency plans, periodically re-examined the liquidity risk limit, upgraded the early warning system for liquidity risk and strengthened the management of high-quality liquid assets in order to strike a balance between risk and return. In addition, the Bank regularly improved the liquidity stress-testing plan and performed stress tests on a quarterly basis. The results of stress testing showed that the Bank had adequate payment capability to address distressed scenarios.

The tables below analyse the Group's assets and liabilities into relevant maturity groupings based on the remaining period at the financial reporting date to the contractual maturity date:

As at 31 December 2021								
Overdue/ Undated	On demand	Less than 1 month	Between 1 and 3 months	Between 3 and 12 months	Between 1 and 5 years	Over 5 years	Total	
<i>(RMB million)</i>								
<b>Assets</b>								
Cash and due from banks and other financial institutions . . . . .	–	269,794	162,489	66,998	141,348	4,187	–	644,816
Balances with central banks . . . . .	1,488,390	717,908	15,952	5,258	273	945	–	2,228,726
Placements with and loans to banks and other financial institutions . . . . .	863	–	721,152	159,065	309,098	67,235	–	1,257,413
Derivative financial assets . . . . .	–	9,765	12,558	15,998	27,189	24,500	5,789	95,799
Loans and advances to customers, net . . . . .	36,911	236,595	648,963	968,575	3,176,279	4,236,421	6,018,740	15,322,484
Financial investments – financial assets at fair value through profit or loss . . . . .	195,025	–	26,323	27,647	90,475	52,874	169,298	561,642
– financial assets at fair value through other comprehensive income . . . . .	24,515	–	118,945	288,848	369,793	1,057,866	529,863	2,389,830
– financial assets at amortised cost . . . . .	2,794	–	32,492	44,163	382,282	1,466,314	1,285,154	3,213,199
Other . . . . .	362,964	479,476	24,765	10,745	19,233	78,603	32,713	1,008,499
<b>Total assets.</b> . . . . .	<b>2,111,462</b>	<b>1,713,538</b>	<b>1,763,639</b>	<b>1,587,297</b>	<b>4,515,970</b>	<b>6,988,945</b>	<b>8,041,557</b>	<b>26,722,408</b>
<b>Liabilities</b>								
Due to banks and other financial institutions . . . . .	–	1,755,054	86,387	256,824	570,040	14,176	258	2,682,739
Due to central banks . . . . .	–	60,448	110,267	247,523	515,964	21,355	–	955,557
Placements from banks and other financial institutions . . . . .	–	–	274,022	58,425	72,598	2,566	156	407,767
Derivative financial liabilities . . . . .	–	6,235	10,648	13,846	27,073	25,003	6,346	89,151
Due to customers . . . . .	–	9,147,933	1,575,342	1,446,767	2,946,788	2,993,520	32,537	18,142,887
Bonds issued . . . . .	–	–	26,122	237,121	572,062	483,716	69,657	1,388,678
Other . . . . .	–	330,167	45,234	12,783	111,628	117,853	87,411	705,076
<b>Total liabilities.</b> . . . . .	<b>–</b>	<b>11,299,837</b>	<b>2,128,022</b>	<b>2,273,289</b>	<b>4,816,153</b>	<b>3,658,189</b>	<b>196,365</b>	<b>24,371,855</b>
<b>Net liquidity gap</b> . . . . .	<b>2,111,462</b>	<b>(9,586,299)</b>	<b>(364,383)</b>	<b>(685,992)</b>	<b>(300,183)</b>	<b>3,330,756</b>	<b>7,845,192</b>	<b>2,350,553</b>

## As at 31 December 2020

	Overdue/ Undated	On demand	Less than 1 month	Between 1 and 3 months	Between 3 and 12 months	Between 1 and 5 years	Over 5 years	Total
	<i>(RMB million)</i>							
<b>Assets</b>								
Cash and due from banks and other financial institutions . . . . .	21	286,447	265,996	93,556	154,008	3,117	–	803,145
Balances with central banks . . . . .	1,452,254	549,551	39,355	5,709	28,669	1,302	–	2,076,840
Placements with and loans to banks and other financial institutions . . . . .	377	–	397,698	154,029	286,481	100,735	–	939,320
Derivative financial assets . . . . .	–	13,312	22,621	31,423	62,752	31,551	10,079	171,738
Loans and advances to customers, net . . . .	46,580	191,481	435,364	1,288,350	2,778,252	3,744,008	5,364,269	13,848,304
Financial investments – financial assets at fair value through profit or loss . . . . .	154,836	–	10,521	47,105	77,423	44,679	169,985	504,549
– financial assets at fair value through other comprehensive income . . . . .	23,481	–	137,987	217,198	284,963	973,389	470,772	2,107,790
– financial assets at amortised cost . . . .	2,805	–	50,431	80,052	358,189	1,443,948	1,043,353	2,978,778
Other . . . . .	356,200	454,701	19,792	17,044	19,930	75,503	29,025	972,195
<b>Total assets.</b> . . . . .	<b>2,036,554</b>	<b>1,495,492</b>	<b>1,379,765</b>	<b>1,934,466</b>	<b>4,050,667</b>	<b>6,418,232</b>	<b>7,087,483</b>	<b>24,402,659</b>
<b>Liabilities</b>								
Due to banks and other financial institutions . . . . .	–	1,351,541	70,855	271,019	217,441	6,056	91	1,917,003
Due to central banks . .	–	216,844	79,518	117,114	434,833	39,502	–	887,811
Placements from banks and other financial institutions . . . . .	–	–	244,199	100,330	62,324	4,940	156	411,949
Derivative financial liabilities . . . . .	–	9,479	24,395	34,122	95,255	35,127	13,674	212,052
Due to customers . . . .	–	8,521,036	1,528,697	1,354,270	2,596,276	2,871,178	7,714	16,879,171
Bonds issued . . . . .	–	–	67,004	186,305	461,388	470,415	59,291	1,244,403
Other . . . . .	–	329,254	58,677	15,215	112,493	95,681	76,113	687,433
<b>Total liabilities.</b> . . . .	<b>–</b>	<b>10,428,154</b>	<b>2,073,345</b>	<b>2,078,375</b>	<b>3,980,010</b>	<b>3,522,899</b>	<b>157,039</b>	<b>22,239,822</b>
<b>Net liquidity gap</b> . . . .	<b>2,036,554</b>	<b>(8,932,662)</b>	<b>(693,580)</b>	<b>(143,909)</b>	<b>70,657</b>	<b>2,895,333</b>	<b>6,930,444</b>	<b>2,162,837</b>



## As at 31 December 2019

	Overdue/ Undated	On demand	Less than 1 month	Between 1 and 3 months	Between 3 and 12 months	Between 1 and 5 years	Over 5 years	Total
	<i>(RMB million)</i>							
<b>Assets</b>								
Cash and due from banks and other financial institutions . . . . .	21	204,121	183,170	55,805	119,376	2,845	129	565,467
Balances with central banks . . . . .	1,513,473	527,657	16,242	8,293	12,441	703	–	2,078,809
Placements with and loans to banks and other financial institutions . . . . .	44	–	417,352	185,843	241,024	54,696	–	898,959
Derivative financial assets . . . . .	–	10,697	14,983	20,855	24,869	16,610	5,321	93,335
Loans and advances to customers, net . . . .	51,073	188,916	458,233	1,216,882	2,716,777	3,221,650	4,889,894	12,743,425
Financial investments – financial assets at fair value through profit or loss . . . . .	143,255	–	16,394	49,949	98,245	58,537	151,870	518,250
– financial assets at fair value through other comprehensive income . . . . .	22,067	–	142,122	234,297	396,998	912,932	509,713	2,218,129
– financial assets at amortised cost . . . .	1,767	–	35,141	53,375	506,346	1,337,456	843,598	2,777,683
Other . . . . .	345,309	381,978	24,301	12,827	23,308	60,436	27,528	875,687
<b>Total assets.</b> . . . . .	<b>2,077,009</b>	<b>1,313,369</b>	<b>1,307,938</b>	<b>1,838,126</b>	<b>4,139,384</b>	<b>5,665,865</b>	<b>6,428,053</b>	<b>22,769,744</b>
<b>Liabilities</b>								
Due to banks and other financial institutions . . . . .	–	1,036,810	125,011	324,062	175,301	6,779	83	1,668,046
Due to central banks . .	–	180,113	70,832	72,898	518,864	3,570	–	846,277
Placements from banks and other financial institutions . . . . .	–	–	492,657	70,924	69,694	6,386	14	639,675
Derivative financial liabilities . . . . .	–	8,780	11,165	15,936	26,652	20,482	7,045	90,060
Due to customers . . . .	–	7,843,084	1,541,342	1,540,159	2,541,528	2,343,527	7,908	15,817,548
Bonds issued . . . . .	–	–	23,985	150,073	416,192	470,942	34,895	1,096,087
Other . . . . .	–	280,526	53,662	12,895	121,693	92,907	73,672	635,355
<b>Total liabilities.</b> . . . .	<b>–</b>	<b>9,349,313</b>	<b>2,318,654</b>	<b>2,186,947</b>	<b>3,869,924</b>	<b>2,944,593</b>	<b>123,617</b>	<b>20,793,048</b>
<b>Net liquidity gap</b> . . . .	<b>2,077,009</b>	<b>(8,035,944)</b>	<b>(1,010,716)</b>	<b>(348,821)</b>	<b>269,460</b>	<b>2,721,272</b>	<b>6,304,436</b>	<b>1,976,696</b>

As at 31 December 2021, the Group's liquidity risk indicator met regulatory requirements. The Group's liquidity ratio as at 31 December 2021, 2020 and 2019 is shown in the table below (in accordance with relevant provisions of regulatory authorities in the Chinese Mainland):

Indicator		Regulatory standard	As at 31 December 2021	As at 31 December 2020	As at 31 December 2019
Liquidity ratio <sup>(1)</sup> . . . . .	RMB	≥25	49.6	54.5	54.6
	Foreign Currency	≥25	69.9	58.6	60.4

*Note:*

(1) Liquidity ratio is the indication of the Group's liquidity. Liquidity ratio = current assets/current liabilities. Liquidity ratio is calculated in accordance with the relevant provisions of the CBIRC.

## **Reputational Risk Management**

The Bank fully implemented regulatory requirements on reputational risk management, continued to enhance its reputational risk management system and mechanism and strengthened the consolidated management of reputational risk, so as to enhance the reputational risk management level of the Group.

It attached greater importance to the investigation and pre-warning of potential reputational risk factors and further strengthened routine public opinion monitoring, conducted reputational risk identification, assessment and reporting, established a coordination mechanism between reputational risk management departments and liable departments and dealt appropriately with reputational risk events, thus effectively maintaining the brand reputation of the Group. In addition, the Bank continued to roll out training sessions on reputational risk, so as to enhance employees' awareness of reputational risk and foster the Group's culture of reputational risk management.

## **Internal Control and Operational Risk Management**

### *Internal Control*

The Bank's Board of Directors, senior management and their special committees earnestly performed their duties regarding internal control and supervision, emphasising early risk warning and prevention so as to improve the compliance management of the Group.

The Bank continued to implement the "three lines of defence" mechanism for internal control. The first line of defence consists of business departments and all banking outlets. They are the owners of, and are accountable for, local risks and controls. They undertake self-directed risk control and management functions in the course of their business operations, including the formulation and implementation of policies, business examination, the reporting of control deficiencies and the organisation of rectification measures.

The internal control and risk management departments of the Bank's institutions at all levels form the second line of defence. They are responsible for overall planning, implementing, examining and assessing risk management and internal control. They are also responsible for identifying, measuring, monitoring and controlling risks. They led the first line of defence to enhance the use of the Group's operational risk monitoring and analysis platform. Through regular monitoring of material risks, the Bank identified and mitigated risks in a timely manner and promoted the optimisation of business processes and systems.

The third line of defence rests with the audit department of the Bank. The audit department is responsible for performing internal audit of the Bank's internal control and risk management in respect of its adequacy and effectiveness. Adhering to the risk-oriented principle and focusing on the implementation of national policies, regulatory requirements and the Bank's strategies, the audit

department concentrated its efforts on the main responsibilities of audit supervision, closely monitored material potential risks and weak links, and carried out audit inspections as scheduled. It carried out audits in a more forward-looking and proactive manner, and improved the capabilities of the first and second lines of defence for preventing problems, hence nipping problems in the bud. The audit department attached equal importance to problem revelation and rectification supervision. It further improved its rectification supervision mechanism for audit findings, strengthened the tracking, inspection and prioritised supervision of audit findings rectification, and promoted the application of audit results and the improvement of rectification quality and efficiency. The Bank also stepped up overall audit planning, deepened audit system reform, continued to enhance audit team building and promoted IT applications in audit, thus further reinforcing the efficiency of audit supervision.

The Bank devoted great efforts to internal control and case prevention management, consolidated the liabilities of primary responsible parties and took multiple control measures. It consistently improved internal control rules, processes and systems, formulated the policy and measures for case prevention management, and refined the management measures for internal control inspection. It also stepped up efforts in the building of its internal control inspection team, organised Bank-wide risk screening, and carried out the campaign of “Year for Improving Internal Control and Compliance Management”, thereby continuously improving its internal control and compliance management. The Bank also focused on the rectification of issues and findings, conducted warning and education activities on a regular basis, raised employees’ compliance awareness and fostered an internal control compliance culture.

The Bank continued to implement the Basic Standard for Enterprise Internal Control and its supporting guidelines and implemented the Guidelines for Internal Control of Commercial Banks by following the basic principles of “complete coverage, checks and balances, prudence and correspondence”, so as to promote internal control governance and an organisational structure characterised by a reasonable division of work, well-defined responsibilities and clear reporting relationships.

The Bank established and implemented a systematic financial accounting policy system in accordance with the relevant accounting laws and regulations. As such, its accounting basis was solidified and the level of standardisation and refinement of its financial accounting management was further improved. From 2019 to 2021, the Bank endeavoured to implement sound accounting standards and establish a long-term accounting management mechanism. It continuously strengthened the quality management of its accounting information, so as to ensure the internal control effectiveness over financial reporting. The financial statements of the Bank were prepared in accordance with the applicable accounting standards and related accounting regulations, and the financial position, operational performance and cash flows of the Bank were fairly presented in all material respects.

The Bank paid close attention to fraud risk prevention and control, proactively identifying, assessing, controlling and mitigating risks. In 2021, the Bank succeeded in preventing 127 external cases involving RMB79.03 million.

### ***Operational Risk Management***

The Bank continuously improved its operational risk management system. It promoted the application of operational risk management tools, including Risk and Control Assessment (RACA), Key Risk Indicators (KRI) and Loss Data Collection (LDC), etc., to identify, assess and monitor operational risks, and further standardised its operational risk reporting mechanism, thus continuously improving its risk management measures. The Bank enhanced its IT system support capability by optimising its operational risk management information system. It strengthened its business continuity management system, optimised its operating mechanism to enhance its business operating sustainability, improved business continuity rules and regulations, conducted business impact analysis, refined contingency plans, carried out business continuity drills, proactively addressed the COVID-19 pandemic and improved the Group’s business continuity capacity.

## ***Compliance Management***

The Bank continuously improved its compliance risk governance mechanism and management process to ensure the stable and sound development and sustainable operation of the Group. It improved its anti-money laundering (“AML”) and sanctions compliance management mechanism, strengthened refined management, optimised institutional money laundering risk assessment, and reinforced transaction monitoring and reporting. It further enhanced its system and model building and improved system functionality. The Bank continuously strengthened the establishment of a long-term robust management framework for overseas institutions compliance and consolidated its compliance management foundations, thus enhancing the compliance management capabilities of its overseas institutions. It improved its AML and sanction compliance training management mechanism and conducted various forms of compliance training, so as to enhance all employees’ compliance awareness and abilities.

The Bank enhanced the management of its connected transactions and internal transactions. It stepped up efforts in the management of connected parties and consolidated the foundation of its connected transaction management. It strengthened the routine monitoring and examination of connected transactions and strictly controlled their risks. In addition, it continuously strengthened its internal transaction management mechanism and implemented internal transaction monitoring and reporting. It was also committed to improving its connected transaction monitoring system and internal transaction management system, and thereby enhanced its IT applications in compliance management.

## **Country Risk Management**

The Group incorporates country risk into its comprehensive risk management system in strict accordance with regulatory requirements. It manages and controls country risk through a series of management tools, including country risk rating, country risk limit, statistics and monitoring of country risk exposures, and provisioning of allowances.

In face of the extremely complicated international political and economic situation, the Bank continued to strengthen country risk management in strict accordance with regulatory requirements and based on business development needs. It optimised the rules for country risk rating and limit determination, and made country rating and limit management more science-based and efficient. It also strengthened country risk monitoring, improved country risk analysis and reporting, and enhanced the country risk management system. The Bank actively pushed forward the provisioning of country risk allowances and enhanced its ability to offset country risk. The Group’s country risk exposures were mainly concentrated in countries and regions with low and relatively low country risk, and the overall country risk was controlled at a reasonable level.

## **Capital Management**

The Bank’s capital management objectives are to ensure reasonable capital adequacy, support the implementation of the Group’s strategies, resist various risks including credit risk, market risk and operational risk, ensure the compliance of the Group and related institutions with capital regulatory requirements, promote the Group’s transformation towards capital-light business development and improve its capital use efficiency and value creation capabilities. To achieve the above objectives, the Bank formulated a capital management plan which was approved by a shareholders’ meeting. The capital management plan clarified the principles, objectives and measures of medium- and long-term capital management. In accordance with regulatory policies, the Bank regularly carried out its internal capital adequacy assessment process, revised its capital management rules, and continuously improved its capital management governance structure. It improved the economic capital budget and assessment mechanism, strengthened the application of value creation indicators in resource allocation, and heightened the Group’s awareness of capital saving and value creation in order to enhance its capability for endogenous capital accumulation. The Bank expanded the application of advanced approaches of capital measurement, optimised its on- and off-balance sheet asset structure, strived to reduce capital consumption, actively developed capital-light businesses, and reasonably controlled the risk weight of assets. The Bank replenished capital through external financing channels in a prudent manner in order to consolidate its capital base, strengthened researching and planning on policies on total loss-absorbing capacity, and prepared for those policies’ implementation.

In 2021, the Bank successfully issued RMB70.0 billion of undated capital bonds and RMB75.0 billion of tier 2 capital bonds, further enhancing its capital strength. It reinforced the management of existing capital instruments and redeemed RMB28.0 billion of domestic preference shares, effectively reducing the cost of capital. As at the end of 2021, the Group's capital adequacy ratio reached 16.53 per cent., an increase of 0.31 percentage point from the end of 2020, remaining at a robust and reasonable level.

The capital adequacy ratios as at 31 December 2021, 2020 and 2019 separately calculated in accordance with the Capital Rules for Commercial Banks (Provisional) are listed below:

Items	Group			Bank		
	As at 31 December 2021	As at 31 December 2020	As at 31 December 2019	As at 31 December 2021	As at 31 December 2020	As at 31 December 2019
	<i>(RMB million, except percentages)</i>					
Net common equity						
tier 1 capital . . .	1,843,886	1,704,778	1,596,378	1,563,789	1,441,977	1,346,623
Net tier 1 capital . .	2,173,731	1,992,621	1,806,435	1,883,294	1,719,467	1,546,517
Net capital . . . . .	2,698,839	2,451,055	2,201,278	2,391,365	2,162,054	1,927,188
Common equity						
tier 1 capital						
adequacy ratio . .	11.30 per cent.	11.28 per cent.	11.30 per cent.	11.06 per cent.	10.99 per cent.	10.99 per cent.
Tier 1 capital						
adequacy ratio . .	13.32 per cent.	13.19 per cent.	12.79 per cent.	13.32 per cent.	13.10 per cent.	12.62 per cent.
Capital adequacy						
ratio . . . . .	16.53 per cent.	16.22 per cent.	15.59 per cent.	16.91 per cent.	16.47 per cent.	15.72 per cent.

## Corporate Social Responsibilities

Guided by its corporate mission of “Bridge China and the World for the Common Good”, the Bank focused on the key areas of economic and social development, continuously innovated financial business models, optimised the supply of finance, and served to build the new development pattern featuring dual circulations with financial power, so as to meet the people's growing needs for a better life. At the same time, the Bank assumed its share of responsibility for building an inclusive and happy society, deepened its efforts in paired assistance and public charity, and worked with relevant parties to build a better home for all.

### *Promoting Global Integration*

Leveraging the unique advantages of its global services, the Bank made use of various open platforms to build cross-border financial channels, scaled up support for imports and exports, and promoted the integration and innovation of global factors and resources, as part of its efforts to boost the smooth flow of capital and trade between China and the world. In 2021, the Bank deepened its implementation of the national policy of “ensuring stable foreign trade” by increasing its input to stabilise foreign trade, and optimising its credit policy to expand the coverage of its credit insurance financing, with the international settlement volume of domestic institutions reaching USD3.32 trillion, representing a year-on-year increase of 38.9 per cent.. In light of new business patterns in foreign trade such as cross-border e-commerce, the Bank pushed forward the online, intelligent and digital development of cross-border finance, upgraded the “BOC Crossborder E-commerce Connect” product, and provided inclusive payment and collection services for the import and export of cross-border e-commerce, recording total financial settlement volumes of over RMB140.0 billion for the whole year. It launched the “BOC Cross-Border E-Procurement Express” to provide online convenient foreign exchange collection and settlement services for enterprises engaged in procurement and trade. The Bank also successfully hosted the Trade and Investment Matchmaking Conference of the Forth China International Import Expo, which attracted over 1,400 Chinese and foreign enterprises from 55 countries and regions and reached nearly 300 cooperation intentions.

As at 31 December 2021, the Bank had established overseas institutions in 62 countries and regions, including 41 countries and regions along the Belt and Road. It followed up with more than 700 major overseas projects in countries along the Belt and Road accumulatively, and granted a variety of credit facilities exceeding USD223.0 billion to countries along the route accumulatively. At the same time, the Bank actively developed RMB internationalisation products, cultivated the RMB offshore market, and provided diversified services such as RMB settlement, investment and financing for domestic and foreign customers. In 2021, the Group recorded a cross-border RMB settlement volume of RMB11.26 trillion, up 22.36 per cent. year on year, and a clearing volume of RMB632 trillion, up 34 per cent. year on year.

### ***Expanding Inclusive Finance***

The Bank followed the requirements of national strategy, formulated and released an inclusive finance plan and comprehensively optimised the service system for inclusive finance. In 2021, taking digital and inclusive finance as the bellwether, the Bank launched the “Inclusive Loan” brand, which leverages big data, intelligent risk control and other technologies to develop a series of online products. This allowed for online automated operation of inclusive finance loans and provided micro and small-sized enterprises with “contactless” online application, drawdown and repayment services, matching their needs for short-term, small, frequent and prompt financing. For micro and small-sized enterprises engaged in science and technology innovation, pandemic prevention and control, and rural industries, the Bank created an innovative “MSE Benefit Loan” service plan to review and ratify the short-term working capital loans, as part of its efforts to support the stable and healthy development of micro and small-sized enterprises. Keeping a close eye on regulatory policies and industry trends, it also pushed forward the development of online personal inclusive loan products for individual businesses, micro and small business owners and innovative entrepreneurs. By working with local human resources and social security departments, employment guidance centres, science and technology innovation industrial parks and other relevant institutions, the Bank sought to provide financial support to individuals with capital needs for business start-ups or re-employment.

As at 31 December 2021, the balance of the Bank’s inclusive loans for micro and small-sized enterprises amounted to RMB881.5 billion, an increase of 53.15 per cent. from the beginning of the year. The number of loan customers was 620,000, an increase of 32 per cent. compared with the beginning of the year. The balance of online personal business loans reached RMB11.726 billion, up 563.61 per cent. from the beginning of the year.

### ***Improving People’s Wellbeing***

To support people’s need for a better life, the Bank continuously increased its credit support for transportation infrastructure, government-subsidised housing, education, health, elderly care and other areas concerning people’s livelihood, following the principles of legal compliance and commercial sustainability. It proactively directed real estate-related credit resources towards government-subsidised housing, and provided comprehensive financial support to eligible educational, healthcare and elderly care institutions. The Bank piloted the convenient demonstration project of mobile payment and introduced more customer-friendly services for bus transport scenarios, enabling fare payment via mobile banking code scanning in 46 cities and regions. At the same time, the Bank gave full play to its FinTech advantages to facilitate financial support for people in the areas of education, medical care and daily payments, and worked with renowned partners to expand special life service modules in areas such as medical care, catering, housing, travelling, entertainment and learning, so as to enrich its ecosystem of people-focused life scenarios and help the general public to enjoy better lives.

As at 31 December 2021, the balance of the Bank’s loans granted to the education sector was RMB35.116 billion, with a growth rate of 26.43 per cent.. The balance of loans granted to the healthcare sector posted RMB46.83 billion, with a growth rate of 14.91 per cent.. The total number of electronic social security cards issued by the Bank amounted to 8.2999 million.

### ***Boosting Rural Revitalisation***

The Bank formulated the “Action Plan for Rural Revitalisation of Bank of China” and the “Action Plan for the Business Development of County-level Finance of Bank of China”, established the “Rural Revitalisation Finance Department” at the Head Office of the Bank, and optimised the organisational structure for rural revitalisation in its domestic institutions. It accelerated the allocation of professional personnel, and actively participated in the county-level economic development and the building of a rural financial service system, aiming to boost rural revitalisation through sustained financing flows. Making full use of its advantages in integrated operations, the Bank established a rural financial service system featuring “unity in diversity”. Within this system, the BOC Fullerton Community Bank set up 126 village banks nationwide in line with its development philosophy of “focusing on county area development, supporting farmers and small-sized enterprises” and became the largest domestic village bank group in terms of number of institutions and business scope. The Bank also made huge efforts to innovate products and services and launched the “Inclusive Loan • New Agriculture Connect”, “Inclusive Loan • Farmland Loan” and “Inclusive Loan • MSE Benefit Loan” service programmes, focusing on supporting new agricultural business entities as well as enterprises engaged in high-standard farmland construction and agricultural product processing with diversified and multi-level financial services. As at 31 December 2021, the balance of the Bank’s agriculture-related loans was RMB1,740.8 billion, up 15.8 per cent. from the beginning of the year. The balance of inclusive agriculture-related loans registered were RMB188.8 billion, up 46 per cent. from the beginning of the year.

The Bank actively implemented national requirements for consolidating and expanding the effective connection of achievements of poverty alleviation and rural revitalisation and leveraged its financial strength to promote rural revitalisation of areas under the paired assistance projects. In 2021, the Bank directly invested and introduced RMB107 million of anti-poverty grant funding to the four counties in Xianyang, implemented nearly 100 various assistance projects, including livelihood projects, industrial assistance and infrastructure construction, organised training courses for 28.9 thousand primary-level officials, rural revitalisation leaders and professional and technical personnel from the four counties in Xianyang, and purchased or sold RMB177 million worth of agricultural products of the poverty-stricken areas, directly benefiting over 30,000 people.

### ***Ensuring the Rights and Interests of Customers***

Practising its “customer-centric” operation and management concept, the Bank fully integrated consumer protection into its corporate culture, effectively fulfilled its responsibilities and obligations to protect the rights and interests of financial consumers, and promoted the healthy development of business through ensuring consumer rights and interests, thus enhancing customer satisfaction. In terms of complaint management, the Bank continuously fulfilled its responsibilities, streamlined its service processes, improved customer service experience and effectively protected the legitimate rights and interests of consumers, with the number of complaints declining. In terms of the education and publicity of financial knowledge, the Bank launched publicity and education activities in various interesting forms themed on “Rights • Responsibilities • Risks, Financial Consumer Rights Day”, the “Promoting Financial Knowledge, Protecting Personal Wealth”, the “Financial Knowledge Popularisation” and the “Month of Financial Knowledge Popularisation” as well as regular consumer publicity and education campaigns through online and offline channels such as official website, WeChat official account and outlets, which were recognised by regulatory authorities and consumers.

In 2021, the Bank’s external customer satisfaction rate reached 93 per cent., maintaining the same level as last year. The number of customer complaints reached 148 thousand, a decrease of 21.1 per cent. year on year. The complaint handling completion rate stood at 100 per cent.. In addition, the total amount of suspicious transactions intercepted by the Bank’s “Cyber Defence” system during the year surpassed RMB15.070 billion.

### ***Contributing to Public Welfare***

The Bank actively cooperated with charitable social organisations and organised various charitable fundraising activities by relying on public welfare vehicles for the purpose of mobilising warm-hearted people from the Bank and wider society to participate in poverty alleviation and public welfare undertakings. In 2021, the “Bank of China Philanthropy” platform actively explored the integrated development of online public welfare and the Bank’s financial businesses, with a focus on poverty alleviation, flood relief, rural revitalisation, talent cultivation in universities, education aid and elderly care. Moreover, the Bank participated in 188 public welfare programmes initiated by 73 organisations, raising a total of RMB17.3631 million (including the Bank’s matching funds), with nearly 160,000 people involved in donations, further gathering the warm hearts of the Bank’s staff, customers and institutions as well as the general public. The BOC Charity Foundation and the “Bank of China Philanthropy” platform also jointly launched the “BOC Love” campaign, introducing ten charity programmes from six charitable organisations to the four counties in Xianyang. A total of 66 thousand people from the public society participated in the campaign, bringing in RMB6.40 million of donations.

The Bank actively promoted the public service platform of mutual aid for the elderly, advocated the mutual pension concept and model of “saving time of assisting the elderly to exchange for pension services”. It helped local governments to foster a cultural norm of caring for the elderly, improved the voluntary service system, and standardised urban and community governance, thus improving wellbeing and happiness among the elderly. As at 31 December 2021, the Bank had cooperated with more than 70 government departments, enterprises, social organisations and universities, reaching more than 210,000 elderly people and volunteers with a total service time of more than 5,800 hours.

In 2021, in response to extreme weather and flood disasters in Henan, Shanxi and Shaanxi provinces, the Bank took immediate actions to donate funds and support rescue efforts, while continuing to provide financial services to disaster-hit areas, making its contribution to flood control, relief and post-disaster reconstruction. After the disaster hit Henan Province, the Bank donated RMB20 million to the province. Through the “Bank of China Philanthropy” platform, the Bank launched five fundraising activities, with 4,459 people donating. After the floods in Shanxi and Shaanxi provinces, it launched three charity fundraising activities, with more than 6,800 people donating.

### ***Responding to Challenges of the Pandemic***

In 2021, the COVID-19 pandemic was basically under control in the Chinese mainland, with high clusters and sporadic outbreaks in some areas across the country. In comparison, overseas outbreaks continued to occur frequently, with the prevention and control situation remaining grim and complex. The Bank continued to improve its business continuity management system, and formulated the “Distribution and Operation Business Continuity Plan of Bank of China Limited (Version 2021)”, which standardised its procedures and requirements for response, disposal and recovery in the event of interruptions to its channels and operations, clarified the management responsibilities of branches, required daily monitoring as well as efficient epidemic prevention and control in local outlets during major events or statutory holidays. To reduce the risks associated with the pandemic, the Bank implemented a national centralised transaction processing service for corporate loan transactions. Through the development of relevant systems, the transaction processing workload of pandemic-affected branches could be directly undertaken by other branches, thus effectively ensuring continuity in credit operation.



## DESCRIPTION OF THE GROUP'S ASSETS AND LIABILITIES

The following discussions and analysis should be read in conjunction with the Bank's audited consolidated financial statements as at and for the years ended 31 December 2021 and 2020 which have been incorporated by reference into this Offering Circular. The Bank's consolidated financial statements have been prepared in accordance with IFRS. Unless otherwise stated, all financial data discussed in this section are consolidated financial data.

### Analysis of Loans and Advances to Customers

The following table sets forth analysis of the Group's loans and advances to customers as at 31 December 2021 and 2020, respectively.

	As at 31 December	
	2021	2020
	<i>(RMB million)</i>	
Measured at amortised cost		
– Corporate loans and advances . . . . .	9,224,184	8,235,520
– Personal loans . . . . .	6,093,750	5,583,295
– Discounted bills . . . . .	1,460	1,912
Measured at fair value through other comprehensive income <sup>(1)</sup>		
– Corporate loans and advances . . . . .	2,254	–
– Discounted bills . . . . .	349,541	358,997
Subtotal . . . . .	15,671,189	14,179,724
Measured at fair value through profit or loss <sup>(2)</sup>		
– Corporate loans and advances . . . . .	3,805	3,661
Total . . . . .	15,674,994	14,183,385
Accrued Interest . . . . .	37,580	33,092
Total loans and advances . . . . .	15,712,574	14,216,477
Less: Allowance for loans at amortised cost . . . . .	(390,090)	(368,173)
Loans and advances to customers, net . . . . .	15,322,484	13,848,304

*Notes:*

- (1) As at 31 December 2021, the allowance for impairment losses of loans and advances to customers at fair value through other comprehensive income of the Group amounted to RMB451 million (31 December 2020: RMB446 million) and was credited to other comprehensive income.
- (2) During the years ended 31 December 2021 and 2020, there were no significant movements in the fair value and accumulated fair value changes of corporate loans and advances measured at fair value through profit or loss that are attributable to changes in credit risk of these loans.

## Loans and Advances to Customers by Industry

The following table sets forth, as at the dates indicated, an analysis of the Group's loans and advances to customers by industry:

	As at 31 December					
	2021		2020		2019	
	Amount	per cent. of total	Amount	per cent. of total	Amount	per cent. of total
	<i>(RMB million, except percentages)</i>					
<b>Corporate loans and advances</b>						
Commerce and services . . .	2,043,199	13.04	1,764,213	12.44	1,706,650	13.09
Manufacturing . . . . .	1,888,582	12.05	1,692,261	11.93	1,679,202	12.88
Transportation, storage and postal services . . . .	1,729,701	11.03	1,493,828	10.53	1,294,922	9.93
Real estate . . . . .	1,212,336	7.73	1,137,469	8.02	1,042,664	8.00
Production and supply of electricity, heating, gas and water . . . . .	836,651	5.34	726,824	5.13	649,289	4.98
Financial services . . . . .	704,486	4.49	646,979	4.56	565,333	4.34
Mining . . . . .	268,158	1.71	282,394	1.99	293,375	2.25
Construction . . . . .	296,668	1.89	268,676	1.89	255,160	1.96
Water, environment and public utility management . . . . .	302,591	1.93	250,551	1.77	199,376	1.53
Public utilities . . . . .	170,548	1.09	161,402	1.14	149,855	1.15
Other . . . . .	128,324	0.82	175,493	1.24	150,554	1.16
Subtotal . . . . .	<u>9,581,244</u>	<u>61.12</u>	<u>8,600,090</u>	<u>60.64</u>	<u>7,986,380</u>	<u>61.27</u>
<b>Personal loans</b>						
Mortgages . . . . .	4,826,412	30.79	4,418,761	31.15	3,993,271	30.64
Credit cards . . . . .	507,107	3.24	498,435	3.51	476,743	3.66
Other . . . . .	760,231	4.85	666,099	4.70	577,795	4.43
Subtotal . . . . .	<u>6,093,750</u>	<u>38.88</u>	<u>5,583,295</u>	<u>39.36</u>	<u>5,047,809</u>	<u>38.73</u>
Total loans and advances to customers . . . . .	<u>15,674,994</u>	<u>100.00</u>	<u>14,183,385</u>	<u>100.00</u>	<u>13,034,189</u>	<u>100.00</u>

## Loans and Advances to Customers by Geographical Area

The following table sets forth, as at the dates indicated, an analysis of the Group's loans and advances to customers by geographical area:

### Group

	As at 31 December					
	2021		2020		2019	
	Amount	per cent. of total	Amount	per cent. of total	Amount	per cent. of total
	<i>(RMB million, except percentages)</i>					
Chinese Mainland . . . . .	12,953,259	82.64	11,501,791	81.09	10,302,408	79.04
Hong Kong (China), Macau (China) and Taiwan (China) . . . .	1,752,527	11.18	1,697,934	11.97	1,697,434	13.02
Other countries and regions . . . . .	969,208	6.18	983,660	6.94	1,034,347	7.94
Total . . . . .	<u>15,674,994</u>	<u>100.00</u>	<u>14,183,385</u>	<u>100.00</u>	<u>13,034,189</u>	<u>100.00</u>

### Chinese Mainland

	As at 31 December					
	2021		2020		2019	
	Amount	per cent. of total	Amount	per cent. of total	Amount	per cent. of total
	<i>(RMB million, except percentages)</i>					
Northern China . . . . .	1,811,146	13.99	1,695,932	14.74	1,573,127	15.27
Northeastern China . . . . .	548,436	4.23	502,186	4.37	494,186	4.80
Eastern China . . . . .	5,158,395	39.82	4,505,204	39.17	4,016,742	38.99
Central and Southern China . . . . .	3,708,815	28.63	3,266,619	28.40	2,875,436	27.91
Western China . . . . .	1,726,467	13.33	1,531,850	13.32	1,342,917	13.03
Total . . . . .	<u>12,953,259</u>	<u>100.00</u>	<u>11,501,791</u>	<u>100.00</u>	<u>10,302,408</u>	<u>100.00</u>

The following table sets forth, as at the dates indicated, an analysis of the Group's impaired loans and advances by geographical area:

### Group

	As at 31 December								
	2021			2020			2019		
	Amount	per cent. of total	Impaired loan ratio	Amount	per cent. of total	Impaired loan ratio	Amount	per cent. of total	Impaired loan ratio
	<i>(RMB million, except percentages and ratios)</i>								
Chinese Mainland . . . . .	193,030	92.45	1.49	189,985	91.66	1.65	169,951	95.35	1.65
Hong Kong (China), Macau (China) and Taiwan (China) . . . .	6,084	2.91	0.35	4,674	2.25	0.28	3,842	2.16	0.23
Other countries and regions . . . . .	9,678	4.64	1.00	12,614	6.09	1.28	4,442	2.49	0.43
Total . . . . .	<u>208,792</u>	<u>100.00</u>	<u>1.33</u>	<u>207,273</u>	<u>100.00</u>	<u>1.46</u>	<u>178,235</u>	<u>100.00</u>	<u>1.37</u>

**Chinese Mainland**

	As at 31 December								
	2021			2020			2019		
	Amount	per cent. of total	Impaired loan ratio	Amount	per cent. of total	Impaired loan ratio	Amount	per cent. of total	Impaired loan ratio
	<i>(RMB million, except percentages and ratios)</i>								
Northern China . . . . .	38,825	20.11	2.14	27,699	14.58	1.63	31,762	18.69	2.02
Northeastern China . . . . .	13,939	7.22	2.54	15,229	8.02	3.03	22,123	13.02	4.48
Eastern China . . . . .	51,633	26.75	1.00	52,199	27.47	1.16	59,764	35.17	1.49
Central and Southern China . . . . .	73,624	38.14	1.99	81,201	42.74	2.49	39,060	22.98	1.36
Western China . . . . .	15,009	7.78	0.87	13,657	7.19	0.89	17,242	10.14	1.28
Total . . . . .	<u>193,030</u>	<u>100.00</u>	<u>1.49</u>	<u>189,985</u>	<u>100.00</u>	<u>1.65</u>	<u>169,951</u>	<u>100.00</u>	<u>1.65</u>

**Loans and Advances to Customers by Customer Type**

The following table sets forth, as at the dates indicated, an analysis of the impaired loans and advances of the Group categorised by customer type:

**Group**

	As at 31 December								
	2021			2020			2019		
	Amount	per cent. of total	Impaired loan ratio	Amount	per cent. of total	Impaired loan ratio	Amount	per cent. of total	Impaired loan ratio
	<i>(RMB million, except percentages and ratios)</i>								
Corporate loans and advances . . . . .	179,526	85.98	1.87	174,012	83.95	2.02	149,427	83.84	1.87
Personal loans . . . . .	29,266	14.02	0.48	33,261	16.05	0.60	28,808	16.16	0.57
Total . . . . .	<u>208,792</u>	<u>100.00</u>	<u>1.33</u>	<u>207,273</u>	<u>100.00</u>	<u>1.46</u>	<u>178,235</u>	<u>100.00</u>	<u>1.37</u>

**Chinese Mainland**

	As at 31 December								
	2021			2020			2019		
	Amount	per cent. of total	Impaired loan ratio	Amount	per cent. of total	Impaired loan ratio	Amount	per cent. of total	Impaired loan ratio
	<i>(RMB million, except percentages and ratios)</i>								
Corporate loans and advances . . . . .	164,796	85.37	2.20	157,767	83.04	2.42	141,978	83.54	2.43
Personal loans . . . . .	28,234	14.63	0.52	32,218	16.96	0.65	27,973	16.46	0.63
Total . . . . .	<u>193,030</u>	<u>100.00</u>	<u>1.49</u>	<u>189,985</u>	<u>100.00</u>	<u>1.65</u>	<u>169,951</u>	<u>100.00</u>	<u>1.65</u>

## Reconciliation of Allowance for Impairment Losses

The following table sets out reconciliation of allowance of impairment losses on loans and advances to customers measured at amortised cost for the year ended 31 December 2021:

	For the year ended 31 December 2021			Total
	Stage 1 (12-month ECL)	Stage 2 (Lifetime ECL)	Stage 3 (Lifetime ECL)	
	<i>(RMB million)</i>			
As at 1 January . . . . .	134,566	70,712	162,895	368,173
Transfers to Stage 1 . . . . .	6,186	(5,205)	(981)	–
Transfers to Stage 2 . . . . .	(989)	1,786	(797)	–
Transfers to Stage 3 . . . . .	(687)	(14,244)	14,931	–
Charge for the year <sup>(1)</sup> . . . . .	84,479	15,132	58,502	158,113
Reversal for the year <sup>(2)</sup> . . . . .	(51,399)	(24,087)	(21,905)	(97,391)
Impairment (reversal)/losses of loans with stage transfers . . . . .	(5,245)	10,226	32,586	37,567
Write-off and transfer out . . . . .	(195)	–	(85,401)	(85,596)
Recovery of loans and advances written off . . . . .	–	–	11,921	11,921
Exchange differences and other . . . . .	(358)	(488)	(1,851)	(2,697)
As at 31 December . . . . .	<u>166,358</u>	<u>53,832</u>	<u>169,900</u>	<u>390,090</u>

### Notes:

- (1) Charge for the year comprises the impairment losses from new loans, remaining loans without stage transformation, model/risk parameters adjustment, etc.
- (2) Reversal for the year comprises impairment losses attributable to loans repaid during the year, loans brought forward without stage transfers and changes to model and risk parameters.

The following table sets out reconciliation of allowance of impairment losses on loans and advances to customers measured at amortised cost for the year ended 31 December 2020:

	For the year ended 31 December 2020			Total
	Stage 1 (12-month ECL)	Stage 2 (Lifetime ECL)	Stage 3 (Lifetime ECL)	
	<i>(RMB million)</i>			
As at 1 January . . . . .	109,765	79,051	136,544	325,360
Transfers to Stage 1 . . . . .	3,769	(3,232)	(537)	–
Transfers to Stage 2 . . . . .	(1,274)	13,913	(12,639)	–
Transfers to Stage 3 . . . . .	(407)	(30,546)	30,953	–
Charge for the year <sup>(1)</sup> . . . . .	70,933	24,190	42,114	137,237
Reversal . . . . .	(43,164)	(21,257)	(10,126)	(74,547)
Impairment (reversal)/losses due to stage transformation . . . . .	(3,507)	9,357	35,203	41,053
Write-off and transfer out . . . . .	(66)	–	(64,255)	(64,321)
Recovery of loans and advances written off . . . . .	–	–	8,405	8,405
Unwinding of discount on allowance . . . . .	–	–	(1,236)	(1,236)
Exchange differences and other . . . . .	(1,483)	(764)	(1,531)	(3,778)
As at 31 December . . . . .	<u>134,566</u>	<u>70,712</u>	<u>162,895</u>	<u>368,173</u>

The following table sets out reconciliation of allowance of impairment losses on loans and advances to customers measured at amortised cost for the year ended 31 December 2019:

<b>For the year ended 31 December 2019</b>				
	<b>Stage 1 (12-month ECL)</b>	<b>Stage 2 (Lifetime ECL)</b>	<b>Stage 3 (Lifetime ECL)</b>	<b>Total</b>
	<i>(RMB million)</i>			
As at 1 January . . . . .	95,789	76,603	131,116	303,508
Transfers to Stage 1 . . . . .	5,590	(5,037)	(553)	–
Transfers to Stage 2 . . . . .	(717)	4,411	(3,694)	–
Transfers to Stage 3 . . . . .	(989)	(21,029)	22,018	–
Charge for the year <sup>1</sup> . . . . .	52,623	40,603	38,420	131,646
Reversal . . . . .	(37,580)	(25,687)	(14,631)	(77,898)
Impairment (reversal)/losses due to stage transformation . . . . .	(4,917)	8,664	40,988	44,735
Write-off and transfer out . . . . .	(269)	–	(84,735)	(85,004)
Recovery of loans and advances written off . . . . .	–	–	8,407	8,407
Unwinding of discount on allowance . . . . .	–	–	(1,497)	(1,497)
Exchange differences and other . . . . .	235	523	705	1,463
As at 31 December . . . . .	<u>109,765</u>	<u>79,051</u>	<u>136,544</u>	<u>325,360</u>

The following table sets out reconciliation of allowance for impairment losses on loans and advances to customers measured at fair value through other comprehensive income for the year ended 31 December 2021:

<b>For the year ended 31 December 2021</b>				
	<b>Stage 1 (12-month ECL)</b>	<b>Stage 2 (Lifetime ECL)</b>	<b>Stage 3 (Lifetime ECL)</b>	<b>Total</b>
	<i>(RMB million)</i>			
As at 1 January . . . . .	441	5	–	446
Charge for the year <sup>(1)</sup> . . . . .	276	77	–	353
Reversal for the year <sup>(2)</sup> . . . . .	(339)	(5)	–	(344)
Exchange differences and other . . . . .	(4)	–	–	(4)
As at 31 December . . . . .	<u>374</u>	<u>77</u>	<u>–</u>	<u>451</u>

Notes:

- (1) Charge for the year comprises the impairment losses from new loans, remaining loans without stage transformation, model/risk parameters adjustment, etc.
- (2) Reversal for the year comprises impairment losses attributable to loans repaid during the year, loans brought forward without stage transfers and changes to model and risk parameters.

The following table sets out reconciliation of allowance for impairment losses on loans and advances to customers measured at fair value through other comprehensive income for the year ended 31 December 2020:

<b>For the year ended 31 December 2020</b>				
	<b>Stage 1 (12-month ECL)</b>	<b>Stage 2 (Lifetime ECL)</b>	<b>Stage 3 (Lifetime ECL)</b>	<b>Total</b>
	<i>(RMB million)</i>			
As at 1 January . . . . .	547	16	–	563
Charge for the year . . . . .	563	5	–	568
Reversal . . . . .	(665)	(16)	–	(681)
Exchange differences and other . . . . .	(4)	–	–	(4)
As at 31 December . . . . .	<u>441</u>	<u>5</u>	<u>–</u>	<u>446</u>

The following table sets out reconciliation of allowance for impairment losses on loans and advances to customers measured at fair value through other comprehensive income for the year ended 31 December 2019:

<b>For the year ended 31 December 2019</b>				
	<b>Stage 1 (12-month ECL)</b>	<b>Stage 2 (Lifetime ECL)</b>	<b>Stage 3 (Lifetime ECL)</b>	<b>Total</b>
	<i>(RMB million)</i>			
As at 1 January . . . . .	234	39	–	273
Charge for the year . . . . .	503	16	–	519
Reversal . . . . .	(192)	(39)	–	(231)
Exchange differences and other . . . . .	2	–	–	2
As at 31 December . . . . .	<u>547</u>	<u>16</u>	<u>–</u>	<u>563</u>

Starting on 1 January 2018, the Bank has applied IFRS 9, and differences arising from the adoption of IFRS 9 have been recognised directly in shareholders’ equity as at 1 January 2018. IFRS 9 requires that the measurement of impairment of a financial asset be changed from “incurred loss model” to “ECL model”. In accordance with IFRS 9, the Bank assesses ECL with forward-looking information and makes relevant allowances. In particular, it makes allowances for assets classified into stage 1 and assets classified into stage 2 & 3 according to ECL of 12 months and ECL of the entire lifetime respectively. Since 2020, the Bank has reclassified the financing charges from the instalment business of credit card holders, from net fee and commission income to interest income. The comparative figures for the same period in 2019 were restated.

## DIRECTORS, MANAGEMENT AND SUPERVISORS

### General

The Bank's Board of Directors currently comprises 15 members. There are four executive directors, five non-executive directors and six independent non-executive directors. The Bank's directors are elected at its shareholder meetings for a term of three years, which is renewable upon re-election. The Chairman of the Bank's Board of Directors is elected by simple majority of its directors.

The business address of each of the directors, supervisors and senior management named below is Bank of China Limited, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, People's Republic of China.

### Directors

The following table sets forth certain information concerning the Bank's directors.

#### *Board of Directors*

<b>Name</b>	<b>Position</b>
Liu Liange . . . . .	Chairman
Liu Jin . . . . .	Vice Chairman and President
Wang Wei . . . . .	Executive Director and Executive Vice President
Lin Jingzhen . . . . .	Executive Director and Executive Vice President
Xiao Lihong . . . . .	Non-executive Director
Wang Xiaoya . . . . .	Non-executive Director
Zhang Jiangang . . . . .	Non-executive Director
Chen Jianbo . . . . .	Non-executive Director
Huang Binghua . . . . .	Non-executive Director
Wang Changyun . . . . .	Independent Director
Angela Chao . . . . .	Independent Director
Jiang Guohua . . . . .	Independent Director
Martin Cheung Kong Liao . . . . .	Independent Director
Chen Chunhua . . . . .	Independent Director
Chui Sai Peng Jose . . . . .	Independent Director

**Liu Liange**, has served as Chairman of the Board of Directors since July 2019. Mr. Liu joined the Bank in 2018. He served as Vice Chairman of the Board of Directors from October 2018 to July 2019 and President of the Bank from August 2018 to June 2019. Mr. Liu served as Vice Chairman and President of the Export-Import Bank of China from July 2015 to June 2018. Mr. Liu served as Vice President of the Export-Import Bank of China from March 2007 to February 2015. He also served as Director of the African Export-Import Bank from September 2007 to February 2015, Chairman of the Board of Supervisors of Sino-Italian Mandarin Capital Partners from March 2009 to June 2015, and Chairman of the Board of Directors of Regional Credit Guarantee and Investment Facility (Asia) from March 2014 to May 2015. Mr. Liu worked in PBOC for many years, successively serving as Deputy Director-General of the International Department of PBOC, President of the Fuzhou Central Sub-branch of PBOC and Director of the Fujian Branch of the SAFE, Director General of the Anti-Money Laundering Bureau (the Security Bureau) of PBOC. Mr. Liu served as President of Shanghai RMB Trading Unit from October 2018 to November 2019. He served as Vice Chairman of the board of directors of BOC Hong Kong (Holdings) Limited from December 2018 to July 2019 and has been serving as Chairman of the board of directors of BOC Hong Kong (Holdings) Limited since July 2019. Mr. Liu graduated from Graduate School of PBOC with a Master's Degree in Economics in 1987. He holds the title of Senior Economist.



**Liu Jin**, has served as Vice Chairman of the Board of Directors of the Bank since June 2021 and President of the Bank since April 2021. Mr. Liu joined the Bank in 2021. Prior to that, Mr. Liu served as Executive Director of China Everbright Group from December 2019 to March 2021, President of China Everbright Bank from January 2020 to March 2021, and Executive Director of China Everbright Bank from March 2020 to March 2021. From September 2018 to November 2019, he worked at China Development Bank as its Executive Vice President. Mr. Liu had worked in Industrial and Commercial Bank of China (ICBC) for many years, serving as Deputy General Manager of its Shandong Branch, Vice Chairman, Executive Director, General Manager of ICBC (Europe) and General Manager of ICBC Frankfurt Branch, General Manager of the Investment Banking Department of its Head Office, and General Manager of its Jiangsu Branch. Mr. Liu began to serve as Vice Chairman and Non-executive Director of the Board of Directors of BOC Hong Kong (Holdings) Limited and Bank of China (Hong Kong) Limited as of August 2021. Mr. Liu graduated from Shandong University in 1993 with a Master of Arts degree. He holds the title of Senior Economist.

**Wang Wei**, has served as Executive Director of the Bank since June 2020 and Executive Vice President since December 2019. Mr. Wang joined the Bank in 2019. He served as Executive Director and Executive Vice President of Agricultural Bank of China Limited (“ABC”) from February 2018 to November 2019 and began to serve as Executive Vice President of ABC from December 2013 and as a member of senior management of ABC from December 2011. Mr. Wang previously served in several positions in ABC, including Deputy General Manager of Ningxia Branch, Deputy General Manager of Gansu Branch, General Manager of Gansu Branch, General Manager of Xinjiang Branch, General Manager of Xinjiang Production and Construction Corps Branch, General Manager of the Office of ABC, General Manager of Hebei Branch, General Manager of the Internal Control and Compliance Department, General Manager of the Human Resources Department and Chief Officer of the Sannong Business. Mr. Wang graduated from Shaanxi Institute of Finance and Economics in 1983, and from Southwestern University of Finance and Economics with a Doctor’s Degree in Economics in 2015. He holds the title of Senior Economist.

**Lin Jingzhen**, has served as Executive Director of the Bank since February 2019 and Executive Vice President of the Bank since March 2018. Mr. Lin joined the Bank in 1987. He served as Deputy Chief Executive of BOC Hong Kong (Holdings) Limited from May 2015 to January 2018 and served as General Manager of the Corporate Banking Department of the Bank from March 2014 to May 2015. He served as General Manager (Corporate Banking) of the Corporate Banking Unit of the Bank from October 2010 to March 2014. Mr. Lin served as Deputy General Manager of Corporate Banking Department and Corporate Banking Unit of the Bank. Mr. Lin has also been serving as Chairman of BOC International Holdings Limited since April 2018, as Chairman of BOC International (China) Co., Ltd. since May 2018, and as a Non-executive Director of BOC Hong Kong (Holdings) Limited since August 2018. He graduated from Xiamen University with a Bachelor’s Degree in Economics in 1987 and obtained a Master of Business Administration degree from Xiamen University in 2000.

**Xiao Lihong**, has served as the Bank’s Non-executive Director of the Bank since August 2017. Ms. Xiao was Non-executive Director of China Galaxy Asset Management Co., Ltd. from December 2020 to September 2021, Non-executive Director of China Galaxy Financial Holdings Company Limited from October 2018 to September 2021 and Non-executive Director of China Galaxy Securities Company Limited from February 2019 to June 2021. From April 2014 to August 2017, she served as Inspector of the Current Account Management Department of the SAFE. She was Deputy Director-General of the Current Account Management Department of the SAFE from September 2004 to April 2014, and concurrently as Vice General Manager and Party Committee Member of the Beijing Branch of China Construction Bank from July 2011 to July 2012. She served successively as Deputy Chief of the Current Account Division and the Non-trade Foreign Exchange Management Division of the Supervision and Inspection Department, and Chief of the Business Supervision Division of the Current Account Management Department of the SAFE from October 1996 to September 2004. She graduated from the China Central University of Finance and Economics in August 1988 with a Bachelor’s Degree, and from the Central University of Finance and Economics and Peking University in September 2003 and July 2012, respectively, both with a Master’s Degree.

**Wang Xiaoya**, has served as the Bank's Non-executive Director of the Bank since August 2017. Ms. Wang Wang has been serving as Non-executive Director of China Reinsurance (Group) Corporation since August 2019. She served as Non-executive Director of Industrial and Commercial Bank of China Limited ("ICBC") from January 2012 to June 2017. From May 2007 to December 2011, she was Deputy Director-General of the Research Bureau of PBOC. She taught at the Central China Normal University where she served as Assistant Lecturer and Lecturer from July 1985 to January 1995. She served as Deputy Chief and Chief of the Macroeconomic Analysis Division of the Research Bureau of PBOC from July 1997 to May 2007, and concurrently as Deputy Mayor of Tongliao City in the Inner Mongolia Autonomous Region from October 2005 to February 2007. She received a professional title of research fellow in 2005. Ms. Wang was a member of the Post-Doctoral Academic Committee and a Post-Doctoral Co-mentor at the Institute of Finance of PBOC. Currently, she is a member of the Academic Committee of the China Institute for Rural Studies of Tsinghua University, Invited Researcher of the National Institute of Financial Research of Tsinghua University, Doctoral Supervisor of Southwestern University of Finance and Economics. Ms. Wang graduated from the Economics Faculty of Central China Normal University and the Graduate School of Chinese Academy of Social Sciences in January 1990 and June 1997 with a Master's Degree and a Doctor's Degree, respectively.

**Zhang Jiangang**, has served as Non-executive Director of the Bank since July 2019. Mr. Zhang served as member of the Party Committee, Secretary of Party Discipline Committee, Deputy Secretary-General, and Chairman of the Financial Evaluation Committee of the China Appraisal Society from May 2016 to July 2019. From August 2014 to May 2016, Mr. Zhang served as Deputy Secretary-General of the China Appraisal Society. From September 2000 to August 2014, he worked in the Department of Personnel and Education of the Ministry of Finance, successively serving as the Principal Staff Member, Deputy Director and Director. From November 1998 to September 2000, Mr. Zhang served as a cadre of the editorial office of the State Assets Management of the Ministry of Finance. From July 1995 to November 1998, he served as a cadre of the former State-owned Assets Administration Bureau. Mr. Zhang graduated from the China Youth University of Political Studies in July 1995 with a Bachelor's Degree in Law and obtained a Master's Degree in Management from the Graduate School of the Chinese Academy of Fiscal Sciences of the Ministry of Finance in December 2002. He holds the title of Senior Economist.

**Chen Jianbo**, has served as Non-executive Director of the Bank since June 2020. Mr. Chen has served as Non-executive Director of Agricultural Bank of China Limited from January 2015 to June 2020. He previously served as Assistant Research Fellow and Deputy Division Chief, Institute of Development of the Rural Policy Research Office of the Secretariat of the CPC Central Committee and the Rural Development Research Center of the State Council; Division Chief and Research Fellow of the Development Research Center of the State Council; and Director-General of the General Office of the Central Leading Group for Financial and Economic Affairs and the Office of Central Rural Work Leading Group. He once led and participated in research and technical assistance projects sponsored by the World Bank, Asian Development Bank, European Union, United Nations Development Programme, United Nations Industrial Development Organization and other international institutions. He also hosted a number of research projects in cooperation with institutions in the U.S. and Japan etc. He had multiple appointments as a consulting expert by the World Bank, Asian Development Bank and other institutions. Besides, he was a Visiting Scholar at Brandeis University, and a Visiting Research Fellow at Institute of Developing Economies in Japan and Asian Development Bank Institute. He received a PhD in Management from Renmin University of China ("RUC") in May 2005.

**Huang Binghua**, has served as Non-executive Director of the Bank since March 2021. Mr. Huang has served as Deputy Director of the Department of Asset Management of the Ministry of Finance since August 2018. From September 2015 to August 2018, he served successively as Party Committee Member, Vice Party Secretary, and Deputy Director (deputy at the department level) of the Budget Assessment and Review Center of the Ministry of Finance. From August 2014 to September 2015, he served as Chief of the Comprehensive Division of Department of Asset Management of the Ministry of Finance. From July 2000 to August 2014, he worked at the Department of Enterprises of the Ministry of Finance and successively held the positions of Principal Staff Member, Deputy Chief, Chief of the Third Division of Enterprises, Chief of the

State-owned Capital Budget Management Division, Chief of the Enterprise Operation Division, and Chief of the Comprehensive Division. From February 1997 to July 2000, he served at the Department of Property Rights Registration and Asset Statistics of the National State-owned Assets Management Bureau and the Department of Asset Assessment of the Ministry of Finance. He graduated from the School of Government, Peking University majoring in Administrative Management and obtained a Bachelor's Degree in Law.

**Wang Changyun**, has served as Independent Director of the Bank since August 2016. Mr. Wang currently serves as professor and doctoral supervisor in finance at RUC. He served as a lecturer at RUC from 1989 to 1995 and as a lecturer at Business School, National University of Singapore from 1999 to 2005. He served successively as the Chair of Applied Finance Department of RUC, Director of China Financial Policy Research Center (a key research base of Ministry of Education) and Executive Vice Dean and Dean of Hanqing Advanced Institute of Economics and Finance at RUC from 2006 to 2016. Mr. Wang is currently also the Vice Chairman of China Investment Specialty Construction Association, Director of China Investment Association, Director of China Finance Association, Deputy Editor of Finance Research Quarterly, Deputy Editor of China Finance Research, and Deputy Editor of China Financial Review. He also serves as the Central Committee member of China Democratic League, the special auditor of State Auditing Administration, the independent non-executive director of Sunway Co., Ltd. (originally named as Sichuan Star Cable Co., Ltd.) and Beijing Haohua Energy Resource Co., Ltd. Mr. Wang has received social recognition and prizes including the Special Government Allowance of State Council, Best Paper Award of Chicago Board of Trade in 2001, and the "Middle Age Experts with National Outstanding Contribution", membership of "the Program for New Century Excellent Talents" of Ministry of Education in 2004, "Financial Support of National Science Fund for Distinguished Young Scholars" in 2007, a member of the "New Century National Hundred, Thousand and Ten Thousand Talent Program" in 2013, and the "Cheung Kong Distinguished Professor" of Ministry of Education in 2014. He obtained his Master degree in economics from RUC in July 1989 and Doctorate in Financial Economics from the University of London in January 1999.

**Angela Chao**, has served as Independent Director of the Bank since January 2017. Ms. Chao serves as Chair and CEO of Foremost Group, an international shipping company. From 1994 to 1996, Ms. Chao worked in the mergers and acquisitions department of Smith Barney, which is now Morgan Stanley Smith Barney. From 1996 to 1999, Ms. Chao served as deputy general manager of Foremost Group, and from 2001 to 2017, Ms. Chao had successively served as vice president, senior vice president and Deputy Chairman of Foremost Group. Since 2018, she has served as Chairman and CEO of Foremost Group. In May 2005, Ms. Chao was unanimously voted to be BIMCO39's (The Baltic and International Maritime Council 39) Counsellor. In September 2005, she was selected as "Eminent Young Overseas Chinese" by the Overseas Chinese Affairs Office of the State Council of China. In November 2007, she was invited as speaker of World Shipping (China) Summit. In April 2011, she became a Founding Member of the Wall Street Journal's Task Force on Women in the Economy. Ms. Chao currently serves on the Boards of The Metropolitan Opera, Foremost Foundation, Shanghai Mulan Education Foundation, and she also serves on the Harvard Business School's Board of Dean's Advisors, Carnegie-Tsinghua Center for Global Policy Board of Advisors, the Chairman's Council of the Metropolitan Museum of Art and American Bureau of Shipping Council. In addition, she is also a member of the Council on Foreign Relations, serves on the Young Leaders Forum of the National Committee on US-China Relations and serves as the member of Shanghai Jiao Tong University's Antai College of Economics and Management Advisory Board, and honorary chairperson of the Jiao Tong University Alumni Association in America. Ms. Chao graduated from Harvard College in three years in 1994 with a Bachelor's degree in economics (Magna Cum Laude) and received her Master of Business Administration degree from Harvard Business School in 2001.

**Jiang Guohua**, has served as Independent Director of the Bank since December 2018 and serves as Professor of Accounting at the Guanghua School of Management, Peking University. Currently he also serves as a member of China National MPAcc Education Steering Committee and Associate Dean of Peking University Graduate School. Mr. Jiang has successively served as Assistant Professor, Associate Professor and Professor of the Accounting Department of Guanghua School of Management, Peking University since 2002, during which he successively served as Director of the

Yenching Academy, Executive Associate Dean and Director of the Yenching Academy from 2013 to 2017. From 2007 to 2010, he was a senior investment consultant at Boserwa Fund Management Company. From 2010 to 2016, he served as independent director of Datang International Power Generation Co. Ltd. From 2011 to 2014, he was an academic advisor to the Global Valuation Institute of KPMG International. From 2014 to 2015, he was a member of the Global Agenda Council of the World Economic Forum. Currently he also serves as independent director of ZRF Fund Management Company Ltd. and China Merchants Life Insurance Company Ltd. Mr. Jiang was named National Leading Talent in Accounting by China Ministry of Finance (2012). He was an Elsevier Chinese Most Cited Researcher consecutively from 2014 to 2017. He was a member of the 17th Stock Issuance Review Committee of China Securities Regulatory Commission. Mr. Jiang graduated from Peking University in 1995 with a Bachelor's degree in Economics, received his Master's degree in Accounting from Hong Kong University of Science and Technology in 1997, and obtained his Doctor's degree in Accounting from the University of California, Berkeley in 2002.

**Martin Cheung Kong Liao**, has served as Independent Director of the Bank since September 2019. Mr. Liao was called to the Bar in England and Wales in 1984 and was called to the Bar in Hong Kong in 1985 and is a practicing barrister in Hong Kong. He has been serving as a Member of the Legislative Council of the Hong Kong Special Administrative Region since 2012. Mr. Liao has also been serving as a Steward of the Hong Kong Jockey Club since April 2013, an Independent Non-executive Director of Hang Lung Group Limited since November 2014, and Chairman of the Advisory Committee on Corruption of the Independent Commission Against Corruption since January 2019. Mr. Liao was appointed as a Non-Official Member of the Executive Council of the Hong Kong Special Administrative Region in November 2016. He was appointed as Justice of the Peace in 2004, was awarded the Silver Bauhinia Star in 2014 and was awarded the Gold Bauhinia Star in 2019. He has been elected as Deputy of the Hong Kong Special Administrative Region to the 11th, 12th and 13th National People's Congress of the People's Republic of China. Mr. Liao previously served as Chairman of the Anti-Money Laundering and Counter Terrorist Financing Review Tribunal and Chairman of The Hong Kong Council for Accreditation of Academic and Vocational Qualifications. He graduated from University College London with a Bachelor of Economic Science (Hons) Degree in 1982 and a Master of Laws Degree in 1985.

**Chen Chunhua**, has served as Independent Director of the Bank since July 2020. Ms. Chen is currently professor of the National School of Development at Peking University, Dean of BiMBA Business School of the National School of Development at Peking University. She is also a visiting professor of the School of Business at National University of Singapore. From 2000 to 2003, Ms. Chen was Vice Dean of the College of Business Administration at South China University of Technology. From 2003 to 2004, she served as President of Shandong Liuhe Group. From 2006 to 2008, she served as Executive Dean of the School of Economics and Commerce at South China University of Technology. From 2006 to 2016, she served as an expert on the decision-making consultation for the Guangzhou Municipal Government. Ms. Chen has served as a non-executive director of SPT Energy Group Inc. (HK01251) (since 2013). She was an independent director of China Merchants Fund Management Co., Ltd., Welling Holding Limited, Guangzhou Zhujiang Brewery Co., Ltd. and Shunde Rural Commercial Bank, and she once served as the joint chairman and chief executive officer of New Hope Liuhe Co., Ltd. and a director of the Yunnan Baiyao Holding Ltd and a non-executive director of Vtron Group Co., Ltd.. Ms. Chen obtained a Bachelor's Degree of engineering in radio technology from South China Institute of Technology in 1986 and became a post-doctoral candidate in business administration of the Nanjing University Business School in 2005.

**Chui Sai Peng Jose**, has served as Independent Non-executive Director of the Bank since September 2020. Mr. Chui is currently the President of CAA City Planning & Engineering Consultants Ltd. of Macao, and Da Chang (Zhuhai) Concrete Pile Co., Ltd., CEO of Parafuturo de Macau Investment and Development Ltd., and Chairman of Board of Directors of Macao Young Entrepreneur Incubation Centre. He is also the Deputy of the Macao SAR to the 13th National People's Congress, Deputy of Legislative Assembly of the Macao SAR, and member of the Economic Development Committee of the Macao SAR. In addition, he serves as a member of the National Committee of China Association for Science and Technology, Vice-President of Board of Directors of Macao Chamber of Commerce, Vice-President of General Assembly of the Macao

Association of Building Contractors and Developers, President of Association of Macao Engineering Consultant Companies. Mr. Chui served as the President of Hou Kong Junior Chamber in 1994 and President of Junior Chamber International Macao, China in 1999. He was the President of Committee for Building Appraisal of the Macao SAR from 2002 to 2015. He served as member and Vice-President of the Committee of Cultural Industries of the Macao SAR from 2010 to 2016. Currently he serves as Non-Executive Director of Luso International Banking Ltd. and Board Member of Macao Science Centre. Mr. Chui is a registered Urban Planner and Civil Engineer of Macao. He is also a registered Civil Engineer and Structural Engineer (Senior Engineer Level) of California, USA. Mr. Chui received his Bachelor's Degree in Civil Engineering from University of Washington in 1981 and received his Master's Degree in Civil Engineering from University of California, Berkeley in 1983. He graduated from Tsinghua University in 2002 with a Doctor's Degree in Urban Planning.

There are no potential conflicts of interest between any duties to the Bank of the Directors listed above and their private interests or other duties.

The Board considered and approved the appointment of Mr. Jean-Louis Ekra as Independent Non-executive Director of the Bank on 29 October 2021 and the shareholders approved the election in the 2022 First Extraordinary General Meeting of the Bank on 17 February 2022. Such appointment is subject to the approval by the regulatory authority.

The Board considered and approved the appointment of Mr. Giovanni Tria as Independent Non-executive Director of the Bank on 29 October 2021 and the shareholders approved the election in the 2022 First Extraordinary General Meeting of the Bank on 17 February 2022. Such appointment is subject to the approval by the regulatory authority.

The Board considered and approved the appointment of Mr. E Weinan as Independent Non-executive Director of the Bank on 2 July 2021 and the shareholders approved the election in the 2022 First Extraordinary General Meeting of the Bank on 17 February 2022. Such appointment is subject to the approval by the regulatory authority.

### **Board of Supervisors**

The following table sets forth certain information concerning members of the Bank's Supervisors.

<b>Name</b>	<b>Position</b>
Zhang Keqiu . . . . .	Chairman of the Board of Supervisors
Wei Hanguang . . . . .	Employee Supervisor
Zhou Hehua . . . . .	Employee Supervisor
Leng Jie . . . . .	Employee Supervisor
Jia Xiangsen . . . . .	External Supervisor
Zheng Zhiguang . . . . .	External Supervisor
Hui Ping . . . . .	External Supervisor

**Zhang Keqiu**, has served as the Chairwoman of the Board of Supervisors of the Bank since January 2021. Ms. Zhang served as Executive Director and Executive Vice President of Agricultural Bank of China from April 2019 to November 2020. She served as the Executive Vice President of Agricultural Bank of China from July 2017. From June 2015 to April 2018, she served as Secretary to the Board of Directors of Agricultural Bank of China. Before that, she successively served as the General Manager of the Asset and Liability Management Department, the General Manager of the Financial Accounting Department and the Chief Financial Officer of Agricultural Bank of China. She graduated from Nankai University in 1988 with a Master's Degree in Economics. In addition, she holds the title of Senior Accountant.

**Wei Hanguang**, has served as the Employee Supervisor of the Bank since November 2021. Ms. Wei currently serves as General Manager of the Human Resources Department of the Head Office of the Bank. She is also a director of BOC International Holdings Limited, Bank of China Group Investment Limited and BOC Aviation Limited. She joined the Bank in July 1994, and used to serve as Deputy General Manager of the Human Resources Department of the Head Office, Executive Deputy Director of Office of the Leading Group for Comprehensively Deepening Reform and Deputy General Manager of the Human Resources Department of the Head Office of the Bank, and General Manager of the Human Resources Department of the Head Office of the Bank. She graduated from Tsinghua University and obtained a Master's degree in Business Administration.

**Zhou Hehua**, has served as the Employee Supervisor of the Bank since November 2021. Mr. Zhou currently serves as General Manager of the Credit Approval Department of the Head Office of the Bank. He joined the Bank in August 1997, and used to serve as Assistant to General Manager of Shanghai Branch, Deputy General Manager of Shanghai Branch, and Deputy General Manager of Fujian Branch and General Manager of Xiamen Branch of the Bank. He graduated from China Europe International Business School and obtained a Master's degree in Business Administration.

**Leng Jie**, has served as Employee Supervisor of the Bank since December 2018. Mr. Leng currently serves as General Manager of Hebei Branch of the Bank. He started working in November 1981 and joined the Bank in September 1988. He used to serve as Deputy General Manager of Shandong Branch, Deputy General Manager of Shanxi Branch, General Manager of Ningxia Branch and General Manager of Chongqing Branch of the Bank. He graduated from the economics administration major of Shandong Institute of Light Industry in 1999 and the accounting major of University of Jinan in 2009.

**Jia Xiangsen**, has served as External Supervisor of the Bank since May 2019. Mr. Jia had successively worked for PBOC and ABC. From December 1983 to April 2008, Mr. Jia was vice president of the Fengtai District sub-branch of PBOC Beijing Branch, and held various positions at ABC Beijing Branch, including, among others, deputy head of Fengtai District sub-branch, deputy division chief at the branch, president of Dongcheng District sub-branch, and vice president of the branch. He was also general manager of the corporate banking department of ABC head office and president of ABC Guangdong Provincial branch. From April 2008 to March 2010, Mr. Jia served as Head of Audit Bureau of the ABC Head Office. From March 2010 to March 2014, Mr. Jia was concurrently chief audit executive and head of the audit bureau at the ABC head office. Mr. Jia has been an external supervisor of the China CITIC Bank and an independent director of China Life Insurance Company Limited. He obtained his master's degree in monetary banking from the Chinese Academy of Social Sciences. Mr. Jia holds the title of Senior Economist.

**Zheng Zhiguang**, has served as External Supervisor of the Bank since May 2019. Mr. Zheng had successively worked for PBOC and ICBC. From March 1979 to August 2004, Mr. Zheng served as deputy section chief of the Luwan District sub-branch of PBOC Shanghai Branch, and held various positions at ICBC, including deputy division chief of Luwan District sub-branch of Shanghai Branch, division chief and deputy general manager at the Shanghai Branch. From September 2004 to August 2009, Mr. Zheng served as Head of Internal Audit Bureau of the ICBC Shanghai branch. From September 2009 to January 2013, Mr. Zheng served as general manager of the precious metals business department of ICBC. From 2013 to 2014 Mr. Zheng served as a director of ICBC International Holdings Limited and a Chairman of the Board of Supervisors of ICBC AXA Life Insurance Co., Ltd. He obtained a Master of Business Administration degree from Fudan University. Mr. Zheng has qualification of senior economist.

**Hui Ping**, has served as External Supervisor of the Bank since February 2022. Mr. Hui had successively worked for the PBOC and the ICBC. Mr. Hui joined and worked for Qingjian County sub-branch of PBOC Shaanxi Branch in December 1980, joined and worked for Qingjian sub-branch of ICBC Shaanxi Branch in August 1986. From May 1994 to December 2010, he held various positions at ICBC Shaanxi Branch, including, among others, secretary at deputy director level of the office, deputy director of the office and director of the office, the head of Shaanxi Xianyang Branch, deputy general manager of Shaanxi Branch, and general manager of Shaanxi Branch of ICBC. From December 2010 to June 2015, Mr. Hui served as general manager of the

internal control and compliance department of the ICBC Head Office. From June 2015 to April 2019, Mr. Hui served as deputy secretary of party discipline committee, director of the discipline enforcement department of the ICBC Head Office. From April 2019 to July 2020, Mr. Hui served as deputy head of the discipline inspection and supervision group dispatched to ICBC by the CPC Central Commission for Disciplinary Inspection and the State Committee of Supervisory. From September 2015 to September 2020, Mr. Hui concurrently served as employee supervisor of ICBC. He graduated from Xiamen University with a Doctor's Degree in Finance. He holds the title of Senior Economist.

### Senior Management Members

The following table sets forth certain information concerning members of the Bank's senior management.

Name	Position
Liu Jin . . . . .	Vice Chairman and President
Wang Wei . . . . .	Executive Vice President
Lin Jingzhen . . . . .	Executive Vice President
Chen Huaiyu . . . . .	Executive Vice President
Wang Zhiheng . . . . .	Executive Vice President
Liu Jiandong . . . . .	Chief Risk Officer
Zhuo Chengwen . . . . .	Chief Audit Officer
Mei Feiqi . . . . .	Secretary to the Board of Directors and Company Secretary

**Liu Jin** – for Mr. Liu Jin's biography, please refer to “*Directors, Management and Supervisors – Liu Jin*”.

**Wang Wei** – for Mr. Wang Wei's biography, please refer to “*Directors, Management and Supervisors – Wang Wei*”.

**Lin Jingzhen** – for Mr. Lin Jingzhen's biography, please refer to “*Directors, Management and Supervisors – Lin Jingzhen*”.

**Chen Huaiyu**, has served as Executive Vice President of the Bank since April 2021. Mr. Chen joined the Bank in 1997. He served as General Manager of Bank of China Sydney Branch, Director of Bank of China (Australia) Limited, and Director of Bank of China (New Zealand) Limited from November 2017 to February 2021. Prior to that, Mr. Chen served as Assistant General Manager and Credit Risk Officer of Guangdong Branch of the Bank, Standing Deputy General Manager, General Manager and Executive Director of Bank of China (Hungary) Limited, as well as General Manager of Bank of China Hungarian Branch successively. Mr. Chen concurrently served as Chairman of BOC Aviation Limited since April 2021 and as President of Shanghai RMB Trading Unit since May 2021. Mr. Chen graduated from Beijing Foreign Studies University in 1992 and obtained a Master's Degree in Economics from University of International Business and Economics in 1999.

**Wang Zhiheng**, has served as Executive Vice President of the Bank since August 2021. Mr. Wang served as General Manager of Beijing Branch of the Bank from May 2021 to January 2022. He served as Employee Supervisor of the Bank from December 2018 to June 2021, General Manager of the Human Resources Department of the Head Office of the Bank from July 2018 to December 2020, and General Manager of Qinghai Branch of the Bank from July 2015 to September 2018. Prior to that, Mr. Wang served as Deputy General Manager of the Human Resources Department of the Head Office of the Bank and Deputy General Manager of Guangdong Branch of the Bank. Mr. Wang graduated and obtained a Master's degree in Finance from Nankai University in 1999.

**Liu Jiandong**, has served as Chief Risk Officer of the Bank since February 2019. Mr. Liu joined the Bank in 1991. From March 2014 to February 2019, he served as General Manager of the Credit Management Department of the Bank. Mr. Liu served as General Manager (Investment Banking) of

the Corporate Banking Unit of the Bank from February 2011 to March 2014. Mr. Liu previously served as Deputy General Manager of the Corporate Banking Department and Corporate Banking Unit of the Bank. He graduated from RUC in 1991 and obtained a Master's Degree in Economics from RUC in 2000.

**Zhuo Chengwen**, has served as Chief Audit Officer of the Bank since May 2021. Mr. Zhuo served as Chief Risk Officer of BOC Hong Kong (Holdings) Limited from November 2019 to February 2021. Mr. Zhuo joined the Bank in 1995. Mr. Zhuo served as Chief Executive and Executive Director of BOCG Insurance from June 2016 to November 2019, and as General Manager of the Financial Management Department of the Bank from December 2014 to June 2016. Prior to that, Mr. Zhuo served as Deputy General Manager of New York Branch, Deputy General Manager of the Financial Management Department of the Bank, Chief Financial Officer of BOC Hong Kong (Holdings) Limited. Mr. Zhuo concurrently served as General Manager of the Audit Department of the Bank since January 2022. Mr. Zhuo graduated from Peking University with a Master's Degree in Economics in 1995, and obtained a Master's Degree in Business Administration from the City University of New York in 2005. He has the qualification of Certified Public Accountant.

**Mei Feiqi**, has served as Secretary to the Board of Directors of the Bank since April 2018. Mr. Mei joined the Bank in 1998. He served as Deputy General Manager of the Beijing Branch of the Bank, General Manager of the Wealth Management and Personal Banking Department under the Personal Banking Unit of the Bank, Spokesman of the Bank and General Manager of the Executive Office of the Head Office of the Bank. Prior to joining the Bank, he worked at the Ministry of Geology and Mineral Resources and the General Office of the State Council. He graduated from Chengdu University of Technology with a Bachelor's Degree and had on-the-job postgraduate education. He holds the title of senior economist.

#### **Board Committees**

The Bank's Board of Directors delegates certain responsibilities to various committees. The Bank's Board of Directors has set up the Strategic Development Committee, Corporate Culture and Consumer Protection Committee, Audit Committee, Risk Policy Committee, Personnel and Remuneration Committee and Connected Transactions Control Committee. These committees are constituted by certain Directors and report to the Board of Directors. In March 2015, the Board of Directors established the U.S. Risk and Management Committee under its Risk Policy Committee to supervise risk management of the U.S. operations of the Bank. As required by the Bank's Articles of Association, each committee must have at least three Directors.



## SUBSTANTIAL SHAREHOLDERS

### Disclosure of Shareholding under H-Share Regulation Substantial Shareholder Interests

The register maintained by the Bank pursuant to section 336 of the Securities and Futures Ordinance (the “SFO”), recorded that, as at 31 December 2021, the shareholders indicated in the following table were substantial shareholders (as defined in the SFO) having the following interests in shares of the Bank:

Name of shareholder	Capacity (types of interest)	Number of shares held/Number of underlying shares <i>(unit: share)<sup>(2)</sup></i>	Type of shares	Percentage of total issued A-Shares capital	Percentage of total issued H-Shares capital	Percentage of total issued ordinary share capital
Central Huijin Investment Ltd . . . . .	Beneficial owner	188,461,533,607	A	89.42	–	64.02
	Interest of controlled corporations	1,810,024,500	A	0.86	–	0.61
	Total	190,271,558,107	A	90.28	–	64.63
National Council for Social Security Fund . . . . .	Beneficial owner	5,798,893,213	H	–	6.93	1.97
BlackRock, Inc. <sup>(1)</sup> . . . . .	Interest of controlled corporations	4,928,555,441	H	–	5.89	1.67
		5,735,000 (S)	H	–	0.01	0.002

*Notes:*

(1) BlackRock, Inc. holds the entire issued share capital of BlackRock Holdco 2 Inc., while BlackRock Holdco 2 Inc. holds the entire issued share capital of BlackRock Financial Management, Inc. Thus BlackRock, Inc. and BlackRock Holdco 2 Inc. are deemed to have equal interests in shares of the Bank as BlackRock Financial Management, Inc. under the SFO. BlackRock, Inc. held a long position of 4,928,555,441 H Shares and a short position of 5,735,000 H Shares of the Bank through BlackRock Financial Management, Inc. and other corporations controlled by it. In the long position of 4,928,555,441 H Shares, 8,736,000 H Shares were held through derivatives. In the short position of 5,735,000 H Shares, 2,466,000 H Shares were held through derivatives.

(2) “S” denotes short position.

Unless stated otherwise, all interests stated above represented long positions. Save as disclosed above, as at 31 December 2021, no other interests (including derivative interests) or short positions were recorded in the register maintained by the Bank under section 336 of the SFO.

## **CONNECTED TRANSACTIONS**

The Bank currently engages in and expects from time to time in the future to engage in, financial and commercial transactions with its connected parties. All such transactions are conducted on an arm's length and commercial basis and in accordance with the applicable listing rules.

## TAXATION

*The following is a general description of certain tax considerations relating to the Notes and is based on laws and relevant interpretation thereof in effect as at the date of this Offering Circular all of which are subject to changes and does not constitute legal or taxation advice. It does not purport to be a complete analysis of all tax considerations relating to the Notes, whether in those countries or elsewhere. Prospective purchasers of the Notes should consult their own tax advisers as to which countries' tax laws could be relevant to acquiring, holding and disposing of the Notes and receiving payments of interest, principal and/or other amounts under the Notes and the consequences of such actions under the tax laws of those countries. It is emphasised that none of the Relevant Obligors, the Bank nor any other persons involved in the Programme accepts responsibility for any tax effects or liabilities resulting from the subscription for purchase, holding or disposal of the Notes.*

### **People's Republic of China**

The following summary describes the principal PRC tax consequences of ownership of the Notes by beneficial owners who, or which, are not residents of Mainland China for PRC tax purposes. These beneficial owners are referred to as non-PRC Noteholders in this section. In considering whether to invest in the Notes, potential purchasers should consult their individual tax advisors with regard to the application of PRC tax laws to their particular situations as well as any tax consequences arising under the laws of any other tax jurisdiction.

Pursuant to the Enterprise Income Tax Law promulgated on 16 March 2007 and amended on 29 December 2018 and the PRC Individual Income Tax Law, as amended on 31 August 2018, and their implementation regulations, an income tax is imposed on payment of interest by way of withholding in respect of debt securities, issued by PRC enterprises to non-resident Noteholders, including non-resident enterprises and non-resident individuals.

On 23 March 2016, the Ministry of Finance and the State Administration of Taxation (“SAT”) issued the Circular of Full Implementation of Business Tax to VAT Reform (關於全面推開營業稅改徵增值稅試點的通知) (Caishui [2016] No. 36, “**Circular 36**”) which confirms that business tax was replaced by VAT from 1 May 2016. Since then, the income derived from the provision of financial services which attracted business tax will be entirely replaced by, and subject to, VAT.

According to Circular 36, the entities and individuals providing the services within China shall be subject to VAT. The services are treated as being provided within China where either the service provider or the service recipient is located in China. The services subject to VAT include the provision of financial services such as the provision of loans. It is further clarified under Circular 36 that the “loans” refers to the activity of lending capital for another’s use and receiving the interest income thereon. Based on the definition of “loans” under Circular 36, the issuance of Notes is likely to be treated as the holders of the Notes providing loans to the relevant Issuer.

#### *(I) In the event that the Issuer is the Bank's head office (the “**BOC Head Office**”)*

In the event that the Issuer is BOC Head Office, BOC Head Office will be subject to withhold PRC income tax on the payment of interest of the Notes to non-resident Noteholders. The current rates of such income tax are 20 per cent. (for non-resident individuals) and 10 per cent. (for non-resident enterprises) of the gross amount of the interest, in each case, unless a lower rate is available under an applicable tax treaty. For example, the tax so charged on interests paid on the Notes to non-resident Noteholders who, or which are residents of Hong Kong (including enterprise holders and individual holders) as defined under the arrangement between the Mainland China and Hong Kong for purpose of the avoidance of double taxation will be 7 per cent. of the gross amount of the interest pursuant to such arrangement. Further, given that the BOC Head Office is located in the PRC, in the event that the Issuer is the BOC Head Office, holders of the Notes would be regarded as providing the financial services within China and consequently, the holders of the Notes shall be subject to VAT at the rate of 6 per cent. when receiving the interest payments under the Notes. In addition, the holders of the Notes shall be subject to the local levies at approximately 12 per cent.

of the VAT payment and consequently, the combined rate of VAT and local levies would be around 6.72 per cent.. Given that BOC Head Office pays interest income to Noteholders who are located outside of the PRC, BOC Head Office, acting as the obligatory withholder in accordance with applicable law, shall withhold VAT and local levies from the payment of interest income to Noteholders who are located outside of the PRC. BOC Head Office has agreed to pay additional amounts to holders of the Notes so that holders of the Notes would receive the full amount of the scheduled payment, as further set out in the “*Terms and Conditions of the Notes*”.

*(II) In the event that the Issuer is a Branch Issuer or the Notes are guaranteed by an Overseas Branch*

In the event that the Issuer is a Branch Issuer or the Notes are guaranteed by an Overseas Branch, the relevant Issuer and the relevant Guarantor, as applicable, are not obliged to withhold PRC income tax at the rate up to 10 per cent. (for non-resident enterprises) or 20 per cent. (for non-resident individuals) on the payments of interest made by it to non-resident Noteholders provided that the payments are made outside of the territory of PRC. However, this is subject to the interpretation by the PRC tax authorities. If the PRC tax authorities take an interpretation that the interest on the Notes payable by the relevant Issuer or Guarantor is treated as income sourced from the PRC, a withholding tax may be imposed on such interest and the relevant Issuer or Guarantor will pay additional amounts to holders of the Notes so that holders of the Notes would receive the full amount of the scheduled payment, as further set out in the Conditions. If BOC Head Office shall perform the obligation of paying interest of the Notes in the event and only when the relevant Branch Issuer or Overseas Branch as Guarantor fails to perform its obligations of paying the interest of the Notes, BOC Head Office will be obliged to withhold PRC income tax at a rate of 10 per cent. (for non-resident enterprises) or 20 per cent. (for non-resident individuals) (unless a lower rate is available under an applicable tax treaty) and PRC VAT tax and local levies at the rate of 6.72 per cent. of the interest component of the amount payable by BOC Head Office to the Noteholders if the PRC tax authority views such component as an interest income arising within the territory of the PRC.

Pursuant to the EIT Law, IIT Law and the VAT reform detailed above, in the case of (I) and (II), the Relevant Obligor(s) or the Bank shall withhold EIT or IIT, (should such tax apply) from the payments of interest in respect of the Notes for any non-PRC-resident Noteholder and the Relevant Obligor(s) or the Bank shall withhold VAT (should such tax apply) from the payments of interest in respect of the Notes for any Noteholders located outside of the PRC. However, in the event that such Relevant Obligor and the Bank are required to make such a deduction or withholding (whether by way of EIT, IIT or VAT otherwise), each Relevant Obligor and the Bank have agreed to pay such additional amounts as will result in receipt by the Noteholders of such amounts after such withholding or deduction as would have been received by them had no such withholding or deduction been required. For more information, see “*Terms and Conditions of the Notes – Condition 14 (Taxation)*”.

*(III) In the event that the Issuer is a Subsidiary Issuer and the Notes are not guaranteed*

In the event that the Issuer is a Subsidiary Issuer and the Notes are not guaranteed, the relevant Issuer is not obliged to withhold PRC income tax or PRC VAT tax.

Non-resident Noteholders will not be subject to the PRC tax on any capital gains derived from a sale or exchange of Notes consummated outside the PRC between non-resident Noteholders, except however, if the relevant Issuer is treated as a PRC tax resident enterprise under the Enterprise Income Tax Law and related implementation regulations in the future, any gains realized by the non-resident Noteholders from the transfer of the Notes may be regarded as being sourced within the PRC and accordingly would be subject to the rate of 10 per cent. (for non-resident enterprises) or 20 per cent. (for non-resident individuals) of PRC withholding tax unless there is a lower tax rate applicable.

Where a holder of the Notes who is an entity or individual located outside of the PRC resells the Notes to an entity or individual located outside of the PRC and derives any gain, since neither the service provider nor the service recipient is located in the PRC, theoretically VAT prescribed under Circular 36 does not apply and the relevant Issuer does not have the obligation to withhold the VAT or the local levies. However, there is uncertainty as to the applicability of VAT if either the seller or buyer of Notes is located inside the PRC. According to an arrangement between the Mainland China and Hong Kong for avoidance of double taxation, Noteholders who are Hong Kong residents, including both enterprise holders and individual holders, will be exempted from PRC income tax on capital gains derived from a sale or exchange of the Notes. There is uncertainty as to whether gains realized on the transfer of the Notes by individual holders who are not PRC citizens or residents will be treated as incomes sourced within the PRC which as a result will be subject to PRC individual income tax.

Circular 36 has been issued quite recently, the above statements on VAT may be subject to further change upon the issuance of further clarification rules and/or different interpretation by the competent tax authority. There is uncertainty as to the application of Circular 36.

No PRC stamp duty will be chargeable upon the issue or transfer (for so long as the register of Noteholders is maintained outside the PRC) of a Note.

## **Hong Kong**

### ***Withholding Tax***

No withholding tax is payable in Hong Kong in respect of payments of principal or interest on the Notes or in respect of any capital gains arising from the sale of the Notes.

### ***Profits Tax***

Hong Kong profits tax is chargeable on every person carrying on a trade, profession or business in Hong Kong in respect of profits arising in or derived from Hong Kong from such trade, profession or business (excluding profits arising from the sale of capital assets).

Interest on the Notes may be deemed to be profits arising in or derived from Hong Kong from a trade, profession or business carried on in Hong Kong in the following circumstances:

- (i) interest on the Notes is derived from Hong Kong and is received by or accrues to a corporation carrying on a trade, profession or business in Hong Kong;
- (ii) interest on the Notes is derived from Hong Kong and is received by or accrues to a person, other than a corporation, carrying on a trade, profession or business in Hong Kong and is in respect of the funds of that trade, profession or business;
- (iii) interest on the Notes is received by or accrues to a financial institution (as defined in the Inland Revenue Ordinance (Cap. 112) of Hong Kong (the “**IRO**”)) and arises through or from the carrying on by the financial institution of its business in Hong Kong; or
- (iv) interest on the Notes is received by or accrues to a corporation, other than a financial institution, and arises through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the IRO).

Where Bank of China Limited, Hong Kong Branch is the Issuer, pursuant to the Exemption from Profits Tax (Interest Income) Order, interest income accruing to a person other than a financial institution on deposits (denominated in any currency and whether or not the deposit is evidenced by a certificate of deposit) placed with, inter alia, an authorised institution in Hong Kong (within the meaning of section 2 of the Banking Ordinance (Cap. 155) of Hong Kong) is exempt from the payment of Hong Kong profits tax. This exemption does not apply, however, to deposits that are used to secure or guarantee money borrowed in certain circumstances. Provided no prospectus

involving the issue of Notes is registered under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the “**C(WUMPO)**”), the issue of Notes by the Issuer is expected to constitute a deposit to which the above exemption from payment will apply.

Sums received by or accrued to a financial institution by way of gains or profits arising through or from the carrying on by the financial institution of its business in Hong Kong from the sale, disposal and redemption of Notes will be subject to Hong Kong profits tax. Sums received by or accrued to a corporation, other than a financial institution, by way of gains or profits arising through or from the carrying on in Hong Kong by the corporation of its intra-group financing business (within the meaning of section 16(3) of the IRO) from the sale, disposal or other redemption of Notes will be subject to Hong Kong profits tax.

Sums derived from the sale, disposal or redemption of Notes will be subject to Hong Kong profits tax where received by or accrued to a person, other than a financial institution, who carries on a trade, profession or business in Hong Kong and the sum has a Hong Kong source unless otherwise exempted. The source of such sums will generally be determined by having regard to the manner in which the Notes are acquired and disposed of.

In certain circumstances, Hong Kong profits tax exemptions (such as concessionary tax rates) may be available. Investors are advised to consult their own tax advisors to ascertain the applicability of any exemptions to their individual position.

### ***Stamp Duty***

Stamp duty will not be payable on the issue of Bearer Notes provided that either:

- (i) such Bearer Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or
- (ii) such Bearer Notes constitute loan capital (as defined in the Stamp Duty Ordinance (Cap. 117) of Hong Kong (the “**SDO**”)).

If stamp duty is payable, it is payable by the Issuer on the issue of Bearer Notes at a rate of 3 per cent. of the market value of the Bearer Notes at the time of issue. No stamp duty will be payable on any subsequent transfer of Bearer Notes.

No stamp duty is payable on the issue of Registered Notes. Stamp duty may be payable on any transfer of Registered Notes if the relevant transfer is required to be registered in Hong Kong. Stamp duty will, however, not be payable on any transfer of Registered Notes provided that either:

- (i) such Registered Notes are denominated in a currency other than the currency of Hong Kong and are not repayable in any circumstances in the currency of Hong Kong; or
- (ii) such Registered Notes constitute loan capital (as defined in the SDO).

With effect from 1 August 2021, if stamp duty is payable in respect of the transfer of Registered Notes it will be payable at the rate of 0.26 per cent. (of which 0.13 per cent. is payable by the seller and 0.13 per cent. is payable by the purchaser) normally by reference to the consideration or its value, whichever is higher. In addition, stamp duty is payable at the fixed rate of HK\$5.00 on each instrument of transfer executed in relation to any transfer of the Registered Notes if the relevant transfer is required to be registered in Hong Kong.

## FATCA

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA, a “foreign financial institution” may be required to withhold on certain payments it makes (“**foreign passthru payments**”) to persons that fail to meet certain certification, reporting, or related requirements. The Bank is a foreign financial institution for these purposes. A number of jurisdictions have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA (“**IGAs**”), which modify the way in which FATCA applies in their jurisdictions. Under the provisions of IGAs as currently in effect, a foreign financial institution in an IGA jurisdiction would generally not be required to withhold under FATCA or an IGA from payments that it makes. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, such withholding would not apply prior to the date that is two years after the date on which final regulations defining foreign passthru payments are published in the U.S. Federal Register and Notes characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining foreign passthru payments are published generally would be grandfathered for purposes of FATCA withholding unless materially modified after such date. Holders should consult their own tax advisors regarding how these rules may apply to their investment in the Notes.

### **The proposed financial transactions tax (“FTT”)**

On 14 February 2013, the European Commission published a proposal (the “**Commission’s Proposal**”) for a Directive for a common FTT in Belgium, Germany, Estonia, Greece, Spain, France, Italy, Austria, Portugal, Slovenia and Slovakia (the “**participating Member States**”). However, Estonia has since stated that it will not participate.

The Commission’s Proposal has very broad scope and could, if introduced, apply to certain dealings in the Notes (including secondary market transactions) in certain circumstances. The issuance and subscription of the Notes should, however, be exempt.

Under the Commission’s Proposal the FTT could apply in certain circumstances to persons both within and outside of the participating Member States. Generally, it would apply to certain dealings in the Notes where at least one party is a financial institution, and at least one party is established in a participating Member State. A financial institution may be, or be deemed to be, “established” in a participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a participating Member State.

However, the FTT proposal remains subject to negotiation between participating Member States. It may therefore be altered prior to any implementation, the timing of which remains unclear. Additional EU Member States may decide to participate.

Prospective holders of the Notes are advised to seek their own professional advice in relation to the FTT.

## CLEARANCE AND SETTLEMENT

*The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of DTC, Euroclear or Clearstream or the CMU (together, the “**Clearing Systems**”) currently in effect. The information in this section concerning the Clearing Systems has been obtained from sources that the Relevant Obligors and the Bank believe to be reliable, but none of the relevant Issuer, the Bank or any Dealer takes any responsibility for the accuracy thereof. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. None of the Relevant Obligors, the Bank or any other party to the Programme Agency Agreement or any Alternative Agency Agreement will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Notes held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.*

### The Clearing Systems

#### **DTC**

DTC is a limited purpose trust company organised under the New York Banking Law, a “banking organisation” within the meaning of the New York Banking Law, a “clearing corporation” within the meaning of the New York Uniform Commercial Code and a “clearing agency” registered pursuant to Section 17A of the Exchange Act. DTC holds securities that its participants (“**Participants**”) deposit with DTC. DTC also facilitates the clearance and settlement among Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerised book-entry changes in Participants’ accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include securities brokers and dealer, banks, trust companies, clearing corporations and certain other organisations. DTC is owned by a number of its Direct Participants and by the New York Stock Exchange, Inc., the American Stock Exchange, Inc. and the National Association of Securities Dealer, Inc. Access to the DTC System is also available to others such as securities brokers and dealer, banks and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“**Indirect Participants**”).

Under the rules, regulations and procedures creating and affecting DTC and its operations (the “**Rules**”), DTC makes book-entry transfers of Registered Notes among Direct Participants on whose behalf it acts with respect to Notes accepted into DTC’s book-entry settlement system (“**DTC Notes**”) as described below and receives and transmits distributions of principal and interest on DTC Notes. The Rules are on file with the Securities and Exchange Commission. Direct Participants and Indirect Participants with which beneficial owners of DTC Notes (“**Owners**”) have accounts with respect to the DTC Notes similarly are required to make book-entry transfers and receive and transmit such payments on behalf of their respective Owners. Accordingly, although Owners who hold DTC Notes through Direct Participants or Indirect Participants will not possess Registered Notes, the Rules, by virtue of the requirements described above, provide a mechanism by which Direct Participants will receive payments and will be able to transfer their interest in respect of the DTC Notes.

Purchases of DTC Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the DTC Notes on DTC’s records. The ownership interest of each actual purchaser of each DTC Note (“**Beneficial Owner**”) is in turn to be recorded on the Direct and Indirect Participant’s records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the DTC Notes are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in DTC Notes, except in the event that use of the book-entry system for the DTC Notes is discontinued.



To facilitate subsequent transfers, all DTC Notes deposited by Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. The deposit of DTC Notes with DTC and their registration in the name of Cede & Co. effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the DTC Notes; DTC's records reflect only the identity of the Direct Participants to whose accounts such DTC Notes are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to Cede & Co. If less than all of the DTC Notes within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. will consent or vote with respect to DTC Notes. Under its usual procedures, DTC mails an Omnibus Proxy to the relevant Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the DTC Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the DTC Notes will be made to DTC. DTC's practice is to credit Direct Participants' accounts on the due date for payment in accordance with their respective holdings shown on DTC's records unless DTC has a reason to believe that it will not receive payment on the due date. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of such Participant and not of DTC or the Relevant Obligor(s), subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to DTC is the responsibility of each Relevant Obligor, disbursement of such payments to Direct Participants is the responsibility of DTC, and disbursement of such payments to the Beneficial Owners is the responsibility of Direct and Indirect Participants.

Under certain circumstances, including if there is an Event of Default under the Notes, DTC will exchange the DTC Notes for definitive Registered Notes, which it will distribute to its Participants in accordance with their proportionate entitlements and which, if representing interests in a Rule 144A Global Note, will be legended as set forth under "*Transfer Restrictions*".

Since DTC may only act on behalf of Direct Participants, who in turn act on behalf of Indirect Participants, any Owner desiring to pledge DTC Notes to persons or entities that do not participate in DTC, or otherwise take actions with respect to such DTC Notes, will be required to withdraw its Registered Notes from DTC as described below.

### ***Euroclear and Clearstream***

Euroclear and Clearstream each hold securities for its customers and facilitate the clearance and settlement of securities transactions by electronic book-entry transfer between their respective account holders. Euroclear and Clearstream provide various services including safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream also deal with domestic securities markets in several countries through established depository and custodial relationships. Euroclear and Clearstream have established an electronic bridge between their two systems across which their respective participants may settle trades with each other.

Euroclear and Clearstream customers are world-wide financial institutions, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to Euroclear and Clearstream is available to other institutions that clear through or maintain a custodial relationship with an account holder of either system.

## **CMU**

The CMU is a central depository service provided by the Central Moneymarkets Unit of the HKMA for the safe custody and electronic trading between the members of this service (“**CMU Members**”) of Exchange Fund Bills and Notes Clearing and Settlement Service securities and capital markets instruments (together as “**CMU Instruments**”) which are specified in the CMU Reference Manual as capable of being held within the CMU.

The CMU is only available to CMU Instruments issued by a CMU Member or by a person for whom a CMU Member acts as agent for the purposes of lodging instruments issued by such persons. Membership of the CMU is open to financial institutions regulated by the Hong Kong Monetary Authority, Securities and Futures Commission, Insurance Authority or Mandatory Provident Fund Schemes Authority. For further details on the full range of the CMU’s custodial services, please refer to the CMU Reference Manual.

The CMU has an income distribution service which is a service offered by the CMU to facilitate the distribution of interest, coupon or redemption proceeds (collectively, the “**income proceeds**”) by CMU Members who are paying agents to the legal title holders of CMU Instruments via the CMU system. Furthermore, the CMU has a corporate action platform which allows an issuer (or its agent) to make an announcement/notification of a corporate action and noteholders to submit the relevant certification. For further details, please refer to the CMU Reference Manual.

An investor holding an interest through an account with either Euroclear or Clearstream, in any Notes held in the CMU will hold that interest through the respective accounts which Euroclear and Clearstream, each have with the CMU.

### **Book-entry Ownership of and Payments in respect of DTC Notes**

The relevant Issuer may apply to DTC in order to have any Series of Notes represented by a Global Note Certificate accepted in its book-entry settlement system. Upon the issue of any such Global Note Certificate, DTC or its custodian will credit, on its internal book-entry system, the respective nominal amounts of the individual beneficial interests represented by such Global Note Certificate to the accounts of persons who have accounts with DTC. Such accounts initially will be designated by or on behalf of the relevant Dealer. Ownership of beneficial interests in such a Global Note Certificate will be limited to Direct Participants or Indirect Participants, including, in the case of any Regulation S Global Note, the respective depositories of Euroclear and Clearstream. Ownership of beneficial interests in a Global Note Certificate accepted by DTC will be shown on, and the transfer of such ownership will be effected only through, records maintained by DTC or its nominee (with respect to the interests of Direct Participants) and the records of Direct Participants (with respect to interests of Indirect Participants).

Payments in U.S. dollars of principal and interest in respect of a Global Note Certificate accepted by DTC will be made to the order of DTC or its nominee as the registered holder of such Note. In the case of any payment in a currency other than U.S. dollars, payment will be made to the Exchange Agent on behalf of DTC or its nominee and the Exchange Agent will (in accordance with instructions received by it) remit all or a portion of such payment for credit directly to the beneficial holders of interests in the Global Note Certificate in the currency in which such payment was made and/or cause all or a portion of such payment to be converted into U.S. dollars and credited to the applicable Participants’ account.

The relevant Issuer expects DTC to credit accounts of Direct Participants on the applicable payment date in accordance with their respective holdings as shown in the records of DTC unless DTC has reason to believe that it will not receive payment on such payment date. The relevant Issuer also expects that payments by Participants to beneficial owners of Notes will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers, and will be the responsibility of such Participant and not the responsibility of DTC, the Principal Paying Agent, the Registrar or the relevant Issuer. Payment of principal, premium, if any, and interest, if any, on Notes to DTC is the responsibility of the relevant Issuer.

## **Transfers of Notes Represented by Global Notes Certificate**

Transfers of any interests in Notes represented by a Global Note Certificate within DTC, Euroclear and Clearstream will be effected in accordance with the customary rules and operating procedures of the relevant clearing system. The laws in some States within the United States require that certain persons take physical delivery of securities in definitive form. Consequently, the ability to transfer Notes represented by a Global Note Certificate to such persons may depend upon the ability to exchange such Notes for Notes in definitive form. Similarly, because DTC can only act on behalf of Direct Participants in the DTC system who in turn act on behalf of Indirect Participants, the ability of a person having an interest in Notes represented by a Global Note Certificate accepted by DTC to pledge such Notes to persons or entities that do not participate in the DTC system or otherwise to take action in respect of such Notes may depend upon the ability to exchange such Notes for Notes in definitive form. The ability of any holder of Notes represented by a Global Note Certificate accepted by DTC to resell, pledge or otherwise transfer such Notes may be impaired if the proposed transferee of such Notes is not eligible to hold such Notes through a direct or indirect participant in the DTC system.

Subject to compliance with the transfer restrictions applicable to the Registered Notes described under “*Transfer Restrictions*”, cross-market transfers between DTC, on the one hand, and directly or indirectly through Clearstream or Euroclear accountholders, on the other, will be effected by the relevant clearing system in accordance with its rules and through action taken by the Registrar, the Paying Agent and the DTC Custodian with whom the relevant Registered Notes have been deposited.

On or after the Issue Date for any Series, transfers of Notes of such Series between accountholders in Clearstream and Euroclear and transfers of Notes of such Series between Participants in DTC will generally have a settlement date three business days after the trade date (T+3). The customary arrangements for delivery versus payment will apply to such transfers.

Cross-market transfers between accountholders in Clearstream or Euroclear and DTC participants will need to have an agreed settlement date between the parties to such transfer. Because there is no direct link between DTC, on the one hand, and Clearstream and Euroclear, on the other, transfers of interests in the relevant Registered Global Notes will be effected through the Registrar, the Paying Agent and the DTC Custodian receiving instructions (and, where appropriate, certification) from the transferor and arranging for delivery of the interests being transferred to the credit of the designated account for the transferee. In the case of cross-market transfers, settlement between Euroclear or Clearstream accountholders and DTC participants cannot be made on a delivery versus payment basis. The securities will be delivered on a free delivery basis and arrangements for payment must be made separately.

DTC, Clearstream and Euroclear have each published rules and operating procedures designed to facilitate transfers of beneficial interests in Registered Notes among participants and accountholders of DTC, Clearstream and Euroclear. However, they are under no obligation to perform or continue to perform such procedures, and such procedures may be discontinued or changed at any time. None of the Relevant Obligors, the Bank, the Agents or any Dealer will be responsible for any performance by DTC, Clearstream or Euroclear, the CMU or their respective direct or indirect participants or accountholders of their respective obligations under the rules and procedures governing their operations and none of them will have any liability for any aspect of the records relating to or payments made on account of beneficial interests in the Notes represented by Global Notes Certificate or for maintaining, supervising or reviewing any records relating to such beneficial interests.

## TRANSFER RESTRICTIONS

### Regulation S Notes

Each purchaser of Bearer Notes or Unrestricted Notes outside the United States pursuant to Regulation S and each subsequent purchaser of such Notes in resales prior to the expiration of the distribution compliance period as defined in Regulation S, by accepting delivery of this Offering Circular and the Notes, will be deemed to have represented, agreed and acknowledged that:

- (i) it is, or at the time Notes are purchased will be, the beneficial owner of such Notes and:
  - (f) it is not a U.S. person and it is located outside the United States (within the meaning of Regulation S); and
  - (g) it is not an affiliate of any Relevant Obligor or a person acting on behalf of such an affiliate;
- (ii) it understands that such Notes have not been and will not be registered under the Securities Act and that, prior to the expiration of the distribution compliance period (as defined in Regulation S), it will not offer, sell, pledge or otherwise transfer such Notes except:
  - (a) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S; or
  - (b) to the relevant Issuer; or
  - (c) in the case of Unrestricted Notes only, in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or the account of a QIB, in each case in accordance with any applicable securities laws of any State of the United States;
- (iii) it understands that each Relevant Obligor, the Trustee, the Registrar, the Arrangers, the Dealers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and, if any such acknowledgements, representations or agreements deemed to have been made by virtue of its purchase of the Notes are no longer accurate, it agrees to promptly notify the Relevant Obligor(s).

On or prior to the expiration of the relevant distribution compliance period, Notes represented by an interest in an Unrestricted Global Note Certificate may be transferred to a person who wishes to hold such Notes in the form of an interest in a Restricted Global Note Certificate only upon receipt by the Registrar of a written certification from the transferor (in the form set out in Schedule 5 (*Form of Transfer Certificate*) to the Bank Issuer Trust Deed) to the effect that such transfer is being made to a person whom the transferor reasonably believes is a QIB, in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any state of the United States. After the expiration of the relevant distribution compliance period, such certification requirements will no longer apply to such transfers, but such transfers will continue to be subject to the transfer restrictions contained in the legend appearing on the face of such Global Note Certificate, as described above under “*Forms of the Notes*”.

Notes represented by an interest in a Restricted Global Note Certificate may also be transferred to a person who wishes to hold such Notes in the form of an interest in an Unrestricted Global Note Certificate, but only upon receipt by the Registrar of a written certification from the transferor (in the form set out in Schedule 5 (*Form of Transfer Certificate*) to the Bank Issuer Trust Deed) to the effect that such transfer is being made in accordance with Regulation S or Rule 144 (if available) under the Securities Act.

Any interest in a Note represented by an Unrestricted Global Note Certificate that is transferred to a person who takes delivery in the form of an interest in a Note represented by a Restricted Global Note Certificate will, upon transfer, cease to be an interest in a Note represented by an Unrestricted Global Note Certificate and become an interest in a Note represented by a Restricted Global Note Certificate and, accordingly, will thereafter be subject to all transfer restrictions and other procedures applicable to Notes represented by a Restricted Global Note Certificate.

## Rule 144A Notes

Each purchaser of Restricted Notes in reliance on Rule 144A, by accepting delivery of this Offering Circular, will be deemed to have represented, agreed and acknowledged as follows (terms used in the following paragraphs that are defined in Rule 144A have the respective meanings given to them in Rule 144A):

- (i) the purchaser is (a) a QIB, (b) acquiring the Notes for its own account or for the account of one or more QIBs, (c) not formed for the purpose of investing in the Notes or the relevant Issuer and (d) is aware, and each beneficial owner of such Notes has been advised that the sale of the Notes to it is being made in reliance on Rule 144A;
- (ii) the purchaser understands that (1) the Notes have not been and will not be registered under the Securities Act and may not be offered, sold, pledged or otherwise transferred except (a) in accordance with Rule 144A to a person that it, and any person acting on its behalf, reasonably believes is a QIB purchasing for its own account or for the account of one or more QIBs, (b) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act, (c) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available), (d) pursuant to an effective registration statement under the Securities Act or (e) to the relevant Issuer or any of its affiliates, in each case in accordance with any applicable securities laws of any State of the United States and (2) it will, and each subsequent holder of the Restricted Notes is required to, notify any purchaser of the Restricted Notes from it of the resale restrictions applicable to the Restricted Notes;
- (iii) the purchaser understands that the Restricted Global Note Certificate and any restricted Individual Note Certificate (a “**Restricted Individual Note Certificate**”) will bear a legend to the following effect, unless the relevant Issuer determines otherwise in accordance with applicable law:

THE NOTES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”) OR ANY SECURITIES LAW OF ANY STATE OF THE UNITED STATES. THE HOLDER HEREOF, BY PURCHASING THE NOTES REPRESENTED HEREBY, AGREES FOR THE BENEFIT OF THE ISSUER THAT THE NOTES REPRESENTED HEREBY MAY BE REOFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY IN COMPLIANCE WITH THE SECURITIES ACT AND OTHER APPLICABLE LAWS AND ONLY (1) PURSUANT TO RULE 144A UNDER THE SECURITIES ACT TO A PERSON THAT THE HOLDER REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A PURCHASING FOR ITS OWN ACCOUNT OR A PERSON PURCHASING FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER WHOM THE HOLDER HAS INFORMED, IN EACH CASE, THAT THE REOFFER, RESALE, PLEDGE OR OTHER TRANSFER IS BEING MADE IN RELIANCE ON RULE 144A, (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR 904 OF REGULATION S UNDER THE SECURITIES ACT, (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT (IF AVAILABLE) OR (4) TO THE ISSUER OR ITS AFFILIATES.

- (iv) if it is acquiring any Notes for the account of one or more QIBs the purchaser represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account; and

- (v) the purchaser understands that the relevant Issuer, the Trustee, the Registrar, the Arrangers, the Dealers and their affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and, if any such acknowledgments, representations or agreements deemed to have been made by virtue of its purchase of the Notes are no longer accurate, it agrees to promptly notify the relevant Issuer.

Upon the transfer, exchange or replacement of a Restricted Global Note Certificate or a Restricted Individual Note Certificate, or upon specific request for removal of the legend, the relevant Issuer will deliver only a Restricted Global Note Certificate or one or more Restricted Individual Note Certificates that bear such legend or will refuse to remove such legend, unless there is delivered to the relevant Issuer and the Registrar such satisfactory evidence (which may include a legal opinion) as may reasonably be required by the relevant Issuer that neither the legend nor the restrictions on transfer set forth therein are required to ensure compliance with the provisions of the Securities Act.

Any interest in a Restricted Global Note Certificate that is transferred to a person who takes delivery in the form of an interest in an Unrestricted Global Note Certificate will, upon transfer, cease to be an interest in a Restricted Global Note Certificate and become an interest in an Unrestricted Global Note Certificate and, accordingly, will thereafter be subject to all transfer restrictions and other procedures applicable to an interest in an Unrestricted Global Note Certificate.

Prospective purchasers that are QIBs are hereby notified that sellers of the Restricted Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.

## REGULATION AND SUPERVISION IN THE PRC

The banking industry is heavily regulated in the PRC, with CBIRC and PBOC acting as the principal regulatory authorities. CBIRC is primarily responsible for supervising and regulating banking institutions, and PBOC, as the central bank of the PRC, is primarily responsible for formulating and implementing monetary policies. The applicable laws and regulations governing activities in the PRC banking industry consist principally of the PRC PBOC Law, the PRC Commercial Banking Law, the Law of PRC on Supervision and Administration of Banking Sector, and rules and regulations promulgated thereunder.

### Principal Regulators

Prior to April 2003, PBOC acted as both the PRC's central bank and the principal supervisor and regulator of the banking industry in the PRC. In April 2003, China Banking Regulatory Commission was established to serve as the primary banking industry regulator and it assumed the majority of bank regulatory functions from PBOC. PBOC retained its role as the central bank but now has a smaller role in the regulation of banking institutions.

In March 2018, the PRC Government announced the merger of the China Banking Regulatory Commission with the China Insurance Regulatory Commission, to form CBIRC. It is expected that further announcement will be issued by the PRC Government to set out the roles and responsibilities of CBIRC and PBOC in regulating the banking institutions of the PRC.

### CBIRC

#### *Functions and Powers*

CBIRC is the primary supervisory authority responsible for the regulation of banking institutions operating in the PRC, including branches and representative offices established by foreign financial institutions in the banking sector in the PRC.

According to the Law of PRC on Supervision and Administration of Banking Sector, the main responsibilities of CBIRC include:

- (1) formulating and promulgating rules and regulations governing banking institutions and their business activities;
- (2) reviewing and approving the establishment, change, dissolution and business scope of banking institutions, as well as granting banking licences for commercial banks, their branches and subsidiaries, branches and representative offices of foreign banks in the PRC;
- (3) regulating the business activities of banking institutions, including the products and services they offer;
- (4) setting qualification requirements for, and approving or overseeing the nomination of, directors and senior management personnel of banking institutions;
- (5) setting guidelines and standards for internal controls, risk exposure and corporate governance of, and disclosure requirements for, banking institutions;
- (6) conducting on-site inspection and off-site surveillance of the business activities and risk exposure status of banking institutions;
- (7) monitoring the financial condition of banking institutions, including establishing standards or requirements for capital adequacy, asset quality and other financial metrics;
- (8) imposing corrective and punitive measures for violations of applicable banking regulations;

- (9) formulating prudential regulation principles of banking sector in accordance with laws and administrative regulations;
- (10) working with authorities (including the PBOC and the Ministry of Finance);
- (11) to establish emergency disposal mechanisms and to deal with any emergencies in the banking sector;
- (12) guiding and conducting surveillance on the activities of banking self-disciplinary organisations; and
- (13) carrying out international communication and cooperation activities related to supervisions of the banking sector.

#### *Examination and Supervision*

CBIRC, through its head office in Beijing and offices in each province, provincial-level municipality and autonomous region, monitors the operations of commercial banks and their branches through on-site inspections and off-site surveillance. On-site inspections generally include visiting the banks' premises, interviewing bank employees, senior management and directors, as well as reviewing documents and materials maintained by the banks. CBIRC also conducts off-site surveillance by reviewing financial and other reports regularly submitted by the banks. Off-site surveillance generally includes the surveillance of banks' business activities and risk exposure status to evaluate and analyse the operational risk of the banks. If a banking institution is not in compliance with a regulation, CBIRC has the power to issue corrective and punitive measures, including imposition of fines, suspension of certain business activities, restrictions on distributions of dividends and other income and asset transfers, closure of the institution and other penalties.

#### **PBOC**

As the central bank of the PRC, PBOC is responsible for formulating and implementing monetary policies and maintaining the stability of the financial markets. According to the PRC PBOC Law, PBOC is empowered to:

- (1) formulate and implement monetary policies by establishing benchmark interest rates, setting the deposit reserve ratios for banks, extending loans to commercial banks, accepting discounted bills and conducting open market operations;
- (2) issue PRC treasury bills and other government bonds to financial institutions, as the agent of the Ministry of Finance;
- (3) issue the currency of Renminbi and regulate the flow of Renminbi;
- (4) regulate the inter-bank lending market, inter-bank bond market and inter-bank foreign exchange market;
- (5) set foreign exchange rate policies and manage the PRC's foreign exchange reserves and gold reserves;
- (6) manage the state treasury;
- (7) maintain the normal operation of payment and settlement systems;
- (8) carry out foreign exchange administration and regulate inter-bank foreign exchange market;
- (9) establish anti-money laundering guidelines and monitor fund transfers to ensure that such transfers are in compliance with anti-money laundering regulations;



(10) act as the central bank of the PRC to conduct relevant international financial activities; and

(11) collect statistics of, investigate, analyse and forecast the financial industry.

### *Other Regulatory Authorities*

In addition to CBIRC and PBOC, commercial banks in the PRC are also subject to the supervision and regulation by other regulatory authorities including, among others, SAFE, CSRC, CIRC and NDRC. For example, in conducting foreign exchange business, banks are subject to the regulation of SAFE; in dealing with securities-related matters such as distributing securities investment funds or acting as the custodians of investment assets of securities institutional investors, banks are subject to the regulation of CSRC; and in conducting bancassurance business, banks are subject to the regulation of CIRC; and in issuing the notes overseas by the domestic banks, the domestic banks are subject to the regulation of the NDRC.

### **Regulations Regarding Capital Adequacy**

#### *Capital Adequacy Guidelines*

In June 2012, CBIRC issued the CBIRC Measures regulating CARs of PRC commercial banks. The CBIRC Measures, which are intended to reflect the Basel III regulatory capital requirements, set out minimum capital adequacy ratio (“CAR”) requirements for commercial banks and provide detailed guidelines on the calculation of “capital” and “risk-weighted assets”. The overall CAR requirements are 11.5 per cent. for systematically important commercial banks and 10.5 per cent. for other commercial banks. Commercial banks in the PRC are required to have a CAR of not less than 8 per cent., Tier 1 CAR of not less than 6 per cent. and Common Equity Tier 1 CAR of not less than 5 per cent.. The CARs are calculated in accordance with the CBIRC Measures as follows:

$$\text{Capital Adequacy Ratio} = \frac{\text{Total Capital} - \text{deductions from corresponding capital instruments}}{\text{Risk-weighted Assets}} \times 100\%$$

$$\text{Tier 1 Capital Adequacy Ratio} = \frac{\text{Tier 1 Capital} - \text{deductions from corresponding capital instruments}}{\text{Risk-weighted Assets}} \times 100\%$$

$$\text{Common Equity Tier 1 Capital Adequacy Ratio} = \frac{\text{Common Equity Tier 1 Capital} - \text{deductions from corresponding capital instruments}}{\text{Risk-weighted Assets}} \times 100\%$$

In November 2012, CBIRC further released the Guiding Opinion on Commercial Banks’ Innovation on Capital Instruments (the “**2012 Guiding Opinions**”), setting out the general principles of the innovation of capital instruments of commercial banks and criteria of qualified capital instruments.

In addition, the CBIRC Measures requires that commercial banks meet regulatory requirements on capital adequacy ratios as set forth in these Measures before the end of 2018. On 30 November 2012, CBIRC issued (“**Notice of the China Banking Regulatory Commission on Issues concerning Transitional Arrangements for the Implementation**”) of the Administrative Measures for the Capital of Commercial Banks (for Trial Implementation), which requires the satisfaction by systematically important commercial banks and other banks of CAR requirements by the end of 2013, 2014, 2015, 2016, 2017 and 2018 respectively.

## PRC CURRENCY CONTROLS

The following is a general description of certain currency controls in the PRC and is based on the law and relevant interpretations thereof in effect as at the date of this Offering Circular, all of which are subject to change, and does not constitute legal advice. It does not purport to be a complete analysis of all applicable currency controls in the PRC relating to the Notes. Prospective holders of Notes who are in any doubt as to PRC currency controls are advised to consult their own professional advisers.

Renminbi is not a completely freely convertible currency. The remittance of Renminbi into and outside the PRC is subject to control imposed under PRC law.

### Current Account Items

Under PRC foreign exchange control regulations, current account items refer to any transaction for international receipts and payments involving goods, services, earnings and other frequent transfers.

Prior to July 2009, all current account items were required to be settled in foreign currencies with limited exceptions. Following progressive reforms, Renminbi settlement of imports and exports of goods and of services and other current account items became permissible nationwide in 2012, except that the key enterprises on a Supervision List determined by the PBOC and five other relevant authorities would be subject to enhanced scrutiny when banks process current account cross-border repatriations.

On 5 July 2013, the PBOC promulgated the Circular on Policies related to Simplifying and Improving Cross-border Renminbi Business Procedures (關於簡化跨境人民幣業務流程和完善有關政策的通知) (the “**2013 PBOC Circular**”) which simplified the procedures for cross-border Renminbi trade settlement under current account items. On 1 November 2014, PBOC introduced a cash pooling arrangement for qualified multinational enterprise group companies, under which a multinational enterprise group can process cross-border Renminbi payments and receipts for current account items on a collective basis for eligible member companies in the group. On 5 September 2015, PBOC promulgated the Circular on Further Facilitating the Cross-Border Bi-directional Renminbi Cash Pooling Business by Multinational Enterprise Groups (關於進一步便利跨國企業集團開展跨境雙向人民幣資金池業務的通知) (the “**2015 PBOC Circular**”), which, among others, have lowered the eligibility requirements for multinational enterprise groups and increased the cap for net cash inflow. The 2015 PBOC Circular also provides that enterprises in the China (Shanghai) Free Trade Pilot Zone (the “**Shanghai FTZ**”) may establish an additional cash pool in the local scheme in the Shanghai FTZ, but each onshore company within the group may only elect to participate in one cash pool. In November 2016, PBOC Shanghai Headquarters further allowed banks in Shanghai to provide multinational enterprise groups with services of full-function onshore cash pooling, which will enable broader scope for utilising pooled cashed.

The regulations referred to above are subject to interpretation and application by the relevant PRC authorities. Local authorities may adopt different practices in applying these regulations and impose conditions for settlement of current account items.

### Capital Account Items

Under PRC foreign exchange control regulations, capital account items include cross-border transfers of capital, direct investments, securities investments, derivative products and loans. Capital account payments are generally subject to approval of, and/or registration or filing with, the relevant PRC authorities.

Until recently, settlement of capital account items, for example, the capital contribution of foreign investors to foreign invested enterprises in the PRC, were generally required to be made in foreign currencies. Under progressive reforms by PBOC, the Ministry of Commerce of the PRC (“**MOFCOM**”) and the State Administration of Foreign Exchange of the PRC (“**SAFE**”), foreign investors are now permitted to make capital contribution, share transfer, profit allocation and liquidation and certain other transactions in Renminbi for their foreign direct investment within the PRC. Cross-border Renminbi payment infrastructure and trading facilities are being improved. Approval, registration and filing requirements for capital account payments in Renminbi are being removed gradually. In addition, the Circular on Reforming Foreign Exchange Capital Settlement for Foreign Invested Enterprises (關於改革外商投資企業外匯資本金結匯管理方式的通知) which became effective on 1 June 2015, allows foreign-invested enterprises to settle 100 per cent. (subject to future adjustment at discretion of SAFE) of the foreign currency capital (which has been processed through the SAFE’s equity interest confirmation procedure for capital contribution in cash or registered by a bank on the SAFE’s system for account-crediting for such capital contribution) into Renminbi according to their actual operational needs. A negative list with respect to the usage of the capital and the Renminbi proceeds through the aforementioned settlement procedure is set forth under the Circular. In particular, a foreign invested enterprise with investment as its main business is permitted to use such Renminbi proceeds to make equity contribution to its invested enterprises directly, without further filings with SAFE.

PRC entities are also permitted to borrow Renminbi-denominated loans from foreign lenders (which are referred to as “**foreign debt**”) and lend Renminbi-denominated loans to foreign borrowers (which are referred to as “**outbound loans**”), as long as such PRC entities have the necessary quota, approval or registration. PRC entities may also denominate security or guarantee arrangements in Renminbi and make payments thereunder to parties in the PRC as well as other jurisdictions (which is referred to as “**cross-border security**”). Under current rules promulgated by SAFE, foreign debts borrowed, outbound loans extended, and the cross-border security provided by a PRC onshore entity (including a financial institution) in Renminbi shall, in principle, be regulated under the current PRC foreign debt, outbound loan and cross-border security regimes applicable to foreign currencies. However, there remains potential inconsistencies between the provisions of the SAFE rules and the provisions of the 2013 PBOC Circular. It is not clear how regulators will deal with such inconsistencies in practice.

Nevertheless, since January 2016, PBOC and SAFE have worked to set up the Macro Prudential Assessment (“**MPA**”) system in order to unify the management of foreign debt denominated in Renminbi and foreign currencies. The latest MPA system is established pursuant to the 2017 PBOC Circular. Under the MPA system, both non-financial enterprises and financial institutions are allowed to borrow foreign debt within the defined “cross-border financing risk weighted balance limit”. They can settle foreign debt proceeds in Renminbi on a voluntary basis, provided that the proceeds should not be used beyond their business scope or in violation of relevant laws and regulations.

According to the 2015 PBOC Circular, qualified multinational enterprise groups can extend Renminbi-denominated loans to, or borrow Renminbi-denominated loans from, eligible offshore member entities within the same group by leveraging the cash pooling arrangements. The Renminbi funds will be placed in a special deposit account and may not be used to invest in stock, financial derivatives, or non-self-use real estate assets, or purchase wealth management products or extend loans to enterprises outside the group. Enterprises within the Shanghai FTZ may establish another cash pool under the Shanghai FTZ rules to extend inter-company loans, although Renminbi funds obtained from financing activities may not be pooled under this arrangement.

The securities markets, specifically the Renminbi Qualified Foreign Institutional Investor (“**RQFII**”) regime and the China Interbank Bond Market (“**CIBM**”), has been further liberalised for foreign investors. The PBOC has relaxed the quota control for RQFII, and has also expanded the list of eligible foreign investors in CIBM, removed certain quota restrictions, and has granted more flexibility for the settlement agents to provide the relevant institutions with more trading facilities (for example, in relation to derivatives for hedging foreign exchange risk).

The Interbank foreign exchange market of the PRC is also gradually opening-up. In January 2016, CFETS set forth qualifications, application materials and procedure for certain foreign participating banks (which needs to have a relatively large scale of Renminbi purchase and sale business and international influence) to access the inter-bank foreign exchange market.

Recent reforms introduced were aimed at controlling the remittance of Renminbi for payment of transactions categorised as capital account items. There is no assurance that the PRC Government will continue to gradually liberalise the control over Renminbi payments of capital account item transactions in the future. The relevant regulations are relatively new and will be subject to interpretation and application by the relevant PRC authorities. Further, if any new PRC regulations are promulgated in the future which have the effect of permitting or restricting (as the case may be) the remittance of Renminbi for payment of transactions categorised as capital account items, then such remittances will need to be made subject to the specific requirements or restrictions set out in such rules.

## SUBSCRIPTION AND SALE

### Summary of Dealer Agreement

The Dealers have, in an amended and restated dealer agreement dated 13 April 2022 (as further amended or supplemented from time to time, the “**Dealer Agreement**”), agreed with the Relevant Obligor(s) a basis upon which they or any of them may from time to time agree to subscribe Notes. Any such agreement will extend to those matters stated under “*Form of the Notes*” and “*Terms and Conditions of the Notes*”. Each Relevant Obligor will pay each relevant Dealer a commission as agreed between them in respect of Notes subscribed by it. Where the relevant agrees to sell to the Dealer(s), who agree to subscribe and pay for, or to procure subscribers to subscribe and pay for, Notes at an issue price (the “**Issue Price**”), any subsequent offering of those Notes to investors may be at a price different from such Issue Price. Each of the Bank and the Relevant Obligor(s) has agreed to reimburse the Arrangers certain of their expenses incurred in connection with the establishment, and any future update, of the Programme and the Dealers certain of their activities in connection with the Programme. The commissions in respect of an issue of Notes on a syndicated basis may be stated in the relevant Pricing Supplement.

Each of the Bank and the Relevant Obligor(s) has agreed to indemnify the Dealer against certain liabilities in connection with the offer and sale of the Notes. The Dealer Agreement entitles the Dealer to terminate any agreement that they make to subscribe Notes in certain circumstances prior to payment for such Notes being made to the relevant Issuer.

In order to facilitate the offering of any Series of the Notes, certain persons participating in the offering of the Series may engage in transactions that stabilise, maintain or otherwise affect the market price of the relevant Notes during and after the offering of the Series. Specifically such persons may over allot or create a short position in the Notes for their own account by selling more Notes than have been sold to them by the relevant Issuer. Such persons may also elect to cover any such short position by purchasing Notes in the open market. In addition, such persons may stabilise or maintain the price of the Notes by bidding for or purchasing Notes in the open market and may impose penalty bids, under which selling concessions allowed to syndicate members or other broker dealer participating in the offering of the Notes are reclaimed if Notes previously distributed in the offering are repurchased in connection with stabilisation transactions or otherwise. The effect of these transactions may be to stabilise or maintain the market price of the Notes at a level above that which might otherwise prevail in the open market. The imposition of a penalty bid may also affect the price of the Notes to the extent that it discourages resales thereof. No representation is made as to the magnitude or effect of any such stabilising or other transactions. Such transactions, if commenced, may be discontinued at any time. Stabilisation activities may only be carried on by the Stabilisation Manager(s) named in the applicable Pricing Supplement (or persons acting on behalf of any Stabilisation Manager(s)) and only for a limited period following the issue date of the relevant Series of Notes.

In connection with each Series of Notes issued under the Programme, the Dealer or certain of their affiliates may purchase Notes and be allocated Notes for asset management and/or proprietary purposes but not with a view to distribution. Further, the Dealers or their respective affiliates may purchase Notes for its or their own account and enter into transactions, including credit derivatives, such as asset swaps, repackaging and credit default swaps relating to such Notes and/or other securities of any Relevant Obligor or its respective subsidiaries or affiliates at the same time as the offer and sale of each Series of Notes or in secondary market transactions. Such transactions would be carried out as bilateral trades with selected counterparties and separately from any existing sale or resale of the Series of Notes to which a particular Pricing Supplement relates (notwithstanding that such selected counterparties may also be purchasers of such Series of Notes).

## **Selling Restrictions**

### ***United States of America***

#### ***CATEGORY 1***

The Notes have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, and Bearer Notes are subject to U.S. tax law requirements. The Notes may not be offered, sold or (in the case of Bearer Notes) delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except in certain transactions exempt from the registration requirements of the Securities Act. Each of the Dealers has agreed that, except as permitted by the Dealer Agreement, it will not offer, sell or, in the case of Bearer Notes, deliver the Notes within the United States or to U.S. persons.

In addition, until 40 days after the commencement of any offering, an offer or sale of Notes within the United States by any Dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

#### ***CATEGORY 2/CATEGORY 3***

The Notes have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold or (in the case of Bearer Notes) delivered within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) except in certain transactions exempt from the registration requirements of the Securities Act.

The Bearer Notes are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the United States Internal Revenue Code and regulations thereunder.

Each Dealer has agreed that, except as permitted by the Dealer Agreement, it will not offer, sell or deliver Notes, (i) as part of their distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of the Notes comprising the relevant Tranche, within the United States or to, or for the account or benefit of, U.S. persons, other than pursuant to Rule 144A, and such Dealer will have sent to each dealer to which it sells Notes during the distribution compliance period relating thereto, a confirmation or other notice setting forth the restrictions on offers and sales of the Notes within the United States or to, or for the account or benefit of, U.S. persons.

In addition, until 40 days after the commencement of the offering of Notes comprising any Tranche, any offer or sale of Notes within the United States by any dealer not participating in the offering may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A or another exemption from registration under the Securities Act.

The Dealer Agreement provides that the Arrangers, or any other Dealer, may directly or through its respective agents or affiliates arrange for the resale of Restricted Registered Notes in the United States only to qualified institutional buyers pursuant to Rule 144A.

#### ***Prohibition of Sales to EEA Retail Investors***

Unless the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the European Economic Area.

For the purposes of this provision,

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
  - (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or
  - (ii) a customer within the meaning of the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
  - (iii) not a qualified investor as defined in the Prospectus Regulation; and
- (b) the expression an “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the relevant Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, in relation to each Member State of the European Economic Area, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to the public in that Member State except that it may make an offer of such Notes to the public in that Member State:

- (a) if the Pricing Supplement in relation to the Notes specifies that an offer of those Notes may be made other than pursuant to Article 1(4) of the Prospectus Regulation in that Member State (a “**Non-exempt Offer**”), following the date of publication of a prospectus in relation to such Notes which has been approved by the competent authority in that Member State or, where appropriate, approved in another Member State and notified to the competent authority in that Member State, provided that any such prospectus has subsequently been completed by the Pricing Supplement contemplating such Non-exempt Offer, in accordance with the Prospectus Regulation, in the period beginning and ending on the dates specified in such prospectus or Pricing Supplement, as applicable and the relevant Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- (c) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the relevant Issuer for any such offer; or
- (d) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Notes referred to in (b) to (d) above shall require the relevant Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an “**offer of Notes to the public**” in relation to any Notes in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes and the expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129.

## ***United Kingdom***

### *Prohibition of Sales to UK Retail Investors*

Unless the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to UK Retail Investors” as “Not Applicable”, each Dealer represents and agrees, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression “**retail investor**” means a person who is one (or more) of the following:
  - (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; or
  - (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or
  - (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation (as defined below); and
- (b) the expression an “**offer**” includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the Pricing Supplement in respect of any Notes specifies “Prohibition of Sales to UK Retail Investors” as “Not Applicable”, each Dealer represents, warrants and agrees, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Pricing Supplement in relation thereto to the public in the United Kingdom except that it may make an offer of such Notes to the public in the United Kingdom:

- (a) if the Pricing Supplement in relation to the Notes specifies that an offer of those Notes may be made other than pursuant to section 86 of the FSMA (a “**Public Offer**”), following the date of publication of a prospectus in relation to such Notes which has been approved by the Financial Conduct Authority, provided that any such prospectus has subsequently been completed by the Pricing Supplement contemplating such Public Offer, in the period beginning and ending on the dates specified in such prospectus or Pricing Supplement, as applicable, and the relevant Issuer has consented in writing to its use for the purpose of that Public Offer;
- (b) at any time to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;
- (c) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation) in the United Kingdom subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the relevant Issuer for any such offer; or
- (d) at any time in any other circumstances falling within section 86 of the FSMA.



provided that no such offer of Notes referred to in (b) to (d) above shall require the relevant Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an “**offer of Notes to the public**” in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes and the expression “**UK Prospectus Regulation**” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

#### **Other regulatory restrictions**

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that:

- (a) *No deposit-taking*: in relation to any Notes which have a maturity of less than one year:
  - (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and
  - (ii) it has not offered or sold and will not offer or sell any Notes other than to persons:
    - (A) whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses; or
    - (B) who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses,

where the issue of the Notes would otherwise constitute a contravention of Section 19 of the FSMA by the relevant Issuer.

- (b) *Financial promotion*: it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which section 21(1) of the FSMA does not or, in the case of the relevant Issuer would not, if it was not an authorised person, apply to any Relevant Obligor; and
- (c) *General compliance*: it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the UK.

#### **PRC**

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree, that the Notes are not being offered or sold and may not be offered or sold, directly or indirectly, in the PRC (for such purposes, not including Hong Kong, Macau or Taiwan), except as permitted by applicable laws of the PRC.

### ***Hong Kong***

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (i) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes other than (a) to “professional investors” as defined in the SFO and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a “prospectus” as defined in the C(WUMP)O or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and
- (ii) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under the SFO.

### ***Japan***

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Law No. 25 of 1948, as amended, the “**FIEA**”). Accordingly, each Dealer represents and agrees that it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer to sell any Notes in Japan or to, or for the benefit of, a resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident in Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, FIEA and other relevant laws and regulations of Japan.

### ***Singapore***

Each Dealer has acknowledged, and each further Dealer appointed under the Programme will be required to acknowledge, that this Offering Circular has not been and will not be registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Dealer has represented and agreed that, and each further Dealer appointed under the Programme will be required to represent and agree that it has not offered or sold any Notes or caused the Notes to be made the subject of an invitation for subscription or purchase and will not offer or sell any Notes or cause the Notes to be made the subject of an invitation for subscription or purchase and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Notes, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

- (1) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(c)(ii) of the SFA;
- (2) where no consideration is or will be given for the transfer;
- (3) where the transfer is by operation of law;
- (4) as specified in Section 276(7) of the SFA; or
- (5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

*Singapore SFA Product Classification: In connection with Section 309B of the SFA and the CMP Regulations 2018, unless otherwise specified before an offer of Notes, the Relevant Obligor(s) each has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are "prescribed capital markets products" (as defined in the CMP Regulations 2018) and "Excluded Investment Products" (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).*

#### **General**

These selling restrictions may be modified by the agreement of each of the Relevant Obligor(s) and the Dealer following a change in a relevant law, regulation or directive. Any such modification will be set out in the relevant Pricing Supplement issued in respect of the issue of Notes to which it relates or in a supplement to this Offering Circular.

## GENERAL INFORMATION

### 1. Listing

Application has been made to the Hong Kong Stock Exchange for the listing of the Programme during the 12-month period after the date of this Offering Circular on the Hong Kong Stock Exchange under which Notes may be issued by way of debt issues to Professional Investors only. The issue price of Notes listed on the Hong Kong Stock Exchange will be expressed as a percentage of their nominal amount. Transactions will normally be effected for settlement in the relevant specified currency and for delivery by the end of the second trading day after the date of the transaction. It is expected that dealings will, if permission is granted to deal in and for the listing of such Notes, commence on or about the next business day following the date of listing of the relevant Notes.

### 2. Legal Entity Identifier

The Legal Entity Identifier (LEI) code of the Bank is 54930053HGCFWVHYZX42.

### 3. Authorisation

The establishment and update of the Programme and the issue of the Notes thereunder were authorised by resolutions of the board of directors of the Bank passed on 24 March 2011, 27 March 2020 and 30 March 2021, respectively, and resolutions of the shareholders' meeting of the Bank passed on 27 May 2011, 30 June 2020 and 20 May 2021, respectively. The Bank and each Relevant Obligor has obtained or will obtain from time to time all necessary consents, approvals and authorisations in connection with the issue and performance of its obligations under the Notes.

### 4. Legal and Arbitration Proceedings

None of the Relevant Obligor(s), the Relevant Group nor the Group is or has been involved in any governmental, legal or arbitration proceedings, (including any such proceedings which are pending or threatened, of which any Relevant Obligor or the Bank is aware), which may have, or have had, during the 12 months prior to the date of this Offering Circular, a significant effect on the financial position or profitability of any Relevant Obligor, the Relevant Group, the Bank or the Group.

### 5. Significant/Material Change

Since 31 December 2021, there has been no material adverse change in the financial position or prospects nor any significant change in the financial or trading position or prospects of any Relevant Obligor, the Bank, or the Group.

### 6. NDRC Registration

Where applicable for a relevant Tranche of Notes, the Notes will be issued within the relevant annual or otherwise general foreign debt issuance quota granted to the Bank pursuant to the Circular on Promoting the Reform of the Administrative System on the Issuance by Enterprises of Foreign Debt Filings and Registrations (國家發展改革委關於推進企業發行外債備案登記制管理改革的通知(發改外資[2015]2044號)) issued by the NDRC which came into effect on 14 September 2015 and the applicable implementation rules or policies thereof as issued by NDRC from time to time. Alternatively, separate pre-issue registration of a particular Tranche of Notes may be completed by the Bank as set forth in the relevant Pricing Supplement. After the issuance of such relevant Tranche of Notes, the Bank intends to provide the requisite information on the issuance of such Notes to NDRC within the time period as required by NDRC.

### 7. PBOC Reporting

With respect to any applicable Tranche of the Notes, reporting will be completed by the Bank in accordance with the 2017 PBOC Circular when the applicable Pricing Supplement is executed and before the relevant Issue Date.

## **8. Auditor**

The Bank's audited consolidated financial statements as at and for the years ended 31 December 2020 and 2021, which are incorporated by reference in this Offering Circular, have been audited by Ernst & Young, Certified Public Accountants and PricewaterhouseCoopers, Certified Public Accountants, respectively, as stated in their respective audit reports appearing therein.

## **9. Documents on Display**

Copies of the following documents may be inspected during normal business hours on any weekday (Saturday's and public holidays excepted) at the registered office of the Bank at No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, People's Republic of China and the specified office of the Principal Paying Agent at The Bank of New York Mellon, London Branch, 40th Floor, One Canada Square, London E14 5AL, United Kingdom for so long as the Notes are capable of being issued under the Programme:

- (i) the articles of association of the Bank and each Subsidiary Issuer (if applicable);
- (ii) the audited consolidated financial statements of the Bank for the years ended 31 December 2020 and 2021, respectively;
- (iii) copies of the latest annual report and audited annual consolidated financial statements, and any consolidated interim financial statements (whether audited or unaudited) published subsequently to such annual financial statements, of the Bank;
- (iv) each Pricing Supplement (save that a Pricing Supplement relating to a Note which is neither admitted to trading on a regulated market within the EEA or the UK nor offered in the EEA or the UK in circumstances where a prospectus is required to be published under the Prospectus Regulation will only be available for inspection by a holder of such Note and such holder must produce evidence satisfactory to the relevant Issuer and the Principal Paying Agent as to its holding of Notes and identity);
- (v) a copy of this Offering Circular together with any supplement to this Offering Circular;
- (vi) the Non-Guaranteed Notes Principal Trust Deed (which contains the forms of the Notes in global and definitive form), the Guaranteed Notes Principal Trust Deed (which contains the forms of the Notes in global and definitive form), each Non-Guaranteed Notes Trust Deed, each Guaranteed Notes Trust Deed and each Alternative Trust Deed;
- (vii) the Non-Guaranteed Notes Principal Agency Agreement, the Guaranteed Notes Principal Agency Agreement, each Non-Guaranteed Notes Agency Agreement, each Guaranteed Notes Agency Agreement and each Alternative Agency Agreement;
- (viii) the Dealer Agreement; and
- (ix) the Programme Manual.

## **10. Clearing of the Notes**

The Notes may be accepted for clearance through Euroclear, Clearstream and the DTC. The Issuer may also apply to have Notes accepted for clearance through the CMU. The relevant CMU instrument number will be set out in the relevant Pricing Supplement. The appropriate common code, the International Securities Identification Number and/or the Committee on the Uniform Security Identification Procedure ("CUSIP") in relation to the Notes of each Series will be specified in the relevant Pricing Supplement. The relevant Pricing Supplement shall specify any other clearing system as shall have accepted the relevant Notes for clearance together with any further appropriate information.

**BANK**

**Bank of China Limited**  
No. 1 Fuxingmen Nei Dajie  
Beijing, 100818  
People's Republic of China

**ISSUER**

**Bank of China Limited, Hong Kong Branch**  
7/F Bank of China Tower  
1 Garden Road  
Central, Hong Kong

**AUDITOR OF THE BANK (For the years ended  
31 December 2019 and 2020)**

**Ernst & Young**  
27/F One Taikoo Place  
979 King's Road  
Quarry Bay, Hong Kong

**AUDITOR OF THE BANK (For the year ended  
31 December 2021)**

**PricewaterhouseCoopers**  
Certified Public Accountants  
Registered Public Interest Entity Auditor  
22nd Floor  
Prince's Building  
Central  
Hong Kong

**TRUSTEE**

**The Bank of New York Mellon, London Branch**  
One Canada Square  
London E14 5AL  
United Kingdom

**PRINCIPAL PAYING AGENT, PAYING AGENT IN  
RESPECT OF NOTES CLEARED THROUGH  
EUROCLEAR AND CLEARSTREAM**

**The Bank of New York Mellon, London Branch**  
One Canada Square  
London E14 5AL  
United Kingdom

**PRINCIPAL PAYING AGENT, PAYING AGENT IN  
RESPECT OF DTC NOTES**

**The Bank of New York Mellon**  
240 Greenwich Street  
New York, NY 10286  
United States

**REGISTRAR IN RESPECT OF  
NOTES CLEARED THROUGH  
EUROCLEAR AND  
CLEARSTREAM**

**The Bank of New York Mellon  
SA/NV, Luxembourg Branch**  
Vertigo Building-Polaris  
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L-2453 Luxembourg

**REGISTRAR IN RESPECT OF  
DTC NOTES**

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United States

**REGISTRAR IN RESPECT OF  
CMU NOTES**

**The Bank of New York Mellon,  
Hong Kong Branch**  
Level 26, Three Pacific Place  
1 Queen's Road East  
Hong Kong

**TRANSFER AGENT IN RESPECT  
OF NOTES CLEARED THROUGH  
EUROCLEAR AND  
CLEARSTREAM**

**The Bank of New York Mellon**  
Vertigo Building-Polaris  
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L-2453 Luxembourg

**TRANSFER AGENT IN RESPECT  
OF DTC NOTES**

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United States

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OF CMU NOTES**

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Hong Kong Branch**  
Level 26, Three Pacific Place  
1 Queen's Road East  
Hong Kong

**CMU LODGING AND PAYING AGENT**

**Bank of New York Mellon, Hong Kong Branch**  
Level 26, Three Pacific Place  
1 Queen's Road East  
Hong Kong

**LEGAL ADVISERS**

*To the Arrangers and  
Dealers as to English law  
and New York law*

Allen & Overy  
9th Floor  
Three Exchange Square  
Central  
Hong Kong

*To the Arrangers and  
Dealers as to PRC law*

Jingtian & Gongcheng  
34/F, Tower 3  
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Beijing, PRC

*To the Issuer as to English  
law and New York law*

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11th Floor  
Alexandra House  
Chater Road  
Hong Kong

*To the Issuer  
as to PRC law*

JunZeJun Law Offices  
11F, Jinbao Tower  
89 Jinbao Street  
Dongcheng  
Beijing 100005  
PRC

**Appendix 2**  
**Pricing Supplement dated 27 July 2022**

## IMPORTANT NOTICE

**THIS OFFERING IS AVAILABLE ONLY TO INVESTORS WHO ARE NON-U.S. PERSONS OUTSIDE OF THE UNITED STATES.**

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached document. You are advised to read this disclaimer carefully before accessing, reading or making any other use of the attached document. In accessing the attached document, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access.

**Confirmation of Your Representation:** This document is being sent to you at your request and by accepting the e-mail and accessing the attached document, you shall be deemed to represent to the Issuer, the Managers (each as defined in the attached document) (1) that you are a non-U.S. person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the **Securities Act**)) outside of the United States, (2) that the electronic mail address that you provided and to which this electronic mail has been delivered is not located in the United States, and (3) that you consent to delivery of the attached and any amendments or supplements thereto by electronic transmission.

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**Notice to Hong Kong investors:** The Issuer confirms that the Notes are intended for purchase by professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **Hong Kong Stock Exchange**)) (**Professional Investors**) only and will be listed on the Hong Kong Stock Exchange on that basis. Accordingly, the Issuer confirms that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

You are reminded that you have accessed the attached document on the basis that you are a person into whose possession this document may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver this document, electronically or otherwise, to any other person. If you have gained access to this transmission contrary to the foregoing restrictions, you are not allowed to purchase any of the securities described in the attached.

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This document is for distribution to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **Hong Kong Stock Exchange**)) (**Professional Investors**) only.

**The Hong Kong Stock Exchange has not reviewed the contents of this document, other than to ensure that the prescribed form disclaimer and responsibility statements, and a statement limiting distribution of this document to Professional Investors only have been reproduced in this document. Listing of the Programme and the Notes on the Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Programme, the Notes, the Issuer, Bank of China Limited or the quality of disclosure in this document.** Hong Kong Exchanges and Clearing Limited and the Hong Kong Stock Exchange take no responsibility for the contents of this document, 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 document.

This document, together with the Offering Circular, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Issuer. The Issuer accepts full responsibility for the accuracy of the information contained in this document and confirms, having made all reasonable enquiries, that to the best of its knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

**Notice to Hong Kong investors:** The Issuer confirms that the Notes are intended for purchase by Professional Investors only and will be listed on the Hong Kong Stock Exchange on that basis. Accordingly, the Issuer confirms that the Notes are not appropriate as an investment for retail investors in Hong Kong. Investors should carefully consider the risks involved.

**Singapore Securities and Futures Act Product Classification** – In connection with S309B of the Securities and Futures Act 2001 (2020 Revised Edition) of Singapore, as modified or amended from time to time (the **SFA**) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the **CMP Regulations 2018**), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA) that the Notes are "prescribed capital markets products" (as defined in the CMP Regulations 2018) and "Excluded Investment Products" (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

## **PRICING SUPPLEMENT**

**Pricing Supplement dated 27 July 2022**

**Bank of China Limited, acting through its Sydney Branch**  
(ABN 29 002 979 955)

(a joint stock company incorporated in the People's Republic of China with limited liability)

**Issue of CNH2,500,000,000 2.95 per cent. Notes due 2025**

**under the U.S.\$40,000,000,000 Medium Term Note Programme**

The document constitutes the Pricing Supplement relating to the issue of Notes described herein.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth in the offering circular dated 13 April 2022 (the **Offering Circular**). This Pricing Supplement

contains the final terms of the Notes and must be read in conjunction with the Offering Circular as so supplemented and the additional disclosure relevant to the Notes in the Schedules hereof.

The Notes are neither "protected accounts" nor "deposit liabilities" within the meaning of the Banking Act 1959 of Australia. The Notes are not the obligations of any government and, in particular, are not guaranteed by the Commonwealth of Australia.

- |     |   |  |
|-----|---|--|
| 1.  | Issuer:   | Bank of China Limited, acting through its Sydney Branch (ABN 29 002 979 955)     |
|     |   | For a brief description of the Issuer, see Schedule 2 to this Pricing Supplement |
| 2.  | (a) Series Number:                              | 133  |
|     | (b) Tranche Number:                             | 001  |
|     | (c) Tax Jurisdiction:                           | Australia  |
| 3.  | Specified Currency or Currencies:               | Renminbi (CNH)   |
| 4.  | Aggregate Nominal Amount:                       |  |
|     | (a) Series:                                     | CNH2,500,000,000   |
|     | (b) Tranche:                                    | CNH2,500,000,000   |
| 5.  | (a) Issue Price:                                | 100.00 per cent. of the Aggregate Nominal Amount                                 |
|     | (b) Gross Proceeds:                             | CNH2,500,000,000   |
| 6.  | (a) Specified Denominations:                    | CNH1,000,000 and integral multiples of CNH10,000 in excess thereof               |
|     | (b) Calculation Amount:                         | CNH10,000  |
| 7.  | (a) Issue Date:                                 | 3 August 2022  |
|     | (b) Interest Commencement Date:                 | Issue Date   |
| 8.  | Status of the Notes:                            | Senior   |
| 9.  | Maturity Date:                                  | The Interest Payment Date falling on or nearest to 3 August 2025                 |
| 10. | Interest Basis:                                 | 2.95 per cent. Fixed Rate<br><br>(further particulars specified below)           |
| 11. | Redemption/Payment Basis:                       | Redemption at par  |
| 12. | Change of Interest or Redemption/Payment Basis: | Not Applicable   |

- |     |  |   |
|-----|--|---|
| 13. | Put/Call Options:  | Not Applicable  |
| 14. | Listing:   | Application will be made to the Hong Kong Stock Exchange. Expected effective listing date of the Notes on the Hong Kong Stock Exchange is 4 August 2022.  |
| 15. | (a) Date of approval for issuance of Notes obtained:               | Board approval: 29 April 2022<br>Shareholders' approval: 30 June 2022   |
|     | (b) Date of regulatory approval(s) for issuance of Notes obtained: | NDRC pre-issuance registration: Pursuant to the Approval by the Enterprise Borrowing Foreign Debt Registration Certificate of 2022 (Fa Gai Ban Wai Zi Bei [2022] No. 328) (《企业借用外债备案登记证明》(发改办外资备[2022]328号)) issued by the NDRC General Office on 1 April 2022 (the <b>NDRC Approval</b> ), Bank of China Limited (the <b>Bank</b> ) is not required to complete any pre-issuance registration (other than the NDRC Approval which it has obtained) in respect of the Notes with the NDRC as the Notes will be issued within the NDRC Approval. |
| 16. | Method of distribution:  | Syndicated  |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |  |   |
|-----|--|---|
| 17. | <b>Fixed Rate Note Provisions</b>  | Applicable  |
|     | (a) Rate of Interest:  | 2.95 per cent. per annum payable semi-annually in arrear  |
|     | (b) Interest Payment Date(s):  | 3 February and 3 August in each year, commencing on 3 February 2023 and ending on the Maturity Date and each adjusted in accordance with Modified Following Business Day Convention.  |
|     | (c) Fixed Coupon Amount:   | Each Fixed Coupon Amount shall be calculated by multiplying the product of the Rate of Interest and the Calculation Amount by the Day Count Fraction and rounding the resultant figure to the nearest CNH0.01, with CNH0.005 being rounded upwards. |
|     | (d) Broken Amount(s):  | Not Applicable  |
|     | (e) Day Count Fraction:  | Actual/365 (fixed)  |
|     | (f) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not Applicable  |
| 18. | <b>Floating Rate Note Provisions</b>   | Not Applicable  |

19. **Zero Coupon Note Provisions** Not Applicable

20. **Dual Currency Note Provisions** Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

21. **Call Option** Not Applicable

22. **Put Option** Not Applicable

23. **Change of Control Put** Not Applicable

24. **Final Redemption Amount of each Note** CNH10,000 per Calculation Amount

25. **Early Redemption Amount** CNH10,000 per Calculation Amount

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, change of control or an event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

26. Form of Notes: **Registered Notes:**  
Global Note Certificate exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate
27. Additional Financial Centre(s) or other special provisions relating to payment dates: Sydney
28. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
29. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
30. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable

31. Redenomination, renominatisation and reconventioning provisions: Not Applicable
32. Consolidation provisions: The provisions in Condition 21 (Further Issues) apply
33. Any applicable currency disruption/fallback provisions: Not Applicable
34. Other terms or special conditions: For the purposes of Condition 14(a), no such additional amounts shall be payable in respect of any Note in the following additional circumstances:
- (a) in respect of a deduction or withholding for tax which could be lawfully avoided by the Noteholder complying or procuring that any third party complies with any statutory requirements or by the Noteholder making or procuring that any third party makes a declaration of non-residence or similar claim for exemption to any tax authority;
  - (b) in respect of a deduction or withholding for tax imposed on a Noteholder as a result of such Noteholder being an Offshore Associate of the Issuer (other than an Offshore Associate acting in the capacity of a clearing house, paying agent, custodian, funds manager or responsible entity of a registered scheme within the meaning of the Corporations Act 2001 of Australia);
  - (c) in respect of a deduction or withholding for tax imposed on an Australian resident Noteholder or a non-resident Noteholder carrying on business in Australia at or through a permanent establishment of the non-resident in Australia as a result of the Noteholder having not supplied an appropriate tax file number, an Australian business number or other exemption details; or
  - (d) in respect of a deduction or withholding for tax required to be made pursuant to a notice or direction issued by the Commissioner of Taxation under section 255 of the Income Tax Assessment Act 1936 of Australia or section 260-5 of Schedule 1 to the Taxation Administration Act 1953 of Australia.

In addition, notwithstanding any other provisions of the Conditions, the Issuer or any other person through which payments on the Notes are made, shall be permitted to withhold or deduct any amounts under or in connection with, or in order to ensure compliance with the rules of U.S. Internal Revenue Code Sections 1471 through 1474 (or any amended or successor provisions), pursuant to any inter-governmental agreement or implementing legislation adopted by another jurisdiction in connection with these provisions, or pursuant to any agreement with the U.S. Internal Revenue Service (“**FATCA Withholding**”). The Issuer will have no obligation to pay additional amounts or otherwise indemnify an investor for any such FATCA Withholding deducted or withheld by the Issuer or any other party.

For the purposes of the foregoing:

“**Australian Tax Act**” means the Income Tax Assessment Act 1936 of Australia and, where applicable, the Income Tax Assessment Act 1997 of Australia; and

“**Offshore Associate**” means an associate (as defined in section 128F(9) of the Australian Tax Act) of the Issuer that is either:

- (a) a non-resident of Australia which does not receive the relevant payment in respect of the Notes in carrying on a business at or through a permanent establishment in Australia; or
- (b) a resident of Australia that receives the relevant payment in respect of the Notes in carrying on a business at or through a permanent establishment outside Australia.

35. NDRC Post-Issue Filing:

Applicable

## **DISTRIBUTION**

36. (a) If syndicated, names of Managers:

Bank of China Limited, Singapore Branch, Bank of China (Hong Kong) Limited, BOCI Asia Limited, Agricultural Bank of China Limited Hong Kong Branch, Australia and New Zealand Banking Group Limited, Bank of Communications Co., Ltd. Hong Kong Branch, China CITIC Bank International Limited, China Construction Bank (Asia) Corporation Limited, China Minsheng Banking Corp., Ltd., Hong Kong Branch, Citigroup Global Markets Limited,

Commonwealth Bank of Australia, Crédit Agricole Corporate and Investment Bank, DBS Bank Ltd., The Hongkong and Shanghai Banking Corporation Limited, Sydney Branch, Industrial and Commercial Bank of China (Asia) Limited, Mizuho Securities Asia Limited and Standard Chartered Bank (the **Managers**)

(b) Stabilisation Manager(s) (if any): Any of the Managers appointed and acting in its capacity as stabilisation manager, *provided that* China CITIC Bank International Limited shall not be appointed or acting as the Stabilisation Manager

37. If non-syndicated, name and address of Dealer: Not Applicable
38. U.S. Selling Restrictions: Reg. S Category 2; TEFRA not applicable
39. Prohibition of Sales to EEA Retail Investors: Not Applicable
40. Prohibition of Sales to UK Retail Investors: Not Applicable
41. Additional selling restrictions: See additional selling restrictions set out in Schedule 3 to this Pricing Supplement

#### **OPERATIONAL INFORMATION**

42. ISIN Code: HK0000864337
43. Common Code: 251018499
44. Legal Entity Identifier: 54930053HGCFWVHYZX42
45. CUSIP: Not Applicable
46. CMU Instrument Number: BNYHFN22096
47. Any clearing system(s) other than Euroclear/Clearstream, Luxembourg, DTC and the CMU Service and the relevant identification number(s): Not Applicable
48. Delivery: Delivery against payment
49. Trustee: The Bank of New York Mellon, London Branch
50. Additional Paying Agent(s) (if any): Not Applicable
51. Alternative Trustee (if any): Not Applicable

#### **GENERAL**

52. The aggregate principal amount of Notes issued has been translated into United U.S.\$370,370,370.37



States dollars at the rate of U.S.\$1 = CNH6.7500, producing a sum of (for Notes not denominated in United States dollars):

53. Ratings: The Notes to be issued are expected to be rated:
- Moody's: A1;
- S&P: A; and
- Fitch: A.

## **USE OF PROCEEDS**

The net proceeds of the issue of the Notes will be used by the Issuer for general corporate purposes.

## **STABILISATION**

In connection with this issue, any of the Managers (except China CITIC Bank International Limited) appointed and acting in its capacity as stabilisation manager (the **Stabilisation Manager**) (or persons acting on behalf of any Stabilisation Manager) may over-allot Notes or effect transactions with a view to supporting the price of the Notes at a level higher than that which might otherwise prevail for a limited period after the Issue Date. However, there is no obligation on such Stabilisation Manager to do this. Such stabilisation, if commenced, may be discontinued at any time, and must be brought to an end after a limited period. Such stabilisation shall be in compliance with all applicable laws, regulations and rules.

## **PURPOSE OF PRICING SUPPLEMENT**

This Pricing Supplement comprises the final terms required for issue and admission to trading on the Hong Kong Stock Exchange of the Notes described herein pursuant to the U.S.\$40,000,000,000 Medium Term Note Programme of the Bank.


**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

The Issuer acknowledges that it will be bound by the provisions of the Trust Deed.

Signed on behalf of Bank of China Limited, acting through its Sydney Branch

By:

  
.....  
*Duly authorised*

## SCHEDULE 1

### RECENT DEVELOPMENTS

*The Offering Circular is hereby supplemented with the following information, which shall be deemed to be incorporated in, and to form part of, the Offering Circular. Save as otherwise defined herein, terms defined in the Offering Circular have the same meaning when used in this Schedule.*

#### DIRECTORS, MANAGEMENT AND SUPERVISORS

- 1 *The first paragraph under the “General” section on page 156 of the Offering Circular dated 13 April 2022 shall be replaced by the following:*

The Bank’s Board of Directors currently comprises 14 members. There are four executive directors, five non-executive directors and five independent non-executive directors. The Bank’s directors are elected at its shareholder meetings for a term of three years, which is renewable upon re-election. The Chairman of the Bank’s Board of Directors is elected by simple majority of its directors.

- 2 *The table of Board of Directors in the “Directors” section on page 156 of the Offering Circular dated 13 April 2022 shall be replaced by the following:*

<b>Name</b>	<b>Position</b>
Liu	Chairman
Liange.....	
Liu Jin .....	Vice Chairman and President
Wang Wei .....	Executive Director and Executive Vice President
Lin Jingzhen .....	Executive Director and Executive Vice President
Xiao Lihong .....	Non-executive Director
Wang Xiaoya .....	Non-executive Director
Zhang Jiangang .....	Non-executive Director
Chen Jianbo .....	Non-executive Director
Huang Binghua .....	Non-executive Director
Jiang Guohua .....	Independent Director
Martin Cheung Kong Liao .....	Independent Director
Chen Chunhua .....	Independent Director
Chui Sai Peng Jose .....	Independent Director
Jean-Louis Ekra .....	Independent Director

- 3 *The following two paragraphs shall be deleted on page 159 of the Offering Circular dated 13 April 2022.*

**Wang Changyun**, has served as Independent Director of the Bank since August 2016. Mr. Wang currently serves as professor and doctoral supervisor in finance at RUC. He served as a lecturer at RUC from 1989 to 1995 and as a lecturer at Business School, National University of Singapore from 1999 to

2005. He served successively as the Chair of Applied Finance Department of RUC, Director of China Financial Policy Research Center (a key research base of Ministry of Education) and Executive Vice Dean and Dean of Hanqing Advanced Institute of Economics and Finance at RUC from 2006 to 2016. Mr. Wang is currently also the Vice Chairman of China Investment Specialty Construction Association, Director of China Investment Association, Director of China Finance Association, Deputy Editor of Finance Research Quarterly, Deputy Editor of China Finance Research, and Deputy Editor of China Financial Review. He also serves as the Central Committee member of China Democratic League, the special auditor of State Auditing Administration, the independent non-executive director of Sunway Co., Ltd. (originally named as Sichuan Star Cable Co., Ltd.) and Beijing Haohua Energy Resource Co., Ltd. Mr. Wang has received social recognition and prizes including the Special Government Allowance of State Council, Best Paper Award of Chicago Board of Trade in 2001, and the “Middle Age Experts with National Outstanding Contribution”, membership of “the Program for New Century Excellent Talents” of Ministry of Education in 2004, “Financial Support of National Science Fund for Distinguished Young Scholars” in 2007, a member of the “New Century National Hundred, Thousand and Ten Thousand Talent Program” in 2013, and the “Cheung Kong Distinguished Professor” of Ministry of Education in 2014. He obtained his Master degree in economics from RUC in July 1989 and Doctorate in Financial Economics from the University of London in January 1999.

**Angela Chao**, has served as Independent Director of the Bank since January 2017. Ms. Chao serves as Chair and CEO of Foremost Group, an international shipping company. From 1994 to 1996, Ms. Chao worked in the mergers and acquisitions department of Smith Barney, which is now Morgan Stanley Smith Barney. From 1996 to 1999, Ms. Chao served as deputy general manager of Foremost Group, and from 2001 to 2017, Ms. Chao had successively served as vice president, senior vice president and Deputy Chairman of Foremost Group. Since 2018, she has served as Chairman and CEO of Foremost Group. In May 2005, Ms. Chao was unanimously voted to be BIMCO39’s (The Baltic and International Maritime Council 39) Counsellor. In September 2005, she was selected as “Eminent Young Overseas Chinese” by the Overseas Chinese Affairs Office of the State Council of China. In November 2007, she was invited as speaker of World Shipping (China) Summit. In April 2011, she became a Founding Member of the Wall Street Journal’s Task Force on Women in the Economy. Ms. Chao currently serves on the Boards of The Metropolitan Opera, Foremost Foundation, Shanghai Mulan Education Foundation, and she also serves on the Harvard Business School’s Board of Dean’s Advisors, Carnegie-Tsinghua Center for Global Policy Board of Advisors, the Chairman’s Council of the Metropolitan Museum of Art and American Bureau of Shipping Council. In addition, she is also a member of the Council on Foreign Relations, serves on the Young Leaders Forum of the National Committee on US-China Relations and serves as the member of Shanghai Jiao Tong University’s Antai College of Economics and Management Advisory Board, and honorary chairperson of the Jiao Tong University Alumni Association in America. Ms. Chao graduated from Harvard College in three years in 1994 with a Bachelor’s degree in economics (Magna Cum Laude) and received her Master of Business Administration degree from Harvard Business School in 2001.

4 *The table of Board of Supervisors in the “Board of Supervisors” section on page 161 of the Offering Circular dated 13 April 2022 shall be replaced by the following:*

<b>Name</b>	<b>Position</b>
Zhang Keqiu .....	Chairman of the Board of Supervisors
Wei Hanguang .....	Employee Supervisor

Name	Position
Zhou Hehua .....	Employee Supervisor
Leng Jie .....	Employee Supervisor
Jia Xiangsen.....	External Supervisor
Hui Ping.....	External Supervisor
Chu Yiyun.....	External Supervisor

5 *The following paragraph shall be deleted on page 162 of the Offering Circular dated 13 April 2022.*

**Zheng Zhiguang**, has served as External Supervisor of the Bank since May 2019. Mr. Zheng had successively worked for PBOC and ICBC. From March 1979 to August 2004, Mr. Zheng served as deputy section chief of the Luwan District sub-branch of PBOC Shanghai Branch, and held various positions at ICBC, including deputy division chief of Luwan District sub-branch of Shanghai Branch, division chief and deputy general manager at the Shanghai Branch. From September 2004 to August 2009, Mr. Zheng served as Head of Internal Audit Bureau of the ICBC Shanghai branch. From September 2009 to January 2013, Mr. Zheng served as general manager of the precious metals business department of ICBC. From 2013 to 2014 Mr. Zheng served as a director of ICBC International Holdings Limited and a Chairman of the Board of Supervisors of ICBC AXA Life Insurance Co., Ltd. He obtained a Master of Business Administration degree from Fudan University. Mr. Zheng has qualification of senior economist.

6 *The following paragraph shall be inserted underneath the paragraph of Hui Ping’s biography on page 162 of the Offering Circular dated 13 April 2022.*

**Chu Yiyun**, has served as External Supervisor of the Bank since June 2022. Mr. Chu is currently a professor and doctoral supervisor in accounting of Shanghai University of Finance and Economics, the executive secretary-general of the Accounting Education Branch of the Accounting Society of China, and a director of the eighth session of the Council of the Accounting Society of China. Mr. Chu has been serving as the secretary, assistant professor, associate professor, professor, postgraduate supervisor, and doctoral supervisor of the Accounting Faculty of Shanghai University of Finance and Economics since 1986. From 2003 to 2005, Mr. Chu served as an expert advisor on accounting standards of the Accounting Standards Committee of the Ministry of Finance. From 2006 to 2010, Mr. Chu served as a council member of the sixth session of the Council of the Finance and Cost Subsociety of the Accounting Society of China. From 2010 to 2016, Mr. Chu served as an independent director of Ping An Bank Co., Ltd. From 2016 to 2022, Mr. Chu served as an independent director of Bank of Jiaxing Co., Ltd. From 2017 to 2020, Mr. Chu served as an external supervisor of Ping An Bank Co., Ltd. He currently serves as an independent director of Ping An Insurance (Group) Company of China, Ltd., an independent director of Huan Xu Electronics Co., Ltd., and an independent director of Bank of Hebei Co., Ltd. Mr. Chu graduated from Shanghai University of Finance and Economics with a Doctor’s Degree in Management (Accounting) in 1999.

7 *The following paragraph shall be inserted before the Section titled “Senior Management Members” on page 163 of the Offering Circular dated 13 April 2022.*

The Board of Supervisors considered and approved the nomination of appointing Mr. Lu Kegui as External Supervisor of the Bank. Such nomination is subject to the approval by a shareholders’ meeting.

## SCHEDULE 2

### DESCRIPTION OF BANK OF CHINA LIMITED, ACTING THROUGH ITS SYDNEY BRANCH

In 1942, the Bank established a branch in Sydney and, following the founding of The People's Republic of China, resumed operations in 1985. On 11 April 1985, Bank of China Limited, Sydney Branch (**Sydney branch**) was authorised to carry on banking business in Australia as a foreign authorised deposit-taking institution (with Australian financial services licence No. 230547) pursuant to Section 9 of the Banking Act 1959 of Australia (the **Australian Banking Act**). On 19 August 1985, the Sydney branch was registered with the Australian Securities and Investments Commission as a foreign company.

As at the date of this Pricing Supplement, the Sydney branch has fourteen branches in Australia with branches in Sydney, Melbourne, Brisbane, Perth and Adelaide. The registered office of the Sydney branch is at 140 Sussex Street, Sydney, New South Wales 2000 Australia, and its ARBN is 002 979 955.

#### Business Activities

The core business activities of the Sydney branch include:

- corporate banking, which provides services including syndicated and bilateral loan and corporate deposit;
- transactional banking, which provides services for international trade settlement including import and export finance, bank guarantee and letter of credit services;
- structured finance, which provides services including project finance, investment banking business and debt capital market services;
- financial institution services, which provides banking and financial services for banks, non-bank financial institutions and public sector clients;
- global markets services, which provides foreign exchange, interest rates and commodities hedging; and
- Australian dollar clearing services to both domestic and foreign banks.

#### Australian Prudential Regulatory Authority

Australian Prudential Regulatory Authority (**APRA**) is the prudential regulator that governs deposit taking institutions (**ADIs**) who carry on a banking business in Australia. APRA's prudential responsibilities include the regulation of non-Australian financial institutions that operate a banking business in Australia for the purposes of the Australian Banking Act (a **Foreign ADI**). Under the Australian Banking Act, Bank of China Limited is licensed by APRA as a Foreign ADI. APRA requires ADIs (including Foreign ADIs, such as the Sydney branch) to meet certain prudential requirements, which are set out in the Prudential Standards published by APRA and available on APRA's website ([www.apra.gov.au](http://www.apra.gov.au)).

#### No depositor protection

The depositor protection provisions of Division 2 of Part II of the Australian Banking Act do not apply to the Sydney branch. Notes issued by the Sydney branch are not "protected accounts" within the meaning of the Australian Banking Act. However, under section 11F of the Australian Banking Act, if the Bank (whether in or outside Australia) suspends payment or becomes unable to meet its obligations, the assets of the Bank in Australia are to be available to meet its liabilities in Australia (including where those liabilities are in respect

of the Notes issued by Sydney branch) in priority to all other liabilities of the Bank. Further, under section 86 of the Reserve Bank Act 1959 of Australia, debts due by the Sydney branch to the Reserve Bank of Australia shall in winding-up of the Sydney branch have priority over all other debts of the Sydney branch.

### SCHEDULE 3

#### ADDITIONAL SELLING RESTRICTIONS RELEVANT TO THE NOTES

##### Australia

No “prospectus” or other “disclosure document” (each as defined in the Corporations Act 2001 of Australia (**Corporations Act**)) in relation to the Programme or any Notes has been, or will be, lodged with the Australian Securities and Investments Commission (**ASIC**). Each Dealer has represented and agreed that it:

- (a) has not (directly or indirectly) made or invited, and will not make or invite, an offer of the Notes for issue or sale in or from Australia (including an offer or invitation which is received by a person in Australia); and
- (b) has not distributed or published, and will not distribute or publish, the Offering Circular or the Pricing Supplement, advertisement or any other offering material relating to any Notes in Australia,

unless:

- (i) the aggregate consideration payable by each offeree is at least A\$500,000 (or its equivalent in an alternative currency, in either case, disregarding moneys lent by the offeror or its associates);
- (ii) the offer or invitation does not otherwise require disclosure to investors under Parts 6D.2 or 7.9 of the Corporations Act;
- (iii) the offer or invitation does not constitute an offer to a “retail client” as defined for the purposes of section 761G of the Corporations Act;
- (iv) such action complies with all applicable laws, regulations and directives in Australia; and
- (v) such action does not require any document to be lodged with ASIC or any other regulatory authority in Australia.



## SCHEDULE 4

### TAXATION

*The Offering Circular is hereby supplemented with the following information, which shall be deemed to be incorporated in, and to form part of, the Offering Circular. Save as otherwise defined herein, terms defined in the Offering Circular have the same meaning when used in this Schedule.*

#### **Australian taxation**

*The following is a summary of the Australian withholding tax treatment under the Income Tax Assessment Acts of 1936 and 1997 of Australia (together, **Australian Tax Act**) and the Taxation Administration Act 1953 of Australia (**Taxation Administration Act**), at the date of this Pricing Supplement, of payments of interest (as defined in the Australian Tax Act) on the Notes to be issued by the Issuer under the Programme and certain other Australian tax matters. It is not exhaustive and, in particular, does not deal with the position of certain classes of holders of Notes (including, without limitation, dealers in securities, custodians or other third parties who hold Notes on behalf of other persons).*

*Prospective holders of Notes should also be aware that particular terms of issue of any Series may affect the tax treatment of that and other Series of Notes. The following is a general guide and should be treated with appropriate caution.*

*Prospective holders of Notes are urged to satisfy themselves as to the overall tax consequences of purchasing, holding and/or selling Notes and should consult their professional advisers on the tax implications of an investment in the Notes for their particular circumstances.*

#### **Australian interest withholding tax**

The Australian Tax Act characterises securities as either “debt interests” (for all entities) or “equity interests” (for companies), including for the purposes of Australian interest withholding tax imposed under Division 11A of Part III of the Australian Tax Act (**IWT**) and dividend withholding tax. For IWT purposes, “interest” is defined to include amounts in the nature of, or in substitution for, interest and certain other amounts. The Issuer intends to issue Notes which are to be characterised as “debt interests” for the purposes of the tests contained in Division 974 and the returns paid on the Notes are to be “interest” for the purpose of section 128F of the Australian Tax Act.

IWT is payable at a rate of 10% of the gross amount of interest paid by the Issuer to:

- non-residents of Australia for tax purposes that do not hold their Notes, and do not derive any payments under the Notes, in carrying on a business at or through a permanent establishment in Australia; and
- residents of Australia for tax purposes that hold their Notes, and derive all payments under the Notes, in carrying on a business at or through a permanent establishment outside of Australia,

unless an exemption is available.

#### **Section 128F exemption from IWT**

##### *Interest withholding tax*

An exemption from IWT is available under section 128F of the Australian Tax Act in respect of interest paid on the Notes issued by the Issuer if the following conditions are met:

- (a) the Issuer is a non-resident of Australia carrying on business at or through a permanent establishment in Australia and a company (as defined in section 128F(9) of the Australian Tax Act) when it issues those Notes and when interest is paid. Interest is defined to include amounts in the nature of, or in substitution for, interest and certain other amounts;
- (b) those Notes are issued in a manner which satisfies the public offer test in section 128F of the Australian Tax Act. In relation to the Notes, there are five principal methods of satisfying the public offer test, the purpose of which is to ensure that lenders in capital markets are aware that the Issuer is offering those Notes for issue. In summary, the five methods are:
- offers to 10 or more unrelated persons each of whom carries on the business of providing finance, or investing or dealing in securities, in the course of operating in financial markets;
  - offers to 100 or more investors of a certain type;
  - offers of listed Notes;
  - offers via publicly available information sources; and
  - offers to a dealer, manager or underwriter who offers to sell those Notes within 30 days by one of the preceding methods.

The issue of any of those Notes (whether in global form or otherwise) and the offering of interests in any of those Notes by one of these methods should satisfy the public offer test;

- (c) the Issuer does not know, or have reasonable grounds to suspect, at the time of issue, that those Notes or interests in those Notes were being, or would later be, acquired, directly or indirectly, by an associate of the Issuer, except as permitted by section 128F(5) of the Australian Tax Act; and
- (d) at the time of the payment of interest, the Issuer does not know, or have reasonable grounds to suspect, that the payee is an “associate” of the Issuer, except as permitted by section 128F(6) of the Australian Tax Act.

### **Compliance with section 128F of the Australian Tax Act**

The Issuer intends to issue the Notes in a manner which will satisfy the requirements of section 128F of the Australian Tax Act that are in effect at the date of the issue of the Notes.

### **Exemptions under certain double tax conventions**

The Australian Government has concluded double tax conventions (**Specified Tax Treaties**) with a number of countries (each a **Specified Country**).

In broad terms, the Specified Tax Treaties effectively prevent IWT being imposed on interest derived by:

- the government of the relevant Specified Country, and certain governmental authorities and agencies in the Specified Country; and
- a “financial institution” which is a resident of a Specified Country and which is unrelated to and dealing wholly independently with the Issuer. The term “financial institution” refers to either a bank or any other enterprise which substantially derives its profits by carrying on a business of raising and providing finance. However, interest paid under a back-to-back loan or an economically equivalent arrangement will not qualify for this exemption.

The Australian Federal Treasury maintains a listing of Australia's double tax conventions. This listing is available to the public on the Federal Treasury Department's website.

### **Payment of additional amounts**

As set out in more detail in the relevant Conditions for the Notes, if the Issuer is at any time required by law to deduct or withhold an amount in respect of any withholding taxes imposed or levied by a Relevant Tax Jurisdiction (as defined in the relevant Conditions) in respect of the Notes, an additional amount may be payable so that, after making the deduction and further deductions applicable to additional amounts payable, each Noteholder is entitled to receive (at the time the payment is due) the amount it would have received if no deductions or withholdings had been required to be made. If the Issuer is compelled by law in relation to any Notes to deduct or withhold an amount in respect of any withholding taxes, the Issuer will have the option to redeem the Notes in accordance with the Conditions.

### **Other tax matters**

Under Australian laws as presently in effect:

- (a) *stamp duty and other taxes* - no *ad valorem* stamp, issue, registration or similar taxes are payable in Australia on the issue or transfer of any Notes;
- (b) *supply withholding tax* - payments in respect of the Notes can be made free and clear of the "supply withholding tax" imposed under section 12-190 of Schedule 1 to the Taxation Administration Act;
- (c) *TFN withholding taxes* - withholding tax is imposed (currently at a rate of 47%) on the payment of interest on certain registered securities unless the relevant payee has quoted an Australian tax file number, (in certain circumstances) an Australian Business Number or proof of some other exception (as appropriate).

Assuming the requirements of section 128F of the Australian Tax Act are satisfied with respect to the Notes, then such withholding should not apply to payments to a holder of Notes who is not a resident of Australia and does not hold those Notes in the course of carrying on business at or through a permanent establishment in Australia. Payments to other persons may be subject to a withholding where that person does not quote a TFN or Australian Business Number or provide proof of an appropriate exemption;

- (d) *goods and services tax (GST)* - neither the issue nor receipt of the Notes will give rise to a liability for GST in Australia on the basis that the supply of Notes will comprise either an input taxed financial supply or (in the case of an offshore subscriber that is a non-resident of Australia) a GST-free supply. Furthermore, neither the payment of principal or interest by the Issuer, nor the disposal of the Notes, would give rise to any GST liability in Australia;
- (e) *additional withholdings from certain payments to non-residents* - the Governor-General may make regulations requiring withholding from certain payments to non-residents of Australia (other than payments of interest and other amounts which are already subject to the current IWT rules or specifically exempt from those rules). Regulations may only be made if the responsible Minister is satisfied the specified payments are of a kind that could reasonably relate to assessable income of foreign residents. The possible application of any future regulations to the proceeds of any sale of the Notes will need to be monitored; and
- (f) *garnishee directions by the Commissioner of Taxation* - the Commissioner of Taxation may give a direction requiring the Issuer to deduct from any payment to a holder of the Notes any amount in respect of Australian tax payable by the holder. If the Issuer is served with such a direction, then the Issuer will comply with that direction and make any deduction required by that direction.

## **OECD Common Reporting Standard**

The OECD Common Reporting Standard for Automatic Exchange of Financial Account Information (**CRS**) requires certain financial institutions to report information regarding certain accounts (which may include the Notes) to their local tax authority and follow related due diligence procedures. Noteholders may be requested to provide certain information and certifications to ensure compliance with the CRS. A jurisdiction that has signed a CRS Competent Authority Agreement may provide this information to other jurisdictions that have signed the CRS Competent Authority Agreement. The Australian Government has enacted legislation amending, among other things, the Taxation Administration Act to give effect to the CRS.