
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Bank of China Limited** (中國銀行股份有限公司) (the “Bank”), you should at once hand this circular and the enclosed proxy form and reply slip to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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



中國銀行股份有限公司

BANK OF CHINA LIMITED

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3988 and 4619 (Preference Shares))

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong, China and Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Friday, 28 June 2024 (registration will begin at 8:30 a.m.) is set out in pages 5 to 7 of this circular.

Whether or not you are able to attend the AGM, you are advised to read the notice of the AGM and to complete and return the enclosed proxy form in accordance with the instructions printed thereon at your earliest convenience. For H-Share Holders, the proxy form should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or at any adjourned meeting if you so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the AGM in person or by proxy, please complete and return the reply slip to the Bank's Board Office or to Computershare Hong Kong Investor Services Limited on or before Saturday, 22 June 2024.

The English and Chinese versions of this circular and the accompanying form of proxy and reply slip are available on the Bank's website at www.boc.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. You may access the aforesaid documents by clicking "Investor Relations" on the homepage of the Bank's website or browsing through the website of Hong Kong Exchanges and Clearing Limited.

Please kindly be advised that no gifts or cake coupons will be distributed and no refreshments will be served by the Bank.

If there are any inconsistencies between the Chinese version and the English version of this circular, the Chinese version shall prevail.

7 June 2024

CONTENTS

	<i>Pages</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF THE AGM	5
APPENDIX I BUSINESS OF THE AGM	8
ATTACHMENT A 2023 WORK REPORT OF THE BOARD OF DIRECTORS	12
ATTACHMENT B 2023 WORK REPORT OF THE BOARD OF SUPERVISORS	18
APPENDIX II THE REPORT ON THE CONNECTED TRANSACTIONS FOR 2023	24
APPENDIX III THE DUTY REPORT OF INDEPENDENT DIRECTORS FOR 2023	27
APPENDIX IV THE REPORT ON THE IMPLEMENTATION OF THE <i>SCHEME ON THE AUTHORIZATION TO THE BOARD OF DIRECTORS GRANTED BY THE SHAREHOLDERS' MEETING OF BANK OF CHINA LIMITED FOR 2023</i>	28

DEFINITIONS

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

“A Share(s)”	domestic Share(s) with nominal value of RMB1.00 each in the share capital of the Bank which are listed on the Shanghai Stock Exchange (stock code: 601988)
“A-Share Holder(s)”	holder(s) of A Shares
“AGM” or “Annual General Meeting”	the annual general meeting of the Bank to be held at Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong, China and Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Friday, 28 June 2024 (registration will begin at 8:30 a.m.)
“Articles of Association”	Articles of Association of Bank of China Limited (as amended from time to time)
“Bank” or “Bank of China”	Bank of China Limited (中國銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Board” or “Board of Directors”	the Board of Directors of the Bank
“Board of Supervisors”	the Board of Supervisors of the Bank
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the Director(s) of the Bank
“Executive Director(s)”	the Executive Director(s) of the Bank
“H Share(s)”	overseas listed foreign investment Share(s) with a nominal value of RMB1.00 each in the ordinary share capital of the Bank, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong Dollars (stock code: 3988)
“H-Share Holder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollar”	the lawful currency of Hong Kong
“ <i>Hong Kong Listing Rules</i> ”	the <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> (as amended from time to time)
“Hong Kong Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)” or “Independent Director(s)”	the Independent Non-executive Director(s) of the Bank
“Non-executive Director(s)”	the Non-executive Director(s) of the Bank
“Ordinary Share(s)”	A Share(s) and/or H Share(s)
“PRC”	the People’s Republic of China
“Preference Shareholders”	holder(s) of Preference Shares

DEFINITIONS

“Preference Shares”	preference shares with nominal value of RMB100 each in the preference share capital of the Bank
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	A-Share Holders, H-Share Holders and/or Preference Shareholders of the Bank
“Shares”	Ordinary Shares and/or Preference Shares of the Bank
“Supervisor(s)”	the Supervisor(s) of the Bank



中國銀行股份有限公司
BANK OF CHINA LIMITED

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3988 and 4619 (Preference Shares))

Board of Directors:

Mr. Ge Haijiao (*Chairman*)
Mr. Liu Jin
Mr. Lin Jingzhen
* Mr. Zhang Yong
* Mr. Zhang Jiangang
* Mr. Huang Binghua
* Mr. Liu Hui
* Mr. Shi Yongyan
* Ms. Lou Xiaohui
** Mr. Martin Cheung Kong Liao
** Mr. Chui Sai Peng Jose
** Mr. Jean-Louis Ekra
** Mr. E Weinan
** Mr. Giovanni Tria
** Ms. Liu Xiaolei

* *Non-executive Directors*

** *Independent Non-executive Directors*

Registered Office:

No. 1 Fuxingmen Nei Dajie
Xicheng District
Beijing 100818
PRC

Place of Business in Hong Kong:

8th Floor
Bank of China Tower
1 Garden Road
Hong Kong

7 June 2024

Dear H-Share Holders,

1. INTRODUCTION

The Board of Directors hereby invites you to attend the AGM to be held at Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong, China and Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Friday, 28 June 2024 (registration will begin at 8:30 a.m.).

The purpose of this circular is to provide you with notice of the AGM and all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

2. BUSINESS TO BE CONSIDERED AT THE AGM

The items of business to be considered at the AGM are described in detail in the notice of the AGM set out in pages 5 to 7 of this circular. At the AGM, ordinary resolutions will be proposed to approve (i) the 2023 Work Report of the Board of Directors, (ii) the 2023 Work Report of the Board of Supervisors, (iii) the 2023 Annual Financial Report, (iv) the 2023 Profit Distribution Plan, (v) the 2024 Interim Profit Distribution Arrangement, (vi) the Fixed Asset Investment Budget for 2024, (vii) the Engagement of Accountants to Provide 2024 Interim Review and Other Professional Services, (viii) the Re-election of Mr. Liu Jin as Executive Director of the Bank, (ix) the Re-election of Mr. Lin Jingzhen as Executive Director of the Bank and (x) the 2023 Remuneration Distribution Plan for External Supervisors and a special resolution will be proposed to approve (xi) the Bond Issuance Plan.

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make an informed decision thereof, we have provided in this circular detailed background information, including the relevant information and explanation, to the resolutions to be proposed at the AGM (see Appendix I).

Pursuant to the relevant regulatory requirements, the annual report on connected transactions, the annual duty report of Independent Directors and the annual report on the implementation of the *Scheme on the Authorization to the Board of Directors Granted by the Shareholders' Meeting of Bank of China Limited* are matters to be reported to the Annual General Meeting but not for shareholders' approval. The *Report on the Connected Transactions for 2023*, the *Duty Report of Independent Directors for 2023* and the *Report on the Implementation of the Scheme on the Authorization to the Board of Directors Granted by the Shareholders' Meeting of Bank of China Limited for 2023* are set out in Appendix II, Appendix III and Appendix IV to this circular, respectively, for shareholders' information.

LETTER FROM THE BOARD

3. THE AGM

The proxy form and the reply slip of the AGM are also enclosed herewith.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible. For H-Share Holders, the proxy form should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post as soon as possible but in any event not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or at any adjourned meeting if you so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the AGM in person or by proxy, please complete and return the reply slip to the Bank's Board Office or to Computershare Hong Kong Investor Services Limited on or before Saturday, 22 June 2024.

The Bank's Board Office is located at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, China (Telephone: (8610) 6659 6307, Fax: (8610) 6659 4579, E-mail: ir@bankofchina.com). The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).

4. VOTING BY POLL

Pursuant to the *Hong Kong Listing Rules*, the resolutions set out in the Notice of AGM will be voted on by poll. Results of the poll voting will be published on the Bank's website at www.boc.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.

5. RECOMMENDATION

The Board considers that the proposed resolutions set out in the Notice of AGM are in the interests of the Bank and its Shareholders as a whole. Accordingly, the Board of Directors recommends the Shareholders to vote in favour of the proposed resolutions.

The Board of Directors of Bank of China Limited

NOTICE OF THE AGM



中國銀行股份有限公司 BANK OF CHINA LIMITED

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

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Bank of China Limited (the “Bank”) will be held at Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong, China and Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Friday, 28 June 2024 (registration will begin at 8:30 a.m.) for the purpose of considering and approving the following resolutions. Unless the context requires otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated 7 June 2024 of which this notice forms part.

ORDINARY RESOLUTIONS

1. To consider and approve the 2023 Work Report of the Board of Directors
2. To consider and approve the 2023 Work Report of the Board of Supervisors
3. To consider and approve the 2023 Annual Financial Report
4. To consider and approve the 2023 Profit Distribution Plan
5. To consider and approve the 2024 Interim Profit Distribution Arrangement
6. To consider and approve the Fixed Asset Investment Budget for 2024
7. To consider and approve the Engagement of Accountants to Provide 2024 Interim Review and Other Professional Services
8. To consider and approve the Re-election of Mr. Liu Jin as Executive Director of the Bank
9. To consider and approve the Re-election of Mr. Lin Jingzhen as Executive Director of the Bank
10. To consider and approve the 2023 Remuneration Distribution Plan for External Supervisors

SPECIAL RESOLUTION

11. To consider and approve the Bond Issuance Plan

The Board of Directors of Bank of China Limited

Beijing, China
7 June 2024

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

* *Non-executive Directors*

Independent Non-executive Directors

NOTICE OF THE AGM

Notes:

1. Details of the above resolutions are set out in Appendix I to this circular. Additional information on the *2023 Work Report of the Board of Directors* and the *2023 Work Report of the Board of Supervisors* are set out in Attachment A and Attachment B to this circular, respectively.
2. Pursuant to the relevant regulatory requirements, the annual report on connected transactions, the annual duty report of Independent Directors and the annual report on the implementation of the *Scheme on the Authorization to the Board of Directors Granted by the Shareholders' Meeting of Bank of China Limited* are matters to be reported to the Annual General Meeting but not for shareholders' approval. The *Report on the Connected Transactions for 2023*, the *Duty Report of Independent Directors for 2023* and the *Report on the Implementation of the Scheme on the Authorization to the Board of Directors Granted by the Shareholders' Meeting of Bank of China Limited for 2023* are set out in Appendix II, Appendix III and Appendix IV to this circular, respectively, for shareholders' information.
3. **The Board of Directors has recommended a final dividend of RMB0.2364 every ordinary share (before tax) for the year ended 31 December 2023 and, if such proposed dividend distribution set out in Resolution No. 4 is approved by the shareholders, the final dividend will be distributed to those shareholders whose names appear on the register of shareholders of the Bank as at market close on Tuesday, 16 July 2024.**

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

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

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

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

The H-Share register of shareholders of the Bank will be closed from Wednesday, 10 July 2024 to Tuesday, 16 July 2024 (both days inclusive) for the purpose of determining the list of shareholders entitled to the proposed final dividend. For such entitlements, H-Share Holders who have not registered the relevant transfer documents are required to lodge them, together with the relevant share certificates, with the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 9 July 2024. The ex-dividend date of the Bank's Shares will be on Monday, 8 July 2024.

4. Pursuant to the *Hong Kong Listing Rules*, the resolutions set out in the notice of the AGM will be voted on by poll. Results of the poll voting will be published on the Bank's website at www.boc.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.
5. Any Shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Bank.
6. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at least 24 hours before the AGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of a proxy form will not preclude a Shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.
7. **The H-Share register of Shareholders of the Bank will be closed, for the purpose of determining Shareholders' entitlement to attend the AGM, from Saturday, 22 June 2024 to Friday, 28 June 2024 (both days inclusive), during which no transfer of H Shares will be registered. In order to attend the AGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 21 June 2024.**
8. In case of joint shareholdings, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of Shareholders of the Bank in respect of the joint shareholding.
9. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip for the AGM to the Board Office of the Bank or the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, by post, by fax or by e-mail on or before Saturday, 22 June 2024. The address of the Bank's Board Office is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, China (Telephone: (8610) 6659 6307, Fax: (8610) 6659 4579, E-mail: ir@bankofchina.com). Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).
10. According to the Articles of Association of the Bank and the circumstances of the AGM, resolutions proposed at the AGM are not required to be considered and approved by the Preference Shareholders of the Bank. Therefore, the Preference Shareholders of the Bank will not attend the AGM.

NOTICE OF THE AGM

11. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the AGM.
12. According to the Articles of Association of the Bank, if the number of shares of the Bank pledged by the Shareholder is equal to or greater than 50% of the shares held by such Shareholder in the Bank, the voting right attached to the pledged shares may not be exercised at the Shareholders' meeting. Upon completion of the share pledge registration, the Shareholder shall timely provide the Bank with information relating to the share pledge.
13. **Please kindly be advised that no gifts or cake coupons will be distributed and no refreshments will be served by the Bank.**

1. THE 2023 WORK REPORT OF THE BOARD OF DIRECTORS

According to the relevant regulatory requirements and the requirements of Articles of Association, the *2023 Work Report of the Board of Directors of Bank of China Limited* has been reviewed and approved at the 2024 third meeting of the Board of Directors.

Details of the above report are set out in **Attachment A** to this circular.

2. THE 2023 WORK REPORT OF THE BOARD OF SUPERVISORS

According to the relevant regulatory requirements and the requirements of Articles of Association, the *2023 Work Report of the Board of Supervisors of Bank of China Limited* has been reviewed and approved at the 2024 first meeting of the Board of Supervisors on 28 March 2024.

Details of the above report are set out in **Attachment B** to this circular.

3. THE 2023 ANNUAL FINANCIAL REPORT

The 2023 Annual Financial Report has been reviewed and approved at the 2024 third meeting of the Board of Directors. Please refer to the Consolidated Financial Statements Part of the *2023 Annual Report of Bank of China Limited* for more details.

4. THE 2023 PROFIT DISTRIBUTION PLAN

According to the audited results for 2023 and relevant laws and regulations, the Profit Distribution Plan of the Bank for the year 2023 is proposed as follows:

- (1) Appropriation to statutory surplus reserve of RMB20.824 billion;
- (2) Appropriation to general and regulatory reserves of RMB40.468 billion;
- (3) No appropriation shall be made to the discretionary reserve;
- (4) Considering the bank's business performance, financial position, and the future development of the Bank, it is proposed to distribute RMB0.2364 per share (before tax) as dividend to A-share Holders and H-share Holders whose names appear on the register of shareholders of the Bank as at the close of market on Tuesday, 16 July 2024;
- (5) The Bank is not proposing any capitalization of capital reserve into share capital for this profit distribution; and
- (6) The 2023 final dividend of the Bank's ordinary shares will be denominated and declared in RMB and be paid in RMB or equivalent amount in Hong Kong dollars. The dividend paid in Hong Kong dollars will be converted from RMB based on the average of the exchange rates announced by People's Bank of China in the week before 28 June 2024 (inclusive), being the date for holding the Bank's 2023 Annual General Meeting.

5. THE 2024 INTERIM PROFIT DISTRIBUTION ARRANGEMENT

The Bank's proposed arrangement for 2024 interim profit distribution is as follows:

According to the reviewed financial report for the first half of 2024, taking reasonable account of the current performance, and under the condition that the Bank has available profits for distribution in the first half of 2024, the 2024 interim dividend will be implemented, and the total dividend will account for no more than 30% of the Group's realized net profit attributable to equity holders of the Bank. When the annual profit distribution plan for 2024 is subsequently formulated, the amount of interim profit distribution already realized will be taken into account.

The 2024 interim profit distribution plan will be implemented in compliance with relevant laws, regulations and the Articles of Association, after the performance of corporate governance procedures.

6. THE FIXED ASSET INVESTMENT BUDGET FOR 2024

In 2024, in terms of fixed asset investment, the Bank will adhere to strategic leadership, closely focus on the Group's "14th Five-Year Plan" objectives, optimize the investment structure, and enhance refined management. It will resolutely practice strict economy, and further implement the requirements of "tightening belts", enhance the excavation of existing assets, and strictly control the investment of new assets. With a focus on the support for technology investment, the Bank will enhance the Group's digitalization and risk prevention and control capabilities, safeguard the safe production and operation, and support the update of necessary operating equipment. A total budget of RMB20 billion is set for fixed asset investment in 2024.

The proposal has been deliberated and approved at the meeting of the Board of Directors of the Bank on January 26, 2024.

7. THE ENGAGEMENT OF ACCOUNTANTS TO PROVIDE 2024 INTERIM REVIEW AND OTHER PROFESSIONAL SERVICES

Based on the proposal of the Board of Directors, the Bank intends to engage PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers to provide 2024 interim review and other professional services, and the professional service fee will be RMB35 million.

8. THE RE-ELECTION OF MR. LIU JIN AS EXECUTIVE DIRECTOR OF THE BANK

The term of office of Mr. Liu Jin as the Executive Director of the Bank will expire on the date of this AGM. According to the Articles of Association, directors shall be elected by the Shareholders' Meeting and serve a term of office of three years. A director may serve consecutive terms if re-elected upon the expiration of his or her term.

Mr. Liu Jin, during his term of office, participated in the decision-making process of material matters submitted to the Board of Directors and its special committees, and performed duties assigned to directors in a faithful, diligent, professional and efficient manner as per the applicable laws and regulations and the Articles of Association.

Upon Mr. Liu Jin's consent and the approval of the Board of Directors of the Bank, it is suggested to re-elect Mr. Liu Jin as Executive Director of the Bank. Another term of office of Mr. Liu Jin will last three years, which commences from the date of approval by the Bank's Annual General Meeting to be held in 2024.

The biographic details of Mr. Liu Jin are as follows:

He is the 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 previously 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. He served as Chairman of the Board of Directors of BOC Aviation Limited from April 2023 to March 2024. Mr. Liu began to serve as Vice Chairman of the Board of Directors of BOC Hong Kong (Holdings) Limited as of August 2021. He graduated from Shandong University in 1993 with a Master of Arts degree. He holds the title of Senior Economist.

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

The Bank's Executive Directors do not receive any director's remuneration from the Bank or any of its subsidiaries. Instead, they are remunerated based on their management positions with the Bank, mainly including basic annual remuneration and performance-based remuneration, employer's contribution to compulsory insurances, housing allowances, and so on. The remuneration of Executive Directors will be determined according to relevant national policies. The Bank's Personnel and Remuneration Committee will review the remuneration allocation plan for each year, raise recommendations to the Board of Directors, and submit them to the Shareholders' Meeting for review and approval.

As far as the directors of the Bank are aware and save as disclosed above, Mr. Liu Jin does not hold any directorship position in other public companies, the securities of which are listed on any securities markets in Chinese mainland, Hong Kong (China) or overseas in the last three years, nor does he have any relationship with any director, senior management member, or substantial or controlling shareholder of the Bank. As at the date of this proposal, Mr. Liu Jin does not have any interests in the shares of the Bank or its associated companies according to Part XV of the *Securities and Futures Ordinance*.

Save as disclosed above, there is no other information in relation to the re-election of Mr. Liu Jin that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the *Hong Kong Listing Rules*, nor are there any other matters that need to be brought to the attention of the shareholders of the Bank. Mr. Liu Jin has not been penalized by the CSRC or other relevant departments or stock exchanges.

9. THE RE-ELECTION OF MR. LIN JINGZHEN AS EXECUTIVE DIRECTOR OF THE BANK

The term of office of Mr. Lin Jingzhen as the Executive Director of the Bank will expire on the date of this AGM. According to the Articles of Association, directors shall be elected by the Shareholders' Meeting and serve a term of office of three years. A director may serve consecutive terms if re-elected upon the expiration of his or her term.

Mr. Lin Jingzhen, during his term of office, participated in the decision-making process of material matters submitted to the Board of Directors and its special committees, and performed duties assigned to directors in a faithful, diligent, professional and efficient manner as per the applicable laws and regulations and the Articles of Association.

Upon Mr. Lin Jingzhen's consent and the approval of the Board of Directors of the Bank, it is suggested to re-elect Mr. Lin Jingzhen as Executive Director of the Bank. Another term of office of Mr. Lin Jingzhen will last three years, which commences from the date of approval by the Bank's Annual General Meeting to be held in 2024.

The biographic details of Mr. Lin Jingzhen are as follows:

He is the 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, as General Manager of the Corporate Banking Department of the Bank from March 2014 to May 2015, and as General Manager (Corporate Banking) of the Corporate Banking Unit of the Bank from October 2010 to March 2014. Prior to this, he successively served as Deputy General Manager of the Corporate Banking Department and Corporate Banking Unit of the Bank. Mr. Lin served as Chairman of BOC International Holdings Limited from April 2018 to December 2020 and Chairman of BOC International (China) Co., Ltd. from May 2018 to April 2022. He has been serving as Non-executive Director of BOC Hong Kong (Holdings) Limited since August 2018. He graduated from Xiamen University in 1987 and obtained a Master of Business Administration Degree from Xiamen University in 2000.

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

The Bank's Executive Directors do not receive any director's remuneration from the Bank or any of its subsidiaries. Instead, they are remunerated based on their management positions with the Bank, mainly including basic annual remuneration and performance-based remuneration, employer's contribution to compulsory insurances, housing allowances, and so on. The remuneration of Executive Directors will be determined according to relevant national policies. The Bank's Personnel and Remuneration Committee will review the remuneration allocation plan for each year, raise recommendations to the Board of Directors, and submit them to the Shareholders' Meeting for review and approval.

As far as the directors of the Bank are aware and save as disclosed above, Mr. Lin Jingzhen does not hold any directorship position in other public companies, the securities of which are listed on any securities markets in Chinese mainland, Hong Kong (China) or overseas in the last three years, nor does he have any relationship with any director, senior management member, or substantial or controlling shareholder of the Bank. As at the date of this proposal, Mr. Lin Jingzhen does not have any interests in the shares of the Bank or its associated companies according to Part XV of the *Securities and Futures Ordinance*.

Save as disclosed above, there is no other information in relation to the re-election of Mr. Lin Jingzhen that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the *Hong Kong Listing Rules*, nor are there any other matters that need to be brought to the attention of the shareholders of the Bank. Mr. Lin Jingzhen has not been penalized by the CSRC or other relevant departments or stock exchanges.

10. THE 2023 REMUNERATION DISTRIBUTION PLAN FOR EXTERNAL SUPERVISORS

In accordance with regulatory requirements and relevant management measures of the Bank, the 2023 Remuneration Distribution Plan for External Supervisors is proposed based on the 2023 annual performance evaluation results of external supervisors. Details are as follows:

Unit: RMB10,000/before tax

Name	Position in 2023	Salary payable
Jia Xiangsen	External Supervisor Chairman of the Finance and Internal Control Supervision Committee	26
Hui Ping	External Supervisor Member of the Duty Performance and Due Diligence Supervision Committee Member of the Finance and Internal Control Supervision Committee	26
Chu Yiyun	External Supervisor Member of the Duty Performance and Due Diligence Supervision Committee Member of the Finance and Internal Control Supervision Committee	26

Notes:

- (1) The remuneration of external supervisors of the Bank is determined in accordance with the resolution of the 2009 Annual General Meeting and the evaluation results of duty performance.
- (2) Mr. Jia Xiangsen began to serve as External Supervisor of the Bank as of 17 May 2019. Mr. Jia served as Chairman of the Finance and Internal Control Supervision Committee of the Board of Supervisors of the Bank as of 9 August 2019. He has been serving as member of the Duty Performance and Due Diligence Supervision Committee of the Board of Supervisors of the Bank since 11 March 2024.
- (3) Mr. Hui Ping began to serve as External Supervisor of the Bank since 17 February 2022. Mr. Hui began to serve as member of the Duty Performance and Due Diligence Supervision Committee and member of the Finance and Internal Control Supervision Committee of the Board of Supervisors of the Bank as of 7 March 2022.

- (4) Mr. Chu Yiyun began to serve as External Supervisor of the Bank since 30 June 2022. Mr. Chu began to serve as member of the Duty Performance and Due Diligence Supervision Committee and member of the Finance and Internal Control Supervision Committee of the Board of Supervisors of the Bank as of 22 July 2022.

The above remuneration distribution plan has been reviewed and approved by the Board of Supervisors on 28 March 2024.

11. THE BOND ISSUANCE PLAN

The Bank plans to issue bonds (excluding covered bonds, total loss-absorbing capacity non-capital bonds and capital replenishment bonds such as tier 2 capital bonds, undated capital bonds and convertible corporate bonds) in both domestic and overseas markets to enhance proactive liability ability and support business development. Now the Shareholders' Meeting is hereby proposed to:

agree that the Bank may issue bonds (excluding covered bonds, total loss-absorbing capacity non-capital bonds and capital replenishment bonds such as tier 2 capital bonds, undated capital bonds and convertible corporate bonds) in domestic and overseas markets, provided that it complies with relevant laws and regulations, the listing rules where the Bank's securities are listed, and the applicable laws, regulations and rules of any other government or regulator, and the net new increment by the Group's bond issuance shall not exceed 1% of the Bank's latest audited total assets (RMB324.3 billion). The proceeds shall be used for the Bank's general purposes. The validity period of the resolution shall commence from the day after the approval by the Shareholders' Meeting and expire on the day of the next Annual General Meeting; and

authorize the Board of Directors and the latter delegate the authority to the Senior Management to handle all issues related to bond issuance and all subsequent matters, like determining the bond issuance amount, term, interest rate, issuance market, issue methods, information disclosure and other specific terms according to market conditions and the Bank's asset and liability structure, etc.

**2023 WORK REPORT OF THE BOARD OF DIRECTORS
OF BANK OF CHINA LIMITED**

In 2023, guided by Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, the Board of Directors of the Bank resolutely implemented the decisions and plans of the CPC Central Committee and the State Council, and implemented the new development philosophy in a complete, accurate, and comprehensive manner. Closely integrating serving the real economy with promoting its high-quality development, the Board of Directors comprehensively executed the resolutions deliberated and approved by the Shareholders' Meeting of the Bank as well as the scheme on the authorization to the Board of Directors granted by the Shareholders' Meeting¹, and continued to improve the corporate governance mechanism. The operating results, comprehensive strength and market competitiveness maintained steady progress and stable performance with good momentum for growth. All objectives of the annual business plan formulated by the Board of Directors were completed, and the shareholder returns continued to be relatively high.

According to the IFRS Accounting Standards, in 2023, the Bank registered a net profit after tax of RMB246.371 billion, an increase of RMB9.646 billion or 4.07% year on year, and profit after tax attributable to the Bank's shareholders of RMB231.904 billion, an increase of RMB5.382 billion or 2.38% year on year. At the end of the year, total assets and total liabilities were RMB32.43 trillion and RMB29.68 trillion, up by 12.25% and 12.70%, respectively. The operating income was RMB624.138 billion, up by 6.42%. The NPL ratio decreased steadily to 1.27%. The capital adequacy ratio (CAR) stood at 17.74%, up by 0.22 percentage point. In 2023, the Bank completed the distribution of approximately RMB68.3 billion of dividend on ordinary shares for 2022, representing a dividend ratio of 30%. Improvements were made in customer satisfaction and market recognition. Besides, the Bank ranked first among listed banks in terms of the increase in terms of A-share price.

I. STRENGTHENING STRATEGY LEADERSHIP AND TRANSMISSION, AND ADVANCING HIGH-QUALITY DEVELOPMENT OF THE BANK

Since 2023, the Board of Directors of the Bank has resolutely implemented the national strategies, promoted the implementation of the spirit of a series of important meetings such as the Central Financial Work Conference, as well as the implementation of the Group's 14th Five-Year Plan. The Bank has achieved sound overall effects on strategy transmission and implementation. The Board of Directors also continued to promote the Bank to ensure unimpeded flows in the domestic circulation as well as both the domestic and overseas circulations, kept intensifying efforts for financial support for major strategies, key areas and weak links, and expedited the progress in five major areas, namely, technology finance, green finance, inclusive finance, pension finance, and digital finance, to promote high-quality development of the real economy.

i Adhering to the fundamental purpose of serving the real economy and increasing support in key areas

The Bank's Board of Directors persisted to serving the high-quality development of the real economy as the fundamental purpose, and increased support for major strategies, key areas and weak processes. On the premise of complying with the macro-prudential management requirement, the Bank achieved an increase of RMB2.28 trillion or 16.00% in domestic RMB loans, with the increment registering an all-time high for the same period. Focusing on key areas that strive to boost China's strength in manufacturing, product quality, aerospace, transportation, cyberspace, and digital development, the Bank tilted credit resources to major projects like breakthroughs in key and core technologies, and fully supported building a more complete, advanced, safe, and modernized industrial system. The balances of loans to strategic emerging industries, loans to the manufacturing industry and technology finance loans rose by 74.35%, 28.05% and 30.94%, respectively. Domestic green loans increased by more than RMB1.1 trillion, up by 56.34% year on year. The Bank ranked first among peers in green bond underwriting. Credit facilities were granted to 15 thousand national and provincial "specialized, refined, featured and innovative" enterprises. The balance of inclusive loans exceeded RMB1.7 trillion, an increase of over 40%. The balance of loans to private enterprises increased by more than RMB790 billion or over 27%. The balance of agriculture-related loans reached RMB2.6561 trillion, up by 28.53%. The Bank's increases in loans in all key areas were higher than the average level of domestic banks. The Bank supported the balanced and sound development of the real estate market and saw an increase in its market share of newly extended personal housing loans. It stimulated domestic demands and consumption, integrated them into consumption scenarios, and boosted the development of personal non-housing consumer loans. The balance of personal non-housing consumer loans grew by nearly 45%. The Bank practiced the requirements of the common prosperity strategy, accelerated the building of a "market-wide + Group-wide" wealth finance platform, further enhanced the coverage and accessibility of personal financial services. The scale of financial assets of the Group's all personal customers exceeded RMB14.29 trillion, and that of private banking customers reached RMB2.69 trillion. The number of personal customers of commercial banks in the Chinese mainland exceeded 525 million, up by 3.80% compared to the previous year, with the growth rate leading comparable peers.

¹ Please refer to the concurrently disclosed document of the Shareholders' Meeting, *Report on the Implementation of the Scheme on the Authorization to the Board of Directors Granted by the Shareholders' Meeting of Bank of China Limited for 2023*.

ii Persisting to consolidating the global advantages and comprehensive characteristics, and actively undertaking the role of vanguard in serving the new development pattern

The Bank's Board of Directors solidly promoted overall planning for serving national strategies, facilitated the optimization and expansion of global services and integrated operations, contributed to the positive interplay of dual circulation, and worked to improve diversified and synergistic services. It clarified the global high-quality development ideas, kept up with the priority direction of diplomacy, and accelerated the global layout and coordinated development. It pushed ahead with differentiated overseas development, determined differentiated regional strategies, differentiated institution positioning, differentiated management of business priorities and institutions, and constantly optimized the overseas management model. The Board of Directors, based on the changes in overseas situations, carried out in-depth research and put forward the analysis and suggestions such as consolidating the advantages of globalization and enhancing international competitiveness. It proceeded with the high-quality joint construction of the Belt and Road Initiative and provided full support for high-level opening-up. In 2023, Riyadh Branch and Papua New Guinea Representative Office commenced operations smoothly, marking that the Bank's overseas institutions have covered 64 countries and regions. Overseas institutions recorded a pre-tax profit of USD8.084 billion and their contributions to the Group's profit stood at 19.21%. The number of RMB clearing banks within the Bank increased to 15. The Bank deeply served events such as the China-Central Asia Summit and the Belt and Road Summit. It followed up on over 1,000 credit projects accumulatively in countries engaging in the joint construction of the Belt and Road Initiative, providing credit support of more than USD316 billion. The personal foreign exchange business remained absolutely advantageous. The Bank continued to rank first among domestic peers in terms of income from personal cross-border business, the volume of personal foreign exchange purchase and sale, and the scale of personal deposits in foreign currencies. The Board of Directors boosted the high-quality development of integrated operation from such aspects as synergy within the Group, controllable risks, business sustainability, and market competitiveness, and promoted the build-up of the three-dimensional synergy capability. To meet regulatory requirements, the Bank made solid progress in the special governance of affiliated companies. With these efforts, the Group's management was on the improvement and comprehensive performance significantly rallied. For example, BOC Aviation and BOC Wealth Management saw rapid growth in their after-tax profits. Institutions like BOC Wealth Management, BOC Fullerton, and BOC Asset Investment raised market shares in terms of their main business. BOCIM ranked higher in terms of the scale of publicly offered non-monetary funds. In addition, BOCI China made new breakthroughs in the sponsorship business and in serving "specialized, refined, featured and innovative" enterprises.

iii Persisting to assuming environmental and social responsibility and achieving positive results in ESG governance

The Board of Directors of the Bank attached great importance to and vigorously promoted ESG-related work, and persevered in promoting the optimization and improvement of ESG governance structure and policy system. The Bank has achieved positive results in fulfilling its environmental responsibilities such as green finance, customer ESG risk management and green operations, as well as its social responsibilities such as serving the real economy, deepening inclusive finance, supporting rural revitalization, protecting consumer rights and interests, and boosting social welfare. In 2023, the Board of Directors reviewed and approved the Bank's Corporate Social Responsibility Report for 2022 (Environmental, Social, and Governance) and the *Management Measures for Consumer Rights Protection (Version 2023)*, and listened to the Report on Green Finance Development in 2022 and the Report on Supervisory Assessment on Consumer Rights Protection in 2022. Policies and reports such as the Risk Appetite Statement, the Enterprise Risk Management Policy, and the Risk Report of the Group, which were reviewed and adopted by the Board of Directors, are highly focused on the ESG risk management of customers.

The Board of Directors attached great importance to consumer protection, continuously boosted the refinement of the consumer protection system and mechanism and strictly standardized review requirements to improve the effectiveness of consumer protection review and give full play to the function of early risk identification and prevention. In 2023, the Bank stepped up efforts in the in-event control and ex-post supervision of marketing and publicity monitoring, risk inspection of personal customer information protection, and supervision and inspection of consumer protection, heightened the consumer protection assessment of key areas like suitability management and complaint management, and continued to intensify the joint supervision force. It constantly enriched consumer education means to improve consumers' consciousness of rational consumption and abilities to protect their rights according to law. It ameliorated the mechanism for handling customer complaints, proceeded with source-oriented remediation of institutions and services with massive complaints and obvious risks, and took gradual steps to expand consumer protection from back-end complaint handling to the whole business process. The Bank topped the 2023 consumer protection assessment ranking published by the regulator among major peers.

iv Persisting to orderly promotion of digital transformation, and consolidating the foundation for business development

The Bank's Board of Directors attached great importance to the foundation of business development, fortified the consolidation of digital transformation foundation, continuously stepped up efforts in tackling problems in key areas, sought innovation, gathered pace of digital and intelligent transformation, and effectively released development vitality. In 2023, the "OASIS project" was implemented at a faster pace. The Bank completed the architecture remodeling and service upgrade of basic financial products such as debit cards, credit cards, pension funds, and notes. The data foundation was increasingly consolidated, and the "Three Horizontals, Two Verticals and One Redline" enterprise-level data governance system was perfected, providing comprehensive, agile and sophisticated capability support for the management, operation, analysis and application of digital assets and value creation. The management, operation and service of the Bank's digital assets have passed the certification of the ISO9001 quality management system. Solid steps were taken in infrastructure construction. For example, the Phase I project of the Inner Mongolia Hellingeer Park of the Financial Technology Center of the Head Office was delivered, which was able to support 30,000 servers, and the construction of the new infrastructure project in Hefei has started. Continuous improvements were made in the production safety and cybersecurity guarantee capabilities. The Bank furthered the open competition mechanism to stimulate the enthusiasm of innovation entities and made 26 achievements in such fields as green finance, inclusive finance, and scientific and technological innovation. It made new breakthroughs in new technology platforms, realizing the sharing, promotion, and application of technologies in over 1,800 scenarios and fields of the Head Office and branches, such as customer information, human resources, and financial management. The Bank stepped up efforts in digital finance in a down-to-earth manner, advanced the integration and mutual progress between financial services and digital technology, built "one-point access and global response" and key region-based coordinated management platforms, and improved the Group's integrated service capability. It continuously optimized functions and service experience of mobile banking, released Version 6.0 overseas personal mobile banking, and further expanded the coverage of corporate online banking in overseas regions. Furthermore, it took the lead in the industry in launching an e-CNY account-based hardware wallet and managed to constantly improve the quality and efficiency of the supply of financial services through technological empowerment.

II. PERSISTING TO COORDINATING DEVELOPMENT AND SECURITY, AND DEEPENING COMPREHENSIVE RISK MANAGEMENT**i Refining capital management and continuously consolidating capital strength**

The Bank's Board of Directors adhered to the requirements of high-quality development, continuously improved the capital management system, and took multiple measures to replenish capital to improve capital adequacy. It thoroughly implemented the philosophy of capital constraint and value creation, enhanced the level of refined management, guided the optimization of the business structure, and continuously improved the ability of value creation. In 2023, the Board of Directors reviewed and approved proposals such as the CAR report, internal capital adequacy assessment ("ICAAP") report, issuance of capital instruments, and CAR and relevant disclosure issues, deeply promoted the strengthening of capital management, consolidated the capital base, and urged the Management to give full play to the role of economic capital assessment and do a good job in capital replenishment and capital conservation.

ii Building the bottom line of security development and perfecting the comprehensive risk management system

The Bank's Board of Directors resolutely took risk prevention and control as the eternal theme, and further promoted the construction of the Bank's comprehensive risk management system. Specifically, it studied and formulated a series of important policy documents such as the Bank's comprehensive risk management policy, strategic risk management policy, business continuity management strategy, country risk management policy, and measures for reputational risk management, to consolidate the Bank's comprehensive risk management foundation. The Bank promoted asset quality monitoring, strengthened forward-looking credit risk management, effectively prevented and resolved risks in key areas, achieved initial results in the mechanism for the risk prevention and control of large customers, vigorously promoted the collection and resolution of NPLs, and kept asset quality basically stable. It enhanced the match and synergy between risk appetite and development strategy, by which it could better serve the implementation of strategies. In addition, it improved the procedures and systems for market risk limit management, responded steadily to changes in the financial market, and rendered main liquidity risk indicators meeting regulatory requirements. In 2023, the Board of Directors reviewed and approved a number of proposals, including Liquidity Risk Stress Test Scenario Settings, Procedures and Results, Stress Test Reports, the Group's Risk Appetite Statement, the Proposal on the Recovery and Resolution Plan, and the Country Risk Rating and Limit, and listened to reports on comprehensive risks BOC Group, country risk limit and regulatory opinions, and the Bank's remediation.

iii Improving the internal control & compliance system and strengthening the role of internal and external supervision

The Bank's Board of Directors earnestly carried out national policies, strictly implemented regulatory requirements, constantly improved the permanent mechanism of internal control & compliance, and steadily improved internal control & compliance and AML management capabilities. The Bank further consolidated the foundation of internal control case prevention and management, deeply engaged in the governance of internal control case prevention in key institutions and areas, organized compliance of operational risk with the new capital regulations, took solid and detailed steps in business continuity management, and enhanced operational risk management. It continued to ramp up coordinated efforts in the remediation of problems found in regulatory inspections and internal and external audits, and consolidated the quality and efficiency of remediation. It further improved accountability management and implementation mechanisms, implemented escalated accountability, strengthened accountability for managers, and continued to make the atmosphere stricter. Consistent efforts were made to improve the AML management system, strengthen the management and control of high-risk business, and refine management. The Bank kept on improving the long-term mechanism of overseas compliance management and worked to properly handle overseas compliance risk events. It implemented the new regulations on connected transactions, bolstered the management of connected parties, continuously intensified the monitoring of connected transactions, improved automatic management, and strictly controlled the risks of connected transactions. It promoted the rendering of legal services for grassroots and frontline institutions and employees, proactively controlled legal risks, and properly handled domestic and overseas major lawsuits.

III. OPTIMIZING THE OPERATION MECHANISM OF THE BOARD OF DIRECTORS AND CONTINUOUSLY IMPROVING THE EFFECTIVENESS OF CORPORATE GOVERNANCE**i Persisting to implementing the “two-sphere consistency” requirements and perfecting corporate governance policies and mechanisms**

The Board of Directors of the Bank adhered to the organic integration of Party leadership and corporate governance, and continued to improve and optimize the corporate governance policy system and operation mechanism. The Board of Directors made all-out efforts to successfully obtain regulatory approval of the new version of the *Articles of Association*, which reflected the CPC Central Committee's new requirements for corporate governance, related laws and regulations, and new regulatory requirements. It carried out the establishment, revision, and abolishment of corporate governance policies, sorted out and re-inspected internal corporate governance policies and measures in an all-round way, improved the framework system for corporate governance policies, and placed emphasis on advancing the formulation and revision of rules for the Shareholders' Meeting, the scheme on the authorization to the Board of Directors, rules of procedure, rules for independent directors, working rules of the Board Secretary, and Management Measures for securities transactions by directors, supervisors, and the Senior Management. It continued to follow up on regulatory rules for corporate governance and pushed forward the implementation of newly released regulatory rules within the Bank, such as the *Opinions on the Reform of Independent Directors System of Listed Companies* issued by the State Council. In 2023, driven greatly by the Board of Directors, the Bank's Board Secretariat was renamed the Board Office, with newly added functions concerning corporate governance planning. In particular, it strengthened and deepened communication and exchange with governance entities, such as the Board of Directors, the Management, and the Board of Supervisors, drove the optimization and improvement of communication mechanisms with the Management and the Board of Directors, enhanced the supervision on the implementation of opinions and suggestions, and further promoted corporate governance to exert synergy.

ii Optimizing the operation mechanism of the Board of Directors and special committees and ensuring scientific and efficient decision-making by the Board of Directors

In 2023, the Bank's Board of Directors continuously optimized the operation mechanism, fully sorted out rules and requirements for such aspects as communication prior to the meeting of the Board of Directors, convening procedures, and addition and cancellation of topics, formulated and implemented the procedures for the submission of proposals of the Board of Directors, improved the directors' communication mechanism and other internal systems and mechanisms, and sped up efforts to initiate and develop the project of building the management system for proposals of the Board of Directors and the Shareholders' Meeting, and continuously improved corporate governance compliance and effectiveness. The Board of Directors and its special committees performed their duties and functioned effectively, thereby continuously enhancing the Bank's corporate governance effectiveness. The Board of Directors convened three Shareholders' Meetings, at which a total of 18 proposals were deliberated and reviewed. It held nine on-site meetings and four written meetings of the Board of Directors throughout the year, deliberated and studied a total of 87 proposals, made 69 resolutions, and urged and promoted the Management to earnestly implement the relevant resolutions. Special committees of the Board of Directors held a total of 39 meetings, actively providing professional support for the decision-making by the Board of Directors. In 2023, the Bank won an award the “Best Practice Case for Public Company Boards” in the first selection by the China Association for Public Companies.

iii Sticking to diversity of the Board of Directors and building a scientific and efficient governance structure

Staffing adjustment and supplementation of the Board of Directors were steadily promoted. In 2023, the Bank ushered in three new equity directors and initiated the selection and nomination of two non-executive directors, one executive director, and one Board Secretary, which provided a strong boost for the improvement in the corporate governance structure and promoted the Bank's governance of the Board of Directors to enter a new stage of high-quality development. The Bank continued to carry out the *Bank of China Limited Board Diversity Policy*. The appointment of the members of the Board of Directors was based on the skills and experience necessary for the overall functioning of the Board of Directors. Particularly, during the selection of independent directors, diverse objectives and requirements were fully considered, including but not limited to regulatory requirements, gender, age, cultural and educational background, region, professional experience, skills, and knowledge of directors. In 2023, the Board of Directors, in accordance with relevant rules and requirements for post qualifications of independent directors, promoted the building of a selection system framework, improved the independence assessment mechanism and the list database of candidates, advanced the outgoing and selection procedures for independent directors, and made positive progress. In its efforts to select and engage directors in 2023, the two candidates for non-executive directors are both females, who are characteristic of internationalization and professionalism and enjoy high prestige in fields like finance and financial accounting. Relevant nomination proposals were approved at the meeting of the Board of Directors and the Extraordinary General Meeting held in January and February 2024, respectively. This demonstrates that important progress has been made in making the Board of Directors more diversified and professional.

iv Improving the support system for directors' performance of duties and continuously enhancing directors' value contribution

The Bank's Board of Directors continuously enhanced the guarantee of directors' right to know in their duty performance. In 2023, directors' scope of knowledge was constantly expanded. By attending important internal meetings such as business situation analysis meetings and bank-wide working conferences as non-voting attendees, directors deepened their understanding of the Bank's operation and management status. Continuous improvements were made in the quality and efficiency of research by directors. Closely focusing on the Bank's development strategy and key work and major economic and financial hot issues, directors completed 12 research reports. The Management forwarded the research reports to relevant departments and instructed them to study and implement them, effectively promoting the improvement of corporate governance and operation management of the Bank. The Bank's Board of Directors attached great importance to the continuous professional development of directors and actively engaged in the training of directors. In 2023, the Bank's directors fully complied with *Corporate Governance Code C.1.4 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* and Chinese regulatory requirements, and actively participated in the training in the analysis of AML policies and green finance. For the newly engaged three equity directors and two foreign independent directors, the Bank's Board of Directors organized multiple rounds of training involving different business management lines for the directors according to the needs for duty performance.

v Conducting independence assessment of independent directors to ensure compliance with regulatory requirements

In accordance with the *Measures for the Management of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Stocks on Shanghai Stock Exchange* and other regulatory requirements, the Bank's independent directors conducted self-inspections of their independence. Based on the employment of the Bank's independent directors and the relevant independence self-inspection documents signed by them, the Board of Directors has assessed the independence of the independent directors.

Independent directors of the Bank do not hold positions in the Bank other than directors, members or chairperson of special committees of the Board of Directors, and do not have any relationship with the Bank and the Bank's substantial shareholders that may affect their ability to make independent and objective judgements, which is in line with the relevant requirements of the *Measures for the Management of Independent Directors of Listed Companies* and the Articles of Association of the Bank regarding the independence of independent directors.

IV. STRICTLY FULFILLING THE OBLIGATIONS OF INFORMATION DISCLOSURE AND CREATING BEST PRACTICES IN INVESTOR RELATIONS**i Continuously improving the transparency of information disclosure and enhancing the relevance and effectiveness of disclosure**

In strict accordance with the regulatory requirements of the two places and the disclosure principles of authenticity, accuracy, completeness, simplicity and comprehensibility, the Board of Directors adhered to the investor demand-oriented approach, aimed to enhance the information transparency, and continuously improved the relevance and effectiveness of information disclosure. It published daily and timely announcements on resolutions of the Board of Directors and major events, and issued 354 reports in 2023 in both markets, with zero error and no omission. The Bank has established a comprehensive and systematic information disclosure system, which clearly regulates the scope and standards of information disclosure, the responsibilities and division of labor among relevant entities, the procedures for the preparation and dissemination of content, and internal monitoring and penalties. During the year, the policy documents were re-inspected in a timely manner based on changes in regulatory rules. The Bank proactively enhanced voluntary disclosure and responded to market concerns. In 2023, the Bank took the initiative to intensify voluntary disclosure and enhance the transparency of information around issues of concern to the capital market, such as service to the real economy, cross-border financial services, the construction of the Belt and Road, the internationalization of RMB and the ESG development philosophy. It strengthened the information disclosure responsibility mechanism and the working mechanism of information personnel, further enhanced the building and training of the professional talent team for information disclosure and the development of a compliance culture, and improved the initiative and foresight of information disclosure management. The registration and reporting of insiders were implemented in accordance with regulatory requirements and the Bank's regulations. In 2023, the Bank's information disclosure pass rate was 100%. The Bank obtained the highest rating of "A" for ten consecutive years in the annual evaluation of information disclosure by the Shanghai Stock Exchange, and the "Platinum Prize in Comprehensive Assessment", record high performance for ranking ninth (second in the banking sector) in the selection of global annual reports for its 2022 annual report.

ii Continuously enriching market communications to create best practices in investor relations

In 2023, the Bank closely tracked market dynamics, continuously enriched market communication methods, continued to build professional and efficient investor relations management practices, and endeavored to enhance investor services in the capital market. It actively organized public market communication activities for its annual, interim and quarterly results, and for the first time set up three venues in Beijing, Boao and Hong Kong, China for its annual results announcement press conference. In addition, the Bank carried out in-depth communication with institutional investors, participated in seminars organized by investment banking institutions, organized performance roadshows, special communication meetings and daily communications, and registered the relevant information in a timely manner, so as to actively convey the Bank's investment value to the capital market. Great importance was attached to services for minority investors. The investor relations management department answered 105 calls on the investor hotline, handled 55 questions from the IR mailbox, and responded to 13 investors' questions on the "SSE E-Interactive" online platform. Inquiries of concern of minority investors on dividend distribution, share price performance, arrangements for shareholders' meetings and results releases, profitability and asset quality were answered, and timely and proper response were made to inquiries, suggestions and other claims of investors. The Bank optimized the information in the investor relations column on the official website, co-organized the investor exchange activity of "Learning about the Blue Chip" with the China Securities Investor Services Center, and actively participated in the "National Investor Protection Day" and other special investor education activities, so as to enhance the breadth, depth and warmth of the services provided to shareholders. It proactively understood the opinions and suggestions of the capital market on the Bank's operation and development, and transmitted them internally in a timely manner to continuously improve the Bank's corporate governance and intrinsic value. In accordance with regulatory requirements and management needs, the Bank conscientiously standardized the provision of services to shareholders and the equity management. In 2023, the Bank's investor relations continued to be recognized by the market. The Bank won a number of awards, such as the New Fortune HK Listed Companies with the Best IR (A shares and H shares), "Award of Investor Relations Case of Listed Companies in China" by *Securities Times*, and the "Best Practice Award for 2022 Annual Report Performance Briefing of Listed Companies in China" by the China Association for Public Companies.

In 2024, the Bank's Board of Directors will continuously promote the Bank to implement the new development philosophy in a complete, accurate, and comprehensive manner, and deeply understand the political and people-oriented nature of financial work. It will adhere to the guidance of Party building, take serving the real economy as a fundamental task, following the eternal theme of risk prevention and control, regard the consolidation and expansion of the Bank's strengths in globalization and improvement in the ability of global layout as a top priority, prioritize enhancing market competitiveness and serving national strategies, and highlight deepening reform, opening-up, and innovation, improving the operation efficiency and effectiveness of governance, and carrying forward financial culture with Chinese characteristics. It will find the combination point, starting point, and support point for implementing the decisions and arrangements made by the CPC Central Committee and achieving the Bank's own high-quality development. Furthermore, it will comprehensively enhance strategic resilience, expand the diversity, inclusiveness, and accessibility of products and services, act on the principle of seeking progress while maintaining stability, promoting stability through progress, and establishing the new before abolishing the old, remain steadfast in the road of financial development with Chinese characteristics, and make constant efforts to open up new vistas for the high-quality development of BOC in the course of serving Chinese modernization and contributing to building China into a financial powerhouse.

It is hereby reported.

Board of Directors of Bank of China Limited

2023 WORK REPORT OF THE BOARD OF SUPERVISORS OF BANK OF CHINA LIMITED

I. MEETINGS OF THE BOARD OF SUPERVISORS

In 2023, the Bank held four on-site meetings of the Board of Supervisors on 30 March, 28 April, 30 August, and 30 October respectively, as well as one meeting via written resolution. At these meetings, the Board of Supervisors reviewed and approved 40 proposals, including proposals regarding the Bank's four regular reports; the 2022 profit distribution plan; the 2022 corporate social responsibility report (environmental, social and governance); the 2022 internal control assessment report; the 2022 work report of the Board of Supervisors; the evaluation opinions of the Board of Supervisors on the duty performance and due diligence of the Board of Directors, the Senior Management, and their members for 2022; the performance evaluation results for the Chairwoman of the Board of Supervisors for 2022; the remuneration distribution plan for the Chairwoman of the Board of Supervisors in 2022; the implementation plan on performance evaluation for the Chairwoman of the Board of Supervisors in 2023; the results of the performance evaluation and remuneration distribution plan for external supervisors; the implementation plan for the performance evaluation of external supervisors in 2023; the revision of the rules of procedure of the Board of Supervisors; the revision of the working rules of the Duty Performance and Due Diligence Supervision Committee of the Board of Supervisors; the revision of the working rules of the Finance and Internal Control Supervision Committee of the Board of Supervisors; the revision of the implementation measures of the Board of Supervisors for financial and risk-based internal control supervision; and the revision of measures for performance evaluation of external supervisors. In addition, the Board of Supervisors issued supervision and evaluation opinions regarding the Bank's performance in strategy implementation in 2022, as well as the Bank's reputational risk management, information disclosure management, capital management and management of advanced approaches for capital measurement, liquidity risk management, internal audit, consolidated management, stress test management, data governance, internal control, case prevention, compliance management, anti-money laundering (AML) management, expected credit loss (ECL) approach management, remuneration management, off balance sheet business management, employee behaviour management, product management, consumer protection, market risk management, and comprehensive risk management.

In 2023, the attendance of each supervisor at the meetings of the Board of Supervisors is given below:

Supervisors	Number of meetings attended in person/Number of meetings convened during term of office
Incumbent Supervisors	
WEI Hanguang	5/5
ZHOU Hehua	4/5
JIA Xiangsen	5/5
HUI Ping	5/5
CHU Yiyun	5/5
Former Supervisors	
ZHANG Keqiu	5/5
LENG Jie	0/0

Note: Supervisor ZHOU Hehua didn't attend the meeting of the Board of Supervisors held on 30 October 2023 in person due to other business arrangements.

In 2023, the Duty Performance and Due Diligence Supervision Committee of the Board of Supervisors held four on-site meetings and two meetings via written resolutions, at which it previewed proposals regarding the evaluation opinions of the Board of Supervisors on the duty performance and due diligence of the Board of Directors, the Senior Management, and their members for 2022; the performance evaluation results for the Chairwoman of the Board of Supervisors for 2022; the implementation plan on performance evaluation for the Chairwoman of the Board of Supervisors in 2023; the performance evaluation results and remuneration distribution plan for external supervisors; the implementation plan for performance evaluation of external supervisors in 2023; the revision of the working rules of the Duty Performance and Due Diligence Supervision Committee of the Board of Supervisors; and the revision of measures for performance evaluation of external supervisors.

In 2023, the Finance and Internal Control Supervision Committee of the Board of Supervisors held four on-site meetings and one meeting via written resolution, at which it previewed proposals regarding the Bank's four regular reports, the 2022 profit distribution plan, the 2022 corporate social responsibility report (environmental, social and governance), the 2022 internal control assessment report, the evaluation opinions of the Board of Supervisors on the Bank's performance in strategy implementation in 2022, the revision of the working rules of the Finance and Internal Control Supervision Committee of the Board of Supervisors, and the revision of the implementation measures of the Board of Supervisors for financial and risk-based internal control supervision.

II. PERFORMANCE OF SUPERVISION AND INSPECTION BY THE BOARD OF SUPERVISORS

In 2023, in accordance with relevant laws and regulations, regulatory requirements, and the Articles of Association of the Bank, the Board of Supervisors earnestly performed its supervisory duties, continuously enhanced the quality and efficiency of its supervision in the fields of strategy, duty performance, finance, risk, and internal control, and continued to play a constructive supervisory role in the Bank's corporate governance, thus contributing to the Bank's high-quality development.

Strongly emphasised the implementation of major national decisions and plans in its supervisory work. Special attention was paid to how the Bank served the real economy. The Board of Supervisors focused on supplying financial resources to key areas such as scientific and technological innovation, advanced manufacturing, green development, and micro, small, and medium-sized enterprises, in order to assist the implementation of national strategies including coordinated regional development and the expansion of domestic demand. The Bank also undertook initiatives to efficiently develop technology finance, green finance, inclusive finance, pension finance, and digital finance, improving its mechanism for supporting the implementation of major national decisions and plans and pinpointing areas in which the implementation of such plans align with the Bank's own high-quality development. Special attention was paid to how the Bank's services can assist China's high-level opening up. The Board of Supervisors recommended that the Bank give full play to its strengths, enhance its global competitiveness and influence, and better serve China's new development pattern of "dual circulation". Special attention was paid to how effectively the Bank prevented and resolved risks. The Board of Supervisors prompted the Bank to uphold "risk bottom-line" thinking, continuously improve the effectiveness of comprehensive risk management, and steadfastly safeguard the safety of assets across the Bank. Based on the information obtained, the Board of Supervisors voiced supervisory opinions on various aspects of work carried out throughout the year.

Earnestly fulfilled strategy supervision duties. Special attention was paid to the implementation progress of the development plan for the 14th Five-Year Plan period. The Board of Supervisors attended working meetings across the entire Bank as well as meetings of the Board of Directors and the Strategic Development Committee, regularly prompted discussions about strategy implementation and heard relevant reports, and closely tracked the step-by-step fulfilment of quantitative indicators and the implementation of the Bank's key quantitative tasks, such as enhancing the market competitiveness of branches in key regions and cities of China, refining the management of market-by-market strategies for overseas institutions, and expediting the building of an enterprise-level architecture. It issued supervisory evaluation opinions and reminded the Bank to pursue a problem-oriented approach and intensify process management of plan implementation. The Board of Supervisors pressed ahead with the interim re-inspection of the development plan, with a focus on assessing its alignment with the guiding principles of the Central Financial Work Conference and the Bank's working requirements of high-quality development. It compiled four quarterly supervision reports on strategy implementation, and recommended that the Bank maintain strategic focus, optimise working tactics in light of actual conditions, scientifically review the quantitative indicators outlined in the development plan, and supplement or refine the key tasks set out in the development plan. Through strategic supervision, it encouraged the Board of Directors, the Senior Management and relevant departments to continuously improve the effectiveness of strategy implementation.

Standardised supervision and evaluation of duty performance. To supervise day-to-day duty performance, the Board of Supervisors attended shareholders' meetings and meetings of the Board of Directors, relevant special committees, and the Senior Management, and kept informed of and oversaw the performance of the Board of Directors, the Senior Management and their members in complying with laws and regulations, acting on national decisions and plans, implementing regulatory requirements, executing resolutions reached at the shareholders' meetings and the meetings of the Board of Directors, refining the corporate governance mechanism, and improving operation and management conditions, etc. It drafted four quarterly supervision reports on the performance of the Board of Directors and the Senior Management, along with accompanying supervisory opinions. To enhance annual evaluations of duty performance, the Board of Supervisors conducted group interviews with non-executive directors, and organized written interviews with executive directors, independent non-executive directors, and senior management members. Through these efforts, along with supervision of their routine duty performance, the Board of Supervisors issued 23 annual evaluation opinions on the duty performance of the Board of Directors, the Senior Management and their members, and reported them to the shareholders' meetings and regulatory authorities as required, as well as providing written feedback to directors and senior management members. These duty performance supervision and evaluation activities prompted directors and senior management members to perform their duties diligently and efficiently.

Carried out thorough financial supervision by reviewing regular reports. The Board of Supervisors oversaw deliberations regarding the Bank's regular reports in accordance with the law and regulations. It received quarterly reports on operating results, oversaw preparation and review procedures for regular reports, ensured that regular reports truly, accurately, and completely reflected the operation and management of the Bank, organised for all supervisors to sign written confirmation opinions, and supervised the compliance and reasonableness of the profit distribution plan, issuing its deliberative opinions accordingly. The Board of Supervisors strengthened supervision of significant financial activities as well as the decision-making and implementation of financial matters. It participated in meetings in which business conditions were analysed, attended meetings of the Financial Approval

Committee, and completed four quarterly supervision reports regarding the Bank's financial conditions. With a focus on performance evaluation management, these reports recommended more precise distribution of financial resources and more robust support and guidance for the implementation of performance evaluation plans by institutions at all levels. With special attention paid to the building of a long-acting financial compliance mechanism, the Board of Supervisors suggested improving the mechanism for reviewing financial expenditures and strengthening related post-evaluation management. Particular attention was also paid to preparations for the implementation of new regulations on capital management, the Board of Supervisors suggested accelerating work progress to ensure timely compliance with the new regulations. This financial supervision work encouraged the Senior Management and relevant departments to continuously improve the effectiveness of financial management.

Continually strengthened supervision of risk management and internal control. Focused on carrying out routine risk and internal control supervision in key areas, the Board of Supervisors attended the meetings of the Board of Directors and its Risk Policy Committee as well as the Senior Management and its Risk Management and Internal Control Committee, heard relevant reports, and completed four quarterly reports on risk and internal control. These reports focused on risk management in key areas, prompted the effective prevention and resolution of real estate and local government debt risks, and encouraged more forward-looking risk management by controlling market risk, interest rate risk, exchange rate risk and liquidity risk. Attention was also paid to non-traditional risk management, the Board of Supervisors suggested improving the workplace safety management mechanism, consolidating the foundations of IT management, and properly protecting the rights and interests of consumers. Special attention was paid to internal control and compliance management, the Board of Supervisors recommended reinforcing internal control over important positions, key businesses, and primary-level institutions. The Board of Supervisors also urged the proper implementation of new regulations such as the ECL approach and the risk management of off-balance-sheet businesses. In strengthening the supervision of how risks arising from cross-border and cross-sector operations are managed, the Board of Supervisors proactively forecast and explored challenges posed by changes in the global economic and financial landscape to the Bank's globalised and integrated operations, analysed potential risks in a timely manner, and suggested strengthening the building of an integrated risk management mechanism that covers local and foreign currencies, domestic and overseas operations, and on- and off-balance-sheet businesses, reinforcing the monitoring and screening of major risks, enhancing the effectiveness of stress tests, and fostering emergency resilience. Through risk and internal control supervision, it urged the Senior Management and relevant departments to continuously improve the effectiveness of the Bank's comprehensive risk management.

Conducted key supervision and research supervision through a problem-oriented approach. The Board of Supervisors continued to closely combine key supervision with routine supervision in proactive alignment with overall national conditions, including focusing on key areas related to the high-quality development of the Bank and the main duties and responsibilities of the Board of Supervisors. It conducted five key supervision projects: namely, supporting the national plan for domestic demand expansion, consolidating the advantages of the Bank's globalised operations to serve China's high-level opening up, strengthening the supervision of financial and accounting affairs, enhancing credit management effectiveness, and managing financial market risks, and completed five key supervision reports which achieved good supervisory results. The Board of Supervisors paid six supervisory visits to domestic branches/institutions of the Bank, extensively asking for advice, figuring out demands, and enquiring actual results at the primary level. While identifying problems at the Head Office level through a bottom-up approach, the Board of Supervisors helped the Bank optimise decision-making process, refine policies, and promote its work effectively. Meanwhile, it extracted useful experiences and good practices from research activities to institutionalise and standardise the research work.

Enhanced safeguarding of the supervision mechanism. The Board of Supervisors expanded its supervisory information sources, improved its attendance and contributions to meetings, ensured it had access to comprehensive and timely information regarding the Bank's overall operations, and uncovered fundamental and routine issues that formed the basis of its supervisory opinions. The Board of Supervisors and its special committees refined their operations to enhance the quality and efficiency of their deliberations and decision-making in meetings. The Board of Supervisors followed up on its supervisory opinions by tracking implementation according to category. It pushed forward the effective application of supervisory results, deepened supervisory cooperation with various parties, and strengthened the guidance for internal audits and supervision for external audits.

Strengthened the development of the Board of Supervisors. The Board of Supervisors improved its policy system and revised its rules and policies, such as the *Rules of Procedure of the Board of Supervisors*, further refining the supervisory responsibilities of the Board of Supervisors and its special committees. It boosted the professional competence of supervisors and organised themed training sessions, so as to ensure that supervisory efforts closely followed regulatory requirements and new changes in prevailing conditions. Meanwhile, it strengthened the support, incentives and constraints for supervisors to perform their duties, improved key information reporting mechanisms for the Board of Supervisors and supervisors, and conducted annual performance evaluation of the Board of Supervisors and supervisors. All supervisors performed their supervision duties faithfully and diligently, played to their own strengths, and made efforts to improve their policy awareness and duty performance capability. In addition, they actively participated in meetings, carefully deliberated on proposals, listened to work reports, carried out key supervision, and provided professional, well-considered, and unbiased

suggestions, conscientiously fulfilling their supervisory function. The Board of Supervisors reviewed and formulated the 2023 appraisal result on duty performance of the supervisors of the Bank that they were all competent.

Over the past year, the Board of Supervisors put forward more than 200 supervisory recommendations in various forms, such as supervisory proposal letters, supervisory evaluation comments, and supervisory reports, etc. The Board of Directors strongly supported and responded positively to the work of the Board of Supervisors, and requested the Senior Management to instruct relevant departments to earnestly study and implement the supervisory recommendations of the Board of Supervisors. The Senior Management attached great importance to the work of the Board of Supervisors and worked to cooperate by supervising relevant departments to put forward improvement measures and implement them in conjunction with their daily work, and to provide regular feedback to the Board of Supervisors on rectification progress. The work of the Board of Supervisors has played an active and effective role in helping the Bank strengthen its strategy implementation, improve operation and management activities, and prevent and mitigate risks.

III. SUPERVISORY EVALUATION OPINIONS GIVEN BY THE BOARD OF SUPERVISORS PURSUANT TO RELEVANT REGULATORY REQUIREMENTS

In accordance with regulatory requirements, the Board of Supervisors gave the following supervisory evaluation opinions on the performance of the Bank's Board of Directors and Senior Management and their members.

In 2023, the Board of Directors and its members kept integrating the Party leadership into corporate governance, acquired a deep understanding of the political and people-oriented nature of financial work, thoroughly implemented the decisions and plans of the CPC Central Committee and the State Council and stepped up support for key fields in a bid to serve the real economy. They also promoted efforts to improve global services and comprehensive operation, strengthen strategic assessment and dynamic optimization, review strategic planning, advance digital transformation, consolidate the capital base and strengthen comprehensive risk management. Under their guidance, the Senior Management fulfilled the business development tasks for the year, boosting the customer satisfaction and market recognition of the Bank. The Board of Directors maintained scientific decision-making and standardized operations, earnestly implemented the resolutions of the shareholders' general meetings, effectively protected the rights and interests of minority shareholders, continuously strengthened communication with the Board of Supervisors, readily accepted supervision from the Board of Supervisors and earnestly acted on the supervisory opinions and suggestions of the Board of Supervisors. It is suggested that the Board of Directors continue to deeply implement the requirements of the Central Financial Work Conference and align implementation of the CPC Central Committee's decisions and plans with the Bank's pursuit of high-quality development, with the priorities and mainstays well identified. The Board of Directors should, under the guidance of Party building initiatives, with the aim of serving the real economy and under the ever-lasting theme of preventing and controlling risks, effectively ensure the Bank fulfill its responsibilities as a large state-owned bank, keep improving the governance capacity and efficiency and unswervingly follow the path of financial development with Chinese characteristics.

In 2023, the Senior Management and its members earnestly implemented the decisions and plans of the CPC Central Committee and the State Council, demonstrated the political and people-oriented nature of financial work, kept their work oriented to serving the overall national interests while sharpening the Bank's competitive edge in the market and managed to expand the size and improve the structure of business. Thanks to their efforts, the Bank delivered stable and improved performance with good momentum for growth, outperformed the market in terms of core indicators, further consolidated its distinctive strengths and showed robust performance of risk indicators, thus effectively serving the real economy. The Senior Management earnestly implemented the decisions and plans of the Party Committee and the Board of Directors of the Head Office, actively strengthened communication with and reporting to the Board of Directors and the Board of Supervisors, reported important information on operation and management of the Bank in a timely manner, readily accepted supervision from the Board of Supervisors and earnestly implemented the supervisory opinions and suggestions of the Board of Supervisors. It is suggested that the Senior Management continue to thoroughly implement the requirements of the Central Financial Work Conference, improve the supply of financial resources with a focus on the five priorities of technology finance, green finance, inclusive finance, pension finance and digital finance, consolidate and expand the Bank's global strengths, effectively forestall and defuse risks, deepen the reform and innovation and strive to break new ground in the Bank's high-quality development in the course of serving the Chinese modernization and building China into a financial powerhouse.

With reference to relevant laws and regulations, no actions of the Board of Directors, the Senior Management and their members violated the provisions of relevant laws, regulations, rules, regulatory requirements and the Articles of Association of the Bank. The Board of Supervisors reviewed and formulated the 2023 appraisal result on duty performance of the directors and Senior Management members of the Bank that they were all competent.

In accordance with regulatory requirements, the Board of Supervisors gave the following supervisory evaluation opinion on the performance of the Bank's Board of Directors and Senior Management in liquidity risk management: During the reporting period, the Board of Directors and Senior Management of the Bank effectively responded to

changes in the domestic and international financial environment and market liquidity fluctuations, and managed the liquidity risk while taking into account the development and liquidity position of the Bank's business. The liquidity risk management policy framework was further improved by reviewing and revising the important policies and procedures for liquidity risk management. The monitoring and analysis framework for cash flow measurement and liquidity risk indicators were refined, with proactive measures taken to adjust assets and liabilities and screen risks. A wide range of steps were taken to improve overseas institutions' liquidity risk management ability, provide them with guidance on continuing to improve the mix of capital sources and uses and achieve the whole-process control of liquidity risk limits. Greater efforts were made to build relevant IT systems and carry out liquidity risk stress tests and emergency drills effectively. With its liquidity risk management continuously improved, the Bank posted a high standard of liquidity indicators as of the end of 2023. Various liquidity indicators were at a high level, meeting the regulatory requirements of the National Financial Regulatory Administration and the Group's risk appetite.

In accordance with regulatory requirements, the Board of Supervisors gave the following supervisory evaluation opinion on the performance of the Bank's Board of Directors and Senior Management in the management of capital and its advanced measurement approaches: During the reporting period, the Board of Directors and Senior Management of the Bank strictly observed regulatory requirements, carefully prepared for the implementation of the *Capital Rules for Commercial Banks* and ensured that the Bank achieved new results in the management of capital and its advanced measurement approaches. The long-term mechanism for capital conservation was improved with a higher granularity of capital management. The management of capital allocation for overseas institutions was strengthened, with improvements made in the mechanism for capital use with compensation. A wide range of steps were taken to replenish capital from external sources and strengthen the overall capital strength of the Group. In the comprehensive study, planning and push for implementing the capital rules for commercial banks, tasks were carried out in an orderly manner based on well-defined overall objectives, implementation strategies, working mechanisms, to-do lists and specific work requirements. Efforts were stepped up for the development, validation and management of internal ratings-based models, which became more self-supporting with risks better controlled. The active management of risk-weighted assets was strengthened to effectively reduce the capital at risk. The internal capital adequacy assessment, regulatory reporting and information disclosure were carried out effectively. As at the end of 2023, the Bank's capital adequacy ratio was 17.74%, an increase of 0.22 percentage points from the end of the previous year, meeting regulatory requirements. The advanced approaches to capital measurement were further improved in terms of the quality of data, prudence of models and depth of application.

In accordance with regulatory requirements, the Board of Supervisors gave the following supervisory evaluation opinion on the performance of the Bank's Board of Directors and Senior Management in stress testing management: During the reporting period, the Board of Directors and Senior Management thoroughly implemented the requirements of forestalling and defusing financial risks and advanced all the work on stress test management in an orderly manner. The stress testing management system was improved, a cooperation mechanism created between stress testing departments and the stress testing process management strengthened. The stress testing scenarios were further unified and the stress testing system tools optimized. The overall solvency was stress-tested in light of the master capital plan and operating plan. Special stress tests were conducted for risks in key fields, such as market risk and climate risk. The external market tracking and risk assessment were enhanced, and a series of triggered stress tests were conducted. These moves played a positive role in improving the Bank's comprehensive risk management ability.

In accordance with regulatory requirements, the Board of Supervisors gave the following supervisory evaluation opinion on the performance of the Bank's Board of Directors and Senior Management in reputational risk management: During the reporting period, the Board of Directors and Senior Management of the Bank performed their duties strictly and responsibly in accordance with regulatory requirements and relevant laws and regulations, took on responsibility while remaining enterprising in their work and promoted the high-quality implementation of the Group's reputational risk management. The whole-process and regular management of reputational risks was furthered, with greater efforts made on their assessment, response and handling. Reputational risk screenings and emergency drills were conducted to ensure effective monitoring and early warning. No major reputational incidents arose during the reporting period, creating a favorable external environment for the Bank's operation management and business development.

In accordance with regulatory requirements, the Board of Supervisors gave the following supervisory evaluation opinion on the performance of the Bank's Board of Directors and Senior Management in the management of the expected credit loss (ECL) approach: During the reporting period, the Board of Directors and Senior Management attached great importance to the implementation of the ECL approach and managed to improve the management structure, improve policies and procedures, and streamline the implementation process for the ECL approach management in line with regulatory requirements and the Group's management practices. The Board of Directors reviewed and approved the policies, methodologies, implementation reports and other matters on implementation of the ECL approach, providing the Bank with institutional support and approval/authorization basis for implementing the ECL approach. The Senior Management organized efforts to implement the ECL approach, earnestly implemented resolutions of the Board of Directors, further strengthened the system control over key links and advanced work relating to policy revision, process streamlining as well as model review and validation, thereby continuously improving the management of ECL approach implementation.

During the reporting period, the Board of Supervisors held no objection to such matters under its supervision regarding the Bank's operational and legal compliance, financial position, use of raised funds, purchase and sale of assets, connected transactions, internal control and corporate information disclosure.

IV. WORKING PERFORMANCE OF THE EXTERNAL SUPERVISOR

During the reporting period, Mr. JIA Xiangsen, Mr. HUI Ping and Mr. CHU Yiyun, the external supervisors of the Bank, performed their supervisory duties in strict accordance with the provisions of the Articles of Association of the Bank. They personally attended all meetings of the Board of Supervisors and its special committees during their terms of office, and participated in the research and decision-making of the significant affairs of the Board of Supervisors. They were present at shareholders' meetings and attended the meetings of the Board of Directors, the Strategic Development Committee, Corporate Culture and Consumer Protection Committee, Audit Committee, Risk Policy Committee, Personnel and Remuneration Committee, and Connected Transactions Control Committee. They led the key supervision projects of the Board of Supervisors, provided advice and suggestions based on their experience and expertise, and contributed to the effective performance of supervisory duties by the Board of Supervisors.

It is hereby reported.

Board of Supervisors of Bank of China Limited

THE REPORT ON THE CONNECTED TRANSACTIONS FOR 2023 OF BANK OF CHINA

In accordance with Article 55 of the *Administrative Measures for Connected Transactions of Banking and Insurance Institutions* of the National Financial Regulation Administration (NFRA) and Article 17 of the China Securities Regulatory Commission's *Special Provisions on Information Disclosure by Commercial Banks*, the Board of Directors shall report overall connected transactions to the Shareholders' Meeting. The relevant information is hereby reported as follows:

In 2023, the Bank strictly abided by the laws and regulations and regulatory provisions of connected transactions, improved the management framework and policy system of connected transactions, continued to consolidate the management of connected parties, carried out solid transaction monitoring, strengthened system building and data governance, and improved the capability of the management of connected transactions.

I. CONNECTED TRANSACTIONS MANAGEMENT

i. The operation of the Connected Transactions Control Committee and the Connected Transactions Management Office

The Connected Transactions Control Committee of the Board of Directors actively fulfilled its responsibilities in managing connected transactions and controlling risks, and held three on-site meetings on March 27, August 28, and October 26 to mainly review the Bank's Report on Connected Transactions in 2022, the rules of procedure of the Connected Transactions Control Committee, the connected transaction filing mechanism, and the implementation of new regulations on the supervision of connected transactions. The Committee accepted the Bank's filing of general connected transactions and continued to focus on the development of the monitoring system of connected transactions.

The Connected Transactions Management Office under the Management continued to advance the implementation of the matters of concern to the Connected Transactions Control Committee and the management policies of connected transactions. It focused on key and challenging issues in connected transaction management and sought for solutions. Three on-site meetings were held on March 3, June 16, and December 8 to review the management policies of connected transactions, the list of connected parties, the development of the connected transactions monitoring system, and the main issues and work arrangements in connected transaction management.

ii. Comprehensively implement the new regulatory rules and improve the management mechanism of connected transactions

In accordance with regulatory requirements such as the *Administrative Measures for Connected Transactions of Banking and Insurance Institutions* and considering regulatory inspections as well as internal and external audits, the Bank conducted a comprehensive re-examination and revision of the *Administrative Measures for Connected Transactions* and other management policies, where it reinforced the responsibilities of departments and institutions in maintaining connected parties and identifying, monitoring, reviewing, and reporting connected transactions, so as to promote the effective implementation of various management tasks. Efforts were made to increase personnel input by adding four managers to the leading department for connected transactions and establishing a specialized working group consisting of 19 members. Relevant departments designated specific personnel to collectively advance related tasks across departments. The Bank strengthened connected party management by refining the scope of connected parties with emphasis on substance over form. Regular reviews of connected parties were conducted, and cross-verification of connected party information, personnel information, and business data was enhanced. The Bank also implemented a system to prompt changes in connected parties, aiming to improve the completeness, accuracy, and timeliness of information on connected parties.

iii. Enhance the monitoring of connected transactions and improving automatic management

The Bank strictly adhered to regulatory requirements concerning the fairness, approval, and prohibition of connected transactions. It continuously conducted daily management and monitoring of connected transactions, incorporating the requirements for connected transaction management into the management processes of credit and other business. Efforts were made to establish an early warning mechanism for significant connected transactions, enhance the linkage between business systems and connected transaction monitoring systems, and promote the automatic identification and control of connected transactions within business processing workflows. The Bank also organized a comprehensive review of the impartiality of pricing for connected transactions across the Bank to establish effective pricing management mechanisms in various departments and institutions, thereby ensuring the compliant conduct of relevant transactions.

iv. Strengthen the data governance of connected transactions and conduct connected transactions reporting and disclosure

The Bank enhanced the mechanism for verifying and submitting connected transaction data by establishing the *Operating Procedures of Bank of China Limited for Reporting of Connected Transaction Data*. It supervised various departments and institutions to adopt internal control mechanisms, such as the responsibility system for data submission posts, the prescribed action lists, cross-verification procedures, the level-by-level review and inspection, and commitments to data quality. Through system optimization, the Bank has achieved automatic summary processing of regulatory data reporting and other functions to improve the quality of connected transaction data. The Bank submitted files containing details of connected parties and connected transactions to regulatory authorities as mandated and consistently carried out consolidated disclosures of connected transactions.

v. Conduct specialized training and audits on connected transactions to enhance compliance awareness and management effectiveness

The Head Office strengthened training and promotion on regulatory provisions regarding connected transactions and the Group's management requirements. In June 2023, the Bank held an offline specialized training session on connected transaction management. In September and December 2023, several online training sessions on practice of connected transaction management were conducted through live broadcasts and online courses, with over 8,000 participants accumulatively. A special audit on the Group's connected transaction management was conducted in 2023, focusing on the execution of connected transaction policies, the timeliness and compliance of connected transaction data and systems, and the completeness of information on connected parties. This audit played a significant role in enhancing the Bank's connected transaction management and control capabilities.

II. OVERALL SITUATION OF CONNECTED PARTIES AND CONNECTED TRANSACTIONS

i. Connected parties

As at December 31, 2023, the Bank had a total of 4,700 connected parties including 3,628 connected natural persons, accounting for 77.19% of total connected parties; it also had 1,072 connected legal persons or other organizations, accounting for 22.81% of total connected parties. The Bank had 4,264 connected parties under the NFRA's rules, 322 connected parties under the Rules of Shanghai Stock Exchange for Stock Listing (hereinafter collectively referred to as the "SSE Rules") and 763 connected parties under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the "SEHK Rules").

Regulatory standard	Number of connected natural persons	Number of connected legal persons	Total number of connected parties
NFRA's rules	3,237	1,027	4,264
SSE rules	305	17	322
SEHK rules	493	270	763
All regulatory rules ²	3,628	1,072	4,700

ii. Connected transactions

In 2023, the Bank's connected transactions were determined according to the general business principle and conducted under the conditions not favorable to transactions of similar type of non-connected parties, which conformed to the interests of all the shareholders and the Bank's overall interests as well. There were no connected transactions that were subject to consideration by the Board of Directors or the Shareholders' Meeting or to disclosure to the public.

1. Connected transactions under the NFRA's rules

In 2023, the Bank's cumulative connected transactions with connected parties³ amounted to RMB6,854,213 million. Specifically, the credit-related connected transaction totaled RMB171,301 million, mainly including loans, trade financing, guarantees, non-bank borrowing, letters of credit, and other businesses. The asset transfer-related connected transaction amounted to RMB15,037 million, primarily involving forfeiting resale, credit asset transfers, and risk participation. The service-related connected transaction reached RMB10,526 million, mainly comprising commission fees, custody fees, and fund management fees. The deposit-related and other connected transactions amounted to RMB253,567 million, mainly including non-demand deposits, letter of guarantee issuance by connected parties, and bond transactions. The spot derivative connected transaction totaled RMB772,248 million,

² The group-wide standards are summarized based on the NFRA rules, the SSE rules, and the SEHK rules with duplicates excluded.

³ Calculated with reference to regulatory reporting and disclosure standard for connected transaction data.

mainly consisting of spot transactions, forward transactions, and swap transactions. The interbank transactions⁴ with connected banks reached RMB5,631,534 million, mainly involving interbank lending, interbank borrowing, and interbank deposits.

The balance of the Bank's loans to single connected party and all connected parties⁵ did not exceed the upper limit of credit connected transaction exposures. As at December 31, 2023, the net credit facility to the Bank's connected parties was RMB162.550 billion, accounting for 5.55% of its net capital (by legal person standard, the same below). Specifically, the net credit facility to the largest connected party was RMB51.610 billion, accounting for 1.76% of the net capital of the Bank.

2. Connected transactions under the SSE rules

In 2023, the Bank had no connected transactions that shall be disclosed timely and submitted to the Board of Directors and the Shareholders' Meeting for review. In respect of transactions with connected natural persons, the Bank carried out transactions with directors, supervisors and senior management members and their relatives, and the transactions were mostly deposits and credit cards. As of December 31, 2023, the Group's loans granted to connected natural persons and overdraft balance were RMB41 million. In respect of transactions with connected legal persons, the Bank carried out transactions with the companies where the Bank's directors work as directors and executives, and the transactions were mostly deposits, remittance fees, account maintenance fees, and other service fees.

3. Connected transactions under the SEHK rules

In 2023, the Bank has engaged in a number of connected transactions with its connected persons in the ordinary and usual course of its business. Such transactions were exempted from the reporting, annual review, announcement and independent shareholders' approval requirements according to the Hong Kong Listing Rules. In respect of transactions with connected natural persons, the Bank carried out transactions with directors, supervisors and senior management members and their relatives, and the transactions were mostly deposits and credit cards. In respect of transactions with connected legal persons, the Bank carried out transactions with the companies controlled by directors of the affiliates and the transactions were mostly deposits, wealth management and loans.

Next, the Bank will continue to refine the management mechanism for connected transactions, further strengthen the management responsibilities of various departments and institutions, promptly update the list of connected parties, and the automation of identifying and pricing connected transactions to enhance the quality of connected transaction data. Continuous function optimization of the connected transaction monitoring system will be carried out and comprehensive inspection and audit methods will be adopted to strengthen internal supervision, with a focus on enhancing the level of connected transaction management.

It is hereby reported.

Board of Directors of Bank of China Limited

⁴ In accordance with Article 16 of the *Administrative Measures for Connected Transactions of Banking and Insurance Institutions*, interbank transactions conducted between banking institutions and connected banks, whether domestic or overseas, are not subject to the provisions regarding credit balance ratio and significant connected transaction standards. To avoid confusion, they are reported separately.

⁵ According to Article 16 of the *Administrative Measures for Connected Transactions of Banking and Insurance Institutions*, when calculating credit balance, the amount of marginal deposits for security and pledged deposit receipt and treasury bonds provided by connected parties at the time of credit granting shall be deducted.

THE DUTY REPORT OF INDEPENDENT DIRECTORS FOR 2023 OF BANK OF CHINA LIMITED

In strict accordance with domestic and overseas laws, regulations, normative documents, the internal management rules of Bank of China (the “Bank” or “BOC”) and relevant requirements, the Bank’s independent directors implemented the internal requirements of sound corporate governance on independent directors, performed duties prudently, earnestly, diligently and faithfully, attended the meetings of the Board of Directors and its special committees, and independently expressed opinions and made decisions in 2023. They played an active role in safeguarding the legitimate rights and interests of the Bank and its shareholders, including minority shareholders. They advanced the implementation of the development strategy of the Bank and made positive contributions to the growth of the Bank.

For the details of the duty report of the Bank’s independent directors for 2023, please refer to the Bank’s website (www.boc.cn).

Independent Directors of Bank of China Limited: Martin Cheung Kong Liao, Chui Sai Peng Jose,
Jean-Louis Ekra, E Weinan, Giovanni Tria, Jiang Guohua

**THE REPORT ON THE IMPLEMENTATION OF THE
SCHEME ON THE AUTHORIZATION TO
THE BOARD OF DIRECTORS GRANTED BY THE
SHAREHOLDERS' MEETING OF
BANK OF CHINA LIMITED FOR 2023**

In accordance with Article 45 of the *Scheme on the Authorization to the Board of Directors Granted by the Shareholders' Meeting of Bank of China Limited* (hereinafter referred to as the "**Scheme**"), the implementation of the Scheme for 2023 is hereby reported as follows:

After a self-examination on the implementation of the *Scheme*, it was found that in 2023, the Board of Directors of the Bank strictly followed the requirements of the *Scheme*, made scientific and prudent decisions within the authorities stipulated in the *Scheme*, carefully performed its duties, and never exceeded its power of approval. The *Scheme* was well implemented.

It is hereby reported.

Board of Directors of Bank of China Limited