Procedural Rules of the Nomination and Remuneration Committee of the Board of Directors of Bank of China Limited

(Revised in 2025)

Chapter 1 General Provisions

Article 1 The *Procedural Rules of the Nomination and Remuneration Committee* (the "Procedural Rules") are hereby made in accordance with the *Company Law of the People's Republic of China* (the "Company Law"), the *Securities Law of the People's Republic of China* (the "Securities Law") the *Articles of Association of Bank of China Limited* (the "Articles of Association"), the *Procedural Rules of the Board of Directors of Bank of China Limited*, and other relevant laws and regulations and regulatory documents and in consideration of the practical situation of Bank of China Limited (the "Bank") to ensure that the Nomination and Remuneration Committee (the "Committee"), as a subordinate body of the Board of Directors (the "Board"), functions independently, professionally and efficiently.

Article 2 As a special committee of the Board, the Committee shall assist the Board to review the strategies on human resources and remuneration, study and review the selection standards, nomination and appointment procedures for directors, members of all special committees of the Board and senior management personnel, and perform the functions of nomination, examination and monitoring to improve the corporate governance structure of the Bank.

Chapter 2 Composition of the Committee

Article 3 The Committee shall be composed of three (3) or more directors, a majority of whom shall be independent directors. The Committee shall have a Chairman, which shall be served by an independent director. Members of the Committee shall be nominated by the Nomination and Remuneration Committee and the Chairman shall be nominated by the Chairman of the Board and approved by the Board.

Article 4 Members of the Committee shall possess necessary knowledge and experience in the human resource management and the financial management, in order to be qualified to handle complicated matters relating to human resource management and remuneration management.

Article 5 The term of office of the members of the Committee shall be the same as that of the Board, and a member may serve consecutive terms upon reappointment. Provided a member of the Committee ceases to be a

member of the Board, he/she shall automatically cease to be a member of the Committee and the vacancy shall be filled in accordance with Article 3 of the Procedural Rules.

If a committee member resigns, it would result in the composition of this committee not conforming to the provisions of laws and regulations, regulatory systems, or the Articles of Association. In such cases, the resigning member shall continue to perform his/her duties until a new member is appointed.

Chapter 3 Functions and Rights of the Committee

Article 6 The main duties of the Committee are:

1) Reviewing the Bank's human resources and remuneration strategies, and urging the implementation of relevant strategies;

2) Regularly reviewing the structure, size and composition of the Board of Directors, and making suggestions to the Board regarding the scale and composition of the Board in accordance with the Bank's strategic plan, operation situation, size of assets and shareholding structure. The Committee shall regularly examine and monitor the Bank's demands on the Senior Management, in order to ensure that the Bank maintains competitive edge in the markets where it operates. The Committee shall also regularly review and monitor the sizes and compositions of all special committees under the Board and suggest the Board making necessary change;

3) Regularly examining on the selection standards, nomination and recruitment process of directors, members in each special committee and senior management personnel;

4) Identifying individuals suitably qualified to become directors and make recommendations to the Board on the election of candidates for directorships and presidents. In case of change or vacancy in the Board or special committees, the Committee shall set forth basic requirements and objective selection standards for the candidates based on full consideration of the skills, knowledge and experiences of existing directors and special committee members as well as the business requirements of the Bank, and report the requirements and standards to the Board for approval;

5) Making recommendations to the Board on the nomination, appointment or dismissal of relevant directors and the appointment or dismissal of senior management personnel;

6) Conducting preliminary review on the eligibility and quality of the nominated candidates for directors; conducting preliminary review on the candidates for the President, the Secretary of the Board and the chairmen of special committees; conducting preliminary review on the candidates for such senior management personnel as vice president,

assistants to the President, Chief Financial Officer, Chief Risk Officer, Chief Information Officer and Chief Compliance Officer nominated by the President; conducting preliminary review on the candidates for Chief Auditor nominated by the Audit Committee;

7) Selecting and nominating the candidates for the members of relevant special committee;

8) Reviewing the implementation of the Bank's remuneration and incentive policies, and urging the implementation of such policies; examining the remuneration distribution plan and incentive plan of directors and senior management personnel; reviewing the evaluation standards for the evaluation of senior management personnel, and appraising the time and contribution of directors to the Board and their ability to effectively perform their duties;

9) Reviewing and examining the Bank's employee code of conduct and urging the senior management to create relevant implementation mechanism; and

10) Other duties authorized by the laws, regulations, regulatory provisions and the Board of Directors.

Article 7 The Committee shall have the following rights:

1) The Committee shall have the right to request the Senior Management of the Bank to provide full administrative support for the work of the Committee, and to independently access the senior management personnel of the Bank.

2) All departments of the Head Office shall actively assist the work of the Committee.

3) The Committee is entitled to access the services of the Secretariat to ensure the proper implementation of the Procedural Rules and other relevant provisions. The Senior Management shall fully support the work of the Committee, and provide the Committee with information necessary for it to discharge its duties. The Committee shall have the right to demand responses from any member of the Senior Management or staff to any enquiry raised by any member of the Committee. Information provided to the Committee shall be timely, accurate and complete and be in such form and of such quality sufficient for the Committee to make an informed decision.

4) The Committee shall have the right to invite any person that it thinks proper to attend its meetings.

5) The Committee shall have the right to initiate, or upon delegation of the Board, to review the Bank's human resources and remuneration policies and their state of implementation, and to report the investigation results and recommendations to the Board after studying the relevant findings and the Senior Management's responses.

6) Upon the approval of the Board, the Committee may establish and dismiss a special or consulting team when necessary and appropriate.

The Committee shall be responsible for the management of such teams, and delegating full right and authority to them for effective operation.

Article 8 The main duties of the Chairman of the Committee are:

1) Leading the Committee to ensure its efficient functioning and its performance of duties;

2) Ensuring that all key and proper issues are discussed by the Committee in a timely manner and that clear and definite conclusions are drawn for the issues discussed;

3) Setting the agenda of each meeting of the Committee, with due consideration for any issues requested to be included in the agenda by other members or by the Senior Management. The Chairman of the Committee may delegate the any other member or the Board Office to carry out such duty; and

4) Ensuring that each of the members attending meetings of the Committee understand the issues to be discussed in the meeting, and that the members are provided with adequate information for such purpose.

When the Chairman of the Committee is unable to perform his/her duties or fails to perform his/her duties, a majority of the members shall jointly elect one member to perform the duties.

Article 9 The Chairman of the Committee shall have the following rights:

1) Determining the convening of the Committee meetings and chairing the meetings;

2) Proposing the convening of extraordinary meetings;

3) Inviting or requesting any experts, consultants, member of the Senior Management or other individuals deemed necessary to attend the Committee's meetings as non-voting attendees.

Article 10 The main duties of members of the Committee are:

1) Attending the meeting of the Committee regularly and expressing opinions on the issues being discussed; and

2) Fully understanding the duties of the Committee and his or her duty as a member of the Committee, and being familiar with the manner of human resources management, operation and development in the Bank.

Article 11 The Committee members shall have the following rights:

1) Hearing the work report, acquiring relevant information and examining important policies and regulations;

2) Presenting topics to be discussed by the Committee and voting on relevant matters in the meetings of the Committee; and

3) The members of the Committee may seek opinions from

independent professional institutions or independent consultants under reasonable circumstances while exercising their functions and powers, and the cost incurred shall be borne by the Bank. Such requests from members of the Committee shall be submitted to the Committee for approval and other proper arrangement through the Board Office.

Article 12 The Board Office is the Secretariat of the Committee. Under the leadership of the Board Secretary, it performs the following main duties:

1) Responsible for the administrative affairs of the Committee; organizing, managing and coordinating the daily operation of the Committee; assisting the members of the Committee to fulfil their responsibilities legally and effectively;

2) Arranging meetings of the Committee, organizing and preparing meeting documents, taking meeting minutes，ensuring that the meeting decisions comply with relevant legal procedures, and following up the progress of the implementation of resolutions reached by the Committee;

3) Reviewing the materials presented to the Committee for discussion, and ensuring that the Senior Management (departments) submits reports and documents to the Committee through appropriate means;

4) Reporting the work of the Committee to the Board upon the commission of the Chairman of the Committee;

5) Assisting Committee members in mastering relevant information and requesting the Senior Management to provide relevant data and materials;

6) Assisting new Committee members to better understand relevant information, and providing professional development assistance where there is a need;

7) Coordinating the work between the Committee and other committees of the Board; and

8) Other duties and rights assigned by the Committee.

The Bank shall provide appropriate facilities for the exercise of duties by the Secretariat of the Committee, establish the necessary positions and provide the necessary administrative resources for this purpose. All departments of the Head Office shall support and assist the Secretariat of the Committee in performing its duties. To perform the above duties, the Secretariat shall have the right to designate representatives to attend meetings of the Committee, understand relevant information about the Committee and request relevant departments and persons to present relevant material and information.

Chapter 4 Working Rules

Section 1 Working Methods

Article 13 A Committee meeting may be convened in the form of a physical meeting and circulation of written resolutions. The Committee shall adopt different working methods for different matters and topics. A physical meeting refers to a meeting held in person or by means of video, telephone, etc. that can ensure immediate communication and discussion of participants. Circulation of written resolutions refers to delivering the resolutions for review severally in counterparts or by circulating the resolution for review in turn among the members.

Article 14 Major, complicated and special issues that should be discussed collectively and thoroughly should be deliberated by the Committee by way of a physical conference. The meeting of the Committee convened by video conference or telephone conference shall ensure that each attending member can hear other members' speech clearly and can communicate with each other. Should any member not be able to sign the resolution or meeting minutes in a timely manner during such meeting, such member shall cast his/her vote orally and shall sign relevant resolution or minutes as soon as possible. The member's oral vote shall have the same effect as his/her signature on the relevant resolution or minutes, provided that the subsequent signature shall be consistent with the oral vote cast at the meeting. Should the subsequent signature indicate a different voting intention from the oral vote, the oral vote shall prevail. The Bank shall record in audio or video format the proceedings of the physical meetings of the Committee, and these recordings shall be kept permanently.

Article 15 Issues arising from routine operations that require examination of the Committee may be resolved by circulation of written resolutions, with the consent of the Committee members. If a Committee meeting is held by circulation of a written resolution, members shall indicate their voting opinions on the resolution.

Article 16 Notice of the Committee may be sent out by the following means:

1) In person;

2) By mail;

3) By fax or e-mail;

4) By other means recognized by the bank, or agreed by the recipient of the notice in advance or recognized by the recipient of the notice after receiving such notice; or

5) By other means recognized by regulatory authorities of the listing place or stipulated under the Articles.

Article 17 When a notice of the Committee is sent out in person, the recipient of the notice shall sign or seal on the return receipt of delivery, and the date of the recipient's signature shall be deemed as the date of delivery. When the notice of the Committee is sent out via mail, the delivery

date shall be forty-eight (48) hours after such notice is delivered to the post office. When the notice of the Committee is sent out by fax or e-mail, the delivery date shall be the date when the fax or email is sent out.

Section 2 Meeting Rules

Article 18 The Committee shall hold at least four (4) regular meetings each year. The frequency and timing of regular meetings shall be coordinated with major corporate activities (such as shareholders' meetings, Board meetings, annual reports or interim reports) and the standing agenda of the Committee. In case of significant events or under other special circumstances, the Committee may convene extraordinary meetings.

Article 19 The Committee shall set and approve the timetable of regular Committee meetings for the following year as soon as possible (no later than the last regular meeting of each year). The schedule shall contain the date, time, venue and major items of each Committee meeting. Once such timetable is approved by the Committee, the Board Office shall promptly circulate it to all relevant parties, enabling that the Committee meeting to be well prepared in advance. Once approved, the timetable shall not be changed unless the consent of a majority of members have been obtained and under special circumstances.

Article 20 Extraordinary meetings of the Committee shall be convened by the Chairman as and when he/she considers necessary. The Chairman of the Committee may be requested to convene an extraordinary meeting by all Committee members and the President through the Board Office. Such request shall include details of the agenda items to be discussed and reasons for initiating such special Committee meeting. The Chairman shall make responses on whether to convene the meeting in seventy-two (72) hours on receiving the request.

Article 21 The Board Office is responsible for collecting items for each meeting and submitting them to the Chairman of the Committee for approval. The Chairman of the Committee shall have the right to make proper adjustment to the items.

Article 22 Regular meeting notices shall be delivered in writing to all members together with the notice of the corresponding Board meeting. Notices of extraordinary meetings shall be delivered to all the members of the Committee within reasonable time prior to the date the meeting is proposed to be held. The notice of the meeting shall include the date, venue, duration, reasons, agenda items and the date on which the notice is issued.

Article 23 Meeting documents shall be delivered to all Committee members along with the documents for the corresponding Board meeting. Meeting documents of extraordinary meetings or meeting documents for emergency agenda items shall be sent to all members within reasonable time prior to the meeting.

Article 24 Meeting documents shall include all material information and analysis and shall be well summarized to enable the Committee to understand

all information and make decisions. The content and format of meeting materials and other documents submitted to the Committee shall meet relevant standards, and the Board Office shall ensure that the meeting materials submitted by the Senior Management meet the above requirements.

Article 25 For the purpose of enabling the Committee to make an informed decision, apart from meeting materials, the Committee may request the Senior Management to prepare and provide all necessary and supplementary information and report to the Committee. For complicated items or if the Senior Management believes it is necessary, the Senior Management shall provide the Committee with presentation materials to enable the members to have a better understanding of the issues concerned.

Article 26 Based on the items to be reviewed, the Committee may invite members of other special committees under the Board as well as any experts, consultants, professional advisors and personnel of the Bank it deems necessary to attend the Committee meeting as non-voting attendees. The Board Secretary shall attend meeting of the Committee as a non-voting attendee.

Article 27 If the Committee considers that there is insufficient time to consider the document content or the Senior Management reasonably requires more time to prepare the supplementary materials or analysis requested by the Committee, the Chairman of the Committee may postpone relevant items to the next meeting or other time as appropriate for deliberation.

Article 28 A Committee meeting may be held only if more than half of the Committee members (including proxies) attend. Members not able to attend the meeting shall notify the Board Office so that the Board Office can inform other members accordingly.

Article 29 Meetings of the Committee shall be attended by members in person. Members not able to attend the meeting could entrust in writing other member to attend the meeting on his/her behalf. The letter of authorization shall specify the proxy's name, entrusted matters, the scope of authorization and the term of validity, and be signed by or affixed with the seal of the entrusting member. A member who attends the meeting on behalf of another member shall exercise the rights of that member within the scope of entrusted authority. If a member fails to attend a meeting of the Committee and also fails to entrust a proxy to attend on his/her behalf, he/she shall be deemed to have abandoned his/her voting rights at the meeting.

Article 30 Sufficient time shall be arranged for the meeting to ensure thorough and professional discussion on each item. The Chairman of the meeting shall encourage thorough discussions on the issues listed on the agenda and reach a consensus through consultation, and shall ensure that each proposal discussed has its clear resolution or conclusions. The Board Office shall record the resolutions or conclusions reached at the meeting.

Article 31 For matters requiring a resolution of the Committee, unless otherwise specified by relevant laws, regulations, and normative documents, affirmative votes from more than half of all members are required. Each Committee member present shall have one vote, and may vote for, against, or abstain. Members who have abstained or voted against shall provide their reasons. Non-voting attendees shall have no voting rights. The Board Office shall duly record the voting results and opinions delivered by each member. If the numbers of votes in favor and against are equal, the Chairman of the meeting may decide to postpone the discussion on the issue, or submit it to the Board for discussion. The issue shall be discussed at the next Committee meeting at the request of more than two-thirds of attending members.

Article 32 The following significant events shall be decided by way of vote and approved by at least two-thirds (2/3) of the members at the meeting, and shall not be deliberated by circulation of written resolutions:

1) Important matters including the appointment or removal of senior management personnel, etc.;

2) The remuneration strategies for, the performance assessment on and the material awards and punishment against senior management personnel; and

3) Other matters that the Committee believes shareholders or directors of the Bank have material interest conflicts.

Article 33 Before any item is discussed at a Committee meeting, each member shall consider whether he/she or any of his/her associates has/have an interest to be declared relating to the matter to be discussed, and if so, he/she shall declare such interest at the Committee meeting, unless a general declaration of such conflict of interest has previously been given to the Committee by other means in advance.

Article 34 If any member or his/her associate has an interest with the matters to be discussed in the meeting of the Committee, such member shall not exercise voting right over such proposals and shall not vote as proxy of other members. Such meeting of the Committee shall be held upon the presence of more than half of the disinterested members, and resolutions shall be adopted by more than half of the members having no interest in the matters to be discussed. Matters shall be submitted to the Board for deliberation when less than three (3) disinterested Committee members attended the meeting.

Article 35 Persons other than members of the Committee, Board Secretary and the person in charge of the Board Office can only express their opinions after being approved by the Chairman of the meeting.

Article 36 The Committee members participating in the voting shall sign the meeting resolutions and bear responsibility for the resolutions.

Article 37 The Board Office shall be responsible for compiling the minutes of the Committee meetings. The minutes shall include:

1) the date, venue and convener of the meeting;

2) the name of attending members and the members who attend the meeting on behalf of other members (proxies);

3) agenda of the meeting;

4) the key views raised by the Committee members (including the doubts and dissenting opinions raised by Committee members);

5) the review or voting result of each item;

6) withdrawal of members having an interest conflict in the matters discussed; and

7) other information required by relevant laws, administrative regulations and regulatory documents.

Article 38 In general, draft minutes shall be circulated to all Committee members for comments within seven (7) days after conclusion of the Committee meeting. The meeting minutes shall be signed and confirmed by all members present at the meeting, and passed on the following meeting.

Article 39 The Board Office shall properly keep records of all meeting resolutions and minutes and meeting materials and other documents submitted to the Committee. The resolutions and minutes of the meetings of the Committee shall be kept permanently. Members of the Committee have the right to consult the aforesaid documents at reasonable time upon reasonable notice to the Board Office. Other persons who wish to consult the aforesaid documents have to be confirmed by the Board Office as related and entitled persons.

Section 3 Rules for Meetings Convened by Circulation of Written Resolutions

Article 40 Meetings convened by circulation of written resolutions shall be deemed as an extraordinary meeting of the Committee.

Where it is proposed to vote on relevant items by circulation of written resolutions, the Board Office shall seek the opinions of the members in advance regarding the method of circulation of written resolutions. If no member expresses opposition, the proposal (with voting ticket) and relevant proposals/reports submitted by the senior management shall be sent to all Committee members. Committee members shall complete the voting tickets and return the same to the Board Office for record.

Article 41 Unless otherwise permitted by relevant laws, regulations or normative documents, if a member has a conflict of interest in the matter to be considered, the matter shall not be dealt with by way of written proposals, but a physical Committee meeting.

Article 42 In case of circulation of written resolutions, members may vote for, against, or abstain. If a member votes against or abstain from voting at a proposal, he/she shall specify the reasons.

Article 43 If any member of the Committee requests for a matter to be further discussed at a physical Committee meeting, the matter shall no longer

be dealt with by circulation of written resolution.

Article 44 In order for written resolutions to become legal and effective, they shall be signed by a majority of members or their proxies who are entitled to receive the notice of Committee meeting. The written notice confirming such written proposal signed by relevant members or their proxy members shall be deemed as their signature on such written resolution. The written resolution may be composed of several documents, each of which shall be signed by the one or more members or their proxies. A resolution signed by members of the Committee or other proxy members and delivered by telegraph, fax, telex or other electronic means shall be deemed as having been signed by the members.

Article 45 The Board Office shall keep proper records of all proposals passed by the Committee, the comments made by members on the voting tickets and relevant proposals/reports submitted by the Senior Management.

Section 4 Implementation and Follow-up of Resolutions

Article 46 After related resolution(s) is/are passed in a Committee meeting, the Board Office shall inform the Senior Management or other relevant parties of the resolutions passed by the Committee in writing as soon as possible (normally not exceeding three (3)working days), and complete the following-up list and send it to the Senior Management as soon as possible (normally not exceeding seven (7) working days).

Article 47 The Senior Management is responsible for the implementation of resolutions. The Board Office is responsible for following up the implementation of resolutions. The Senior Management shall report the status and progress of the implementation actions to the Committee at the following Committee meeting or as and when requested by the Committee. The Committee has the right to enquire the Senior Management regarding the implementation of its resolutions.

Section 5 Working Languages and Written Forms

Article 48 The official language of the Committee meetings is either Chinese or English, and appropriate interpretation shall be provided.

Article 49 In general, all documents submitted to the Committee shall be prepared in both Chinese and English.

Article 50 In case of written communication, the following means shall be effective:

1) any letter or fax signed, in person or by chop, by any Committee member, or any e-mail sent from his/her e-mail account;

2) any letter or fax signed, in person or by chop, by the authorized delegate of any Committee member, or any e-mail sent from their e-mail account; and

3) any letter or fax signed or sealed by the persons authorized by the Board Office, or any email sent out from their email account.

Chapter 5 Coordination and Communication

Article 51 The Committee shall report to the Board on the work of the Committee or deliver a special report on a specific issue.

Article 52 During the adjournment of the Board and if the Committee considers there are issues material and exceptional requiring attention of the Board, the Committee may submit written report to the Board through the Board Secretary, and may suggest the Chairman of the Board to convene a board meeting to discuss such issues.

Article 53 The Board or any director may request for information from the Committee through the Board Secretary, and the Committee shall provide the requested information as soon as possible.

Article 54 Any important written report submitted by the Committee to the Board shall be signed by the Chairman himself/herself or a Committee member designated by the Chairman or the Board Office, and shall be submitted to the Board through the Board Secretary.

Article 55 The Committee shall have the right to request the Senior Management to provide relevant materials in a timely manner. The content or quality of materials or other assistance provided by the Senior Management shall be sufficient to enable the members to make an informed decision and exercise its duties.

Article 56 The Senior Management shall submit regular reports to the Committee with important and significant information necessary for Committee members to understand the overall business operation and management of the Bank.

Article 57 During the adjournment of the Committee, the Senior Management may submit written report on urgent or exceptional issues through the Board Office, and suggest the Chairman of the Committee to convene a meeting for discussion.

Any important written reports presented by the Senior Management to the Committee shall be signed and issued by the President or relevant senior management personnel authorized by him/her.

Article 58 The Senior Management shall arrange for relevant senior management personnel to report to the Committee at a Committee meeting on the work done by the management since the last Committee meeting, especially specific matters and issues which require the attention of the Committee. If necessary, upon consent of the Chairman of the Committee, the Senior Management shall arrange for relevant senior management personnel to report on specific issues.

Chapter 6 Supplementary Provisions

Article 59 The Committee shall, in principle annually, conduct a self-assessment of its composition, the Procedural Rules, working procedures and the effectiveness and efficiency of its operation. The results of such self-assessment shall be reported to the Board.

Article 60 Should the Procedural Rules conflict with laws, regulations, other relevant regulatory documents, the Articles, the Procedural Rules of the Shareholders' Meeting, the Procedural Rules of the Board, the resolutions of the Shareholders' Meeting or the resolutions of the Board, the latter shall prevail.

Article 61 The Procedural Rules shall become effective upon the approval by the Board. Any amendments to the Procedural Rules in relation to the functions and rights of the Committee shall be submitted to the Board for approval. Any amendments to the Procedural Rules in relation to other contents shall be approved by the Committee.

Article 62 The Board of Directors is responsible for the interpretation of the Procedural Rules.