

# **Bank of China Limited**

## **Board Diversity Policy**

### **Article 1 Purpose**

This Policy aims to state the stance of Bank of China Limited (hereafter referred to as the “Bank”) on the diversity of the board of directors of the Bank (the “Board”) and specify the approaches to realize Board diversity on an on-going basis.

### **Article 2 Application**

This Policy is applicable to the Board .

### **Article 3 Policy and Principles**

1. Board diversity is a key element for the Bank to maintain sound corporate governance, realize sustainable development and achieve strategic objectives.
2. Board diversity is considered from varied aspects when designing the Board’s composition, including but not limited to gender, age, cultural and educational background, geographical location, professional experience, skills, knowledge, and length of service of directors, and other regulatory requirements, etc.
3. All Board appointments are made on merit, in the context of the skills and experience the Board as a whole requires in order to be effective, and taking into account the afore-mentioned Board diversity element.

### **Article 4 Measurable Objectives**

1. Selection of Board candidates is based on varied aspects, including but not limited to gender, age, cultural and educational background, geographical location, professional experience, skills, knowledge, and length of service, etc. The Board’s composition will be disclosed in the annual report of the Bank.
2. When appropriate, the Board can seek improvement in one or more aspect(s) of the Board diversity and make relevant evaluation.

### **Article 5 Management Framework and Work Allocation**

1. The Personnel and Remuneration Committee under the Board is responsible for

reviewing the structure, size and composition of the Board, 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; examining on the selection standards, nomination and recruitment process of directors and making suggestions to the Board for review and approval.

2. This Policy shall be followed when the Personnel and Remuneration Committee makes recommendations on candidates for directors and when the Board nominates candidates for directors.

#### **Article 6 Monitoring and Amendment**

The Personnel and Remuneration Committee under the Board is responsible for monitoring the implementation of this Policy, reviewing this Policy when appropriate, discussing any necessary amendments and recommending the amendments to the Board, and enacting the amendments upon the approval of the Board.

#### **Article 7 Disclosure**

A summary of this Policy together with the measurable objectives set for implementing this policy and the progress made towards achieving those objectives will be disclosed in the annual report of the Bank.

#### **Article 8 Effective Date**

This Policy comes into effect upon approval by the Board of Directors.