BANK OF CHINA

中國銀行股份有限公司

BANK OF CHINA LIMITED

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

(Stock Code: 3988)

ANNOUNCEMENT

Resolutions of the Board of Directors

Bank of China Limited (the "**Bank**") held an on-site meeting of the Board of Directors in Beijing on 29 April 2025. The meeting notice was sent to all Directors and Supervisors of the Bank by means of written documents and emails on 15 April 2025. Chairman Mr. Ge Haijiao chaired the meeting. 15 Directors were eligible to attend the meeting and 15 Directors attended the meeting in person. Non-voting attendees to the meeting included members of the Board of Supervisors and the Senior Management. The convening of the meeting is in compliance with applicable laws, administration regulations, bylaws, normative documents, including the *Company Law of the People's Republic of China*, and the *Articles of Association of Bank of China Limited* (the "**Articles of Association**"). The following proposals were considered and approved by open ballot by the Directors who were present at the meeting:

1. 2025 First Quarter Report and Disclosure of Bank of China Limited

For: 15 Against: 0 Abstain: 0

The Audit Committee of the Board of Directors of the Bank has reviewed the proposal and agreed to submit it to the Board of Directors for approval.

For details, please refer to the 2025 First Quarter Report of Bank of China published on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.boc.cn) on the same day.

2. 2025 Q1 Pillar 3 Disclosure Report of Bank of China Limited

For: 15 Against: 0 Abstain: 0

For details, please refer to the 2025 Q1 Pillar 3 Disclosure Report of Bank of China Limited published on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.boc.cn) on the same day.

3. Dividend Distribution of Preference Shares of Bank of China

For: 15 Against: 0 Abstain: 0

The payment of dividend on Domestic Preference Shares (Third Tranche) in RMB on 27 June 2025 in accordance with their terms of issuance and at a rate of 3.48% be and is hereby approved. The size of dividend is RMB2.5404 billion.

The payment of dividend on Domestic Preference Shares (Fourth Tranche) in RMB on 29 August 2025 in accordance with their terms of issuance and at a rate of 3.27% be and is hereby approved. The size of dividend is RMB0.8829 billion.

Independent Non-executive Directors commented on this proposal as follows:

We believe that the Dividend Distribution of Domestic Preference Shares (Third and Fourth Tranche) of Bank of China is in compliance with the requirements of applicable laws and regulations as well as the Articles of Association and does not contain the circumstances that prejudice the interests of the Bank and shareholders.

4. The Year 2025-2026 Financial Bond Issuance Plan of Bank of China

For: 15 Against: 0 Abstain: 0

Approve the Bank's issuance of financial bonds in both domestic and overseas markets, in compliance with relevant laws and regulations, the listing rules where the Bank's securities are listed, and all the applicable laws, regulations and rules of any other government or regulator (excluding covered bonds, total loss-absorbing capacity (TLAC) non-capital bonds, tier 2 capital bonds, undated additional tier 1 capital bonds, convertible corporate bonds, and other subordinated bonds with a capital replenishment nature). The Group's total issuance scale shall not exceed RMB350.0 billion, and the funds raised from the bond issuance shall be used for the Bank's general purposes. The validity period shall be from the day following the date of approval by the Shareholders' Meeting until the date of the next Annual Shareholders' Meeting.

5. Amendments to the *Articles of Association of Bank of China Limited*

For: 15 Against: 0 Abstain: 0

6. Amendments to the *Procedural Rules for the Shareholders' Meeting of Bank of China Limited*

For: 15 Against: 0 Abstain: 0

7. Amendments to the *Procedural Rules for the Board of Directors of Bank of China Limited*

For: 15 Against: 0 Abstain: 0

8. Submission to the Shareholders' Meeting of the *Proposal on the Dissolution of the Board of Supervisors of Bank of China*

For: 15 Against: 0 Abstain: 0

9. Evaluation Report on Major Shareholder (Substantial Shareholder) of Bank of China Limited in 2024

For: 15 Against: 0 Abstain: 0

10. 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 2024

For: 15 Against: 0 Abstain: 0

11. Nomination of Mr. Giovanni Tria to be Re-appointed as Independent Non-executive Director of the Bank

For: 14 Against: 0 Abstain: 0

Independent Non-Executive Director Mr. Giovanni Tria recused himself from voting on such proposal due to conflict of interest.

The Personnel and Remuneration Committee of the Board of Directors of the Bank has reviewed the proposal and agreed to submit it to the Board of Directors for deliberation.

Independent Non-executive Directors commented on this proposal as follows:

We believe that the qualifications of Mr. Giovanni Tria and the procedures of the nomination are in compliance with the requirements of applicable laws and regulations as well as the Articles of Association. We agree with the Nomination of Mr. Giovanni Tria to be re-appointed as Independent Non-executive Director of the Bank and agree to submit the proposal to the Shareholders' Meeting for consideration and approval.

For the biographical details, declaration and commitment of Independent Director Candidate and declaration and commitment of Independent Director Nominator of Mr. Giovanni Tria, please refer to Appendix I to this announcement.

12. Nomination of Mr. Woo Chin Wan Raymond as Independent Non-executive Director of the Bank

For: 15 Against: 0 Abstain: 0

The Personnel and Remuneration Committee of the Board of Directors of the Bank has reviewed the proposal and agreed to submit it to the Board of Directors for deliberation.

Independent Non-executive Directors commented on this proposal as follows:

We believe that the qualifications of Mr. Woo Chin Wan Raymond and the procedures of the nomination are in compliance with the requirements of applicable laws and regulations as well as the Articles of Association. We agree with the Nomination of Mr. Woo Chin Wan Raymond as Independent Non-executive Director of the Bank and agree to submit the proposal to the Shareholders' Meeting for consideration and approval.

For the biographical details, declaration and commitment of Independent Director Candidate and declaration and commitment of Independent Director Nominator of Mr. Woo Chin Wan Raymond, please refer to Appendix II to this announcement.

13. Nomination of Ms. Ko Margaret as Independent Non-executive Director of the Bank

For: 15 Against: 0 Abstain: 0

The Personnel and Remuneration Committee of the Board of Directors of the Bank has reviewed the proposal and agreed to submit it to the Board of Directors for deliberation.

Independent Non-executive Directors commented on this proposal as follows:

We believe that the qualifications of Ms. Ko Margaret and the procedures of the nomination are in compliance with the requirements of applicable laws and regulations as well as the Articles of Association. We agree with the Nomination of Ms. Ko Margaret as Independent Non-executive Director of the Bank and agree to submit the proposal to the Shareholders' Meeting for consideration and approval.

For the biographical details, declaration and commitment of Independent Director Candidate and declaration and commitment of Independent Director Nominator of Ms. Ko Margaret, please refer to Appendix III to this announcement.

14. Adjustments to Chairpersons and Members of Special Committees of the Board of Directors

For: 15 Against: 0 Abstain: 0

The Personnel and Remuneration Committee of the Board of Directors of the Bank has reviewed the proposal and agreed to submit it to the Board of Directors for deliberation.

Approve the appointment of Mr. Liu Jin as a member of the Strategic Development Committee, and the Corporate Culture and Consumer Protection Committee, with effect after the date of National Financial Regulatory Administration's approval of his qualification to serve as Executive Director of the Bank.

Approve the appointment of Mr. Woo Chin Wan Raymond as the chairperson and member of the Connected Transactions Control Committee, a member of the Audit Committee, and the Personnel and Remuneration Committee, with effect after he has been elected as Independent Non-executive Director of the Bank by the Shareholders' Meeting, and the National Financial Regulatory Administration has approved his qualification to serve as Independent Non-executive Director of the Bank.

Approve the appointment of Ms. Ko Margaret as the chairperson and member of the Personnel and Remuneration Committee, a member of the Risk Policy Committee, and the Connected Transactions Control Committee, with effect after she has been elected as Independent Non-executive Director of the Bank by the Shareholders' Meeting, and from the date her term of office as a director officially begins.

15. Convening the 2024 Annual General Meeting of Bank of China

For: 15 Against: 0 Abstain: 0

The abovementioned proposals 4, 5, 6, 7, 8, 11, 12, 13 will be submitted to the Shareholders' Meeting for consideration and approval and proposals 9, 10 will be reported to the Shareholders' Meeting. The notice and circular for the Shareholders' Meeting of the Bank will be announced in due course.

Appendix:

I Biographic Details, Declaration and Commitment of Independent Director Candidate and Declaration and Commitment of Independent Director Nominator of Mr. Giovanni Tria

II Biographic Details, Declaration and Commitment of Independent Director Candidate and Declaration and Commitment of Independent Director Nominator of Mr. Woo Chin Wan Raymond

III Biographic Details, Declaration and Commitment of Independent Director Candidate and Declaration and Commitment of Independent Director Nominator of Ms. Ko Margaret

The Board of Directors of
Bank of China Limited

Beijing, PRC
29 April 2025

As at the date of this announcement, the directors of the Bank are: Ge Haijiao, Zhang Hui, Zhang Yong, Zhang Jiangang*, Huang Binghua*, Liu Hui*, Shi Yongyan*, Lou Xiaohui*, Li Zimin*, Martin Cheung Kong Liao#, Chui Sai Peng Jose#, Jean-Louis Ekra#, Giovanni Tria#, Liu Xiaolei# and Zhang Ran#.*

* *Non-executive Directors*
\# *Independent Non-executive Directors*

Appendix I

Biographic Details of Mr. Giovanni Tria

Giovanni Tria, born in 1948 in Italy, Independent Director of the Bank since July 2022. Mr. TRIA is an economist with more than 40 years of academic and professional experience in the fields of macroeconomics, price policies, economic development policies, business cycle and growth, public investment assessment and project evaluation, role of the institutions on the process of growth, economics of crime and economics of corruption, service sector and public sector economics. He received his degree in Law from University in Rome "La Sapienza" in 1971, then became associate professor and full professor of Political Economy at Faculty of Economics, the University of Rome Tor Vergata, where he served as Dean of the Faculty from 2016 to May 2018 until he was appointed Minister of Economic and Finance of Italy in the Conte I Cabinet and member of the IMF Board of Governors from June 2018 to September 2019. He was adviser of the Italian Ministry of Economic Development in the Draghi Cabinet from March 2021 to October 2022. Currently he is honorary professor at University of Rome Tor Vergata and since January 2022 he is President of the Foundation Enea Tech Biomedical. His past professional and academic positions include expert at the Department of Treasury and member of the "Evaluation Team of Public Investments" at the Ministry of Budget of Italy from 1987 to 1990, visiting scholar at the Department of Economics at Columbia University in 1986, consultant at the World Bank from 1998 to 2000, consultant at the Ministry of Foreign Affairs (Directorate General for Development Cooperation) from 1999 to 2002, Delegate for the Italian Government at the Governing Body of International Labour Organization from 2002 to 2006 and from 2009 to 2012, Vice Chair of Committee for Information, Computer and Communication Policy (ICCP) and Member of the Innovation Strategy Expert Advisory Group at OECD from 2009 to 2011. He served as Director of Center for Economic and international Studies at University of Rome Tor Vergata from 2000 to 2009 and as President of Italian National School of Administration from 2010 to 2016.

Declaration and Commitment of Independent Director Candidate

I, Giovanni Tria, have fully understood and agreed to be nominated by the Board of Directors of Bank of China Limited as a candidate for independent director of Bank of China Limited. I publicly declare that I am qualified to serve as an independent director, and guarantee that there is no relationship that affects my independence as an independent director of Bank of China Limited. The specific declaration and commitment are as follows:

I. I have the basic knowledge about the operation of listed companies, am familiar with relevant laws, administrative regulations, departmental rules and other normative documents, and own work experience of more than five years in law, economy, accounting, finance, management and other areas that is required to perform the responsibilities of independent director.

I have attended training and obtained relevant training certificates recognized by the stock exchange.

II. My post qualifications comply with the requirements of the following laws, administrative regulations and departmental rules as well as the Bank's rules and regulations:

i. Provisions of the *Company Law of the People's Republic of China* on the post qualifications of directors;

ii. Provisions of the *Civil Servant Law of the People's Republic of China* on the concurrent appointment of civil servants (if applicable);

iii. Relevant provisions of the CSRC's *Management Measures for Independent Directors of Listed Companies*, the Self-discipline Regulatory Rules of the Shanghai Stock Exchange and the Articles of Association of Bank of China Limited on the post qualifications and conditions for independent directors;

iv. Provisions of the *Notice on Regularizing the Holding of Independent Director and Independent Supervisor Positions by Cadres Managed by the Central Government in Listed Companies and Fund Management Companies after Resignation from Public Employment or Retirement* of the Central Commission for Discipline Inspection and the Organization Department of the CPC Central Committee (if applicable);

v. Relevant provisions of the *Opinions on Further Regulating Party and Government Leaders' Part-time/Concurrent Employment in Enterprises* of the Organization Department of the CPC Central Committee (if applicable);

vi. Relevant provisions of the *Opinions on Strengthening the Anti-corruption and Clean Governance Building in Institutions of Higher Learning* of the Central Commission for Discipline Inspection, the Ministry of Education and the Ministry of Supervision (if applicable);

vii. Relevant provisions of the *Guidelines on Regulations of Independent Directors and External Supervisors of Joint-stock Commercial Banks* of the People's Bank of China (if applicable);

viii. Relevant provisions of the *Measures for the Supervision and Administration of the Directors, Supervisors, Senior Executives, and Practitioners of Securities Fund Trading Institutions* of the China Securities Regulatory Commission (if applicable);

ix. Relevant provisions of the *Administrative Measures for the Qualifications of Directors and Senior Managers of Banking Financial Institutions*, the *Provisions on Administration of Qualifications for Positions of Directors*, *Supervisors and Senior Managers of Insurance Companies*, and the *Measures for the Administration of Independent Directors of Insurance Institutions* (if applicable);

x. Other laws, regulations, departmental rules, normative documents and circumstances stipulated by the Shanghai Stock Exchange.

III. I have the independence and do not belong to any of the following cases:

i. Persons working in a listed company or its affiliated enterprises and their spouses, parents, children and main social relations (the main social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children's spouses, etc.);

ii. Natural-person shareholders directly or indirectly holding more than 1% of the issued shares of the listed company, or among the top ten shareholders of the listed company and their spouse, parents or children;

iii. Persons working in shareholder entities that directly or indirectly hold more than 5% of the issued shares of a listed company, or working in the top five shareholder entities of the listed company and their spouses, parents, and children;

iv. Persons working in the affiliated companies of the controlling shareholder or de facto controller of the listed company and their spouses, parents and children;

v. Persons who have significant business dealings with the listed company and its controlling shareholders or de facto controllers or their respective affiliated enterprises, or persons who hold positions in units with significant business dealings and their controlling shareholders or de facto controllers;

vi. Persons who provide financial, legal, consulting, and sponsorship services for the listed company, its controlling shareholders, de facto controllers or their respective affiliated enterprises, including but not limited to all the project team members of the intermediaries providing services, review personnel at all levels, personnel who sign the report, partners, directors, senior management members and principal persons in charge;

vii. Persons having been under the circumstances listed in the preceding six items during the last 12 months;

viii. Other circumstances where the person concerned does not have independence as recognized by the Shanghai Stock Exchange.

IV. I do not have the following bad records:

i. Being subject to an administrative punishment by the CSRC or a criminal punishment by the judicial authority in the past 36 months;

ii. Being investigated by the CSRC or judicial authority for suspected violation of securities or futures laws, on which no explicit conclusion has been drawn;

iii. Being publicly censured or criticized through circulated notice no less than three times by the stock exchange in the past 36 months;

iv. Having bad records including major dishonest acts;

v. Other circumstances as recognized by the Shanghai Stock Exchange.

V. I am not a person who was removed from office by the Shareholders' Meeting as proposed by the Board of Directors for having failed to attend the meeting of the Board of Directors either in person or by proxy two times in a row when serving as an independent director. If I was, it is necessary to indicate whether it has expired for 12 months from the date of dismissal。

VI. Including Bank of China Limited, the number of domestic listed companies in which I also serve as an independent director does not exceed three, and I have not served in Bank of China Limited for more than six consecutive years.

VII. I do not have any situation that affects the integrity of an independent director or otherwise affects my post qualifications.

I have passed the qualification review by the Personnel and Remuneration Committee of the Board of Directors of Bank of China Limited, and I do not have any interest in the nominator or other relationship that may impede the independent performance of my duties.

I have verified and confirmed that my post qualifications as a candidate for independent director meet the requirements in accordance with the *Guidelines No. 1 of Shanghai Stock Exchange on Self-regulation for Listed Companies – Standard Operation* issued by the Shanghai Stock Exchange.

I am fully aware of the duties of an independent director, and I warrant that the above declaration is true, complete and accurate and does not contain any false statements or misleading elements. In addition, I fully understand the possible consequences of making a false statement. The Shanghai Stock Exchange may confirm my post qualifications and independence based on the declaration.

I undertake that during my tenure as an independent director of Bank of China Limited, I will comply with the laws and regulations, rules, regulations and notices issued by the CSRC and the requirements of the business rules of the Shanghai Stock Exchange, accept the supervision of the Shanghai Stock Exchange, and ensure that I have sufficient time and energy to perform my duties and make independent judgments. In addition, I will not be influenced by any of the substantial shareholders, de facto controller, or other entities or individuals who have an interest in Bank of China Limited.

I undertake that I will resign from my position as an independent director in accordance with the relevant provisions if I fail to meet the post qualifications of an independent director after I have taken office.

It is hereby declared.

Declared by: Giovanni Tria
21 February 2025

Declaration and Commitment of Independent Director Nominator

The nominator, the Board of Directors of Bank of China Limited (hereinafter referred to as "BOC"), is hereby nominating Mr. Giovanni Tria as the independent director candidate of BOC. The nominator has fully understood the occupation, academic background, job title, detailed work experience, all part-time jobs, as well as any major dishonest records and other bad records of the nominee. The nominee has agreed to act as the independent director candidate of BOC (please refer to the Declaration of Independent Director Candidate). The nominator thinks that the nominee is eligible to serve as the independent director, and is not related to BOC in any way that influences his independence. The specific declaration and commitment are as follows:

I. The nominee has the basic knowledge about the operation of listed companies, is familiar with relevant laws, administrative regulations, departmental rules and other normative documents, and owns work experience of more than five years in law, economy, finance, accounting, management and other areas that is required to perform the responsibilities of independent director.

   The nominee has attended training and obtained relevant training certificates recognized by the stock exchange.

II. The nominee's post qualifications comply with the requirements of the following laws, administrative regulations and departmental rules:

   i. Provisions of the *Company Law of the People's Republic of China* on the post qualifications of directors;

   ii. Provisions of the *Civil Servant Law of the People's Republic of China* on the concurrent appointment of civil servants (if applicable);

   iii. Relevant provisions of the CSRC's *Management Measures for Independent Directors of Listed Companies*, the Self-discipline Regulatory Rules of the Shanghai Stock Exchange and the Articles of Association of Bank of China Limited on the post qualifications and conditions for independent directors;

   iv. Provisions of the *Notice on Regularizing the Holding of Independent Director and Independent Supervisor Positions by Cadres Managed by the Central Government in Listed Companies and Fund Management Companies after Resignation from Public Employment or Retirement* of the Central Commission for Discipline Inspection and the Organization Department of the CPC Central Committee (if applicable);

   v. Relevant provisions of the *Opinions on Further Regulating Party and Government Leaders' Part-time/Concurrent Employment in Enterprises* of the Organization Department of the CPC Central Committee (if applicable);

   vi. Relevant provisions of the *Opinions on Strengthening the Anti-corruption and Clean Governance Building in Institutions of Higher Learning* of the Central Commission for Discipline Inspection, the Ministry of Education and the Ministry of Supervision (if applicable);

vii. Relevant provisions of the *Guidelines on Regulations of Independent Directors and External Supervisors of Joint-stock Commercial Banks* of the People's Bank of China (if applicable);

viii. Relevant provisions of the *Measures for the Supervision and Administration of the Directors, Supervisors, Senior Executives, and Practitioners of Securities Fund Trading Institutions* of the China Securities Regulatory Commission (if applicable);

ix. Relevant provisions of the *Administrative Measures for the Qualifications of Directors and Senior Managers of Banking Financial Institutions*, the *Provisions on Administration of Qualifications for Positions of Directors, Supervisors and Senior Managers of Insurance Companies*, and the *Measures for the Administration of Independent Directors of Insurance Institutions* (if applicable);

x. Other laws, regulations, departmental rules, normative documents and circumstances stipulated by the Shanghai Stock Exchange.

III. The nominee has the independence, and does not belong to any of the following cases:

i. Persons working in a listed company or its affiliated enterprises and their spouses, parents, children and main social relations (the main social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children's spouses, etc.);

ii. Natural-person shareholders directly or indirectly holding more than 1% of the issued shares of the listed company, or among the top ten shareholders of the listed company and their spouse, parents or children;

iii. Persons working in shareholder entities that directly or indirectly hold more than 5% of the issued shares of a listed company, or working in the top five shareholder entities of the listed company and their spouses, parents, and children;

iv. Persons working in the affiliated companies of the controlling shareholder or de facto controller of the listed company and their spouses, parents and children;

v. Persons who have significant business dealings with the listed company and its controlling shareholders or de facto controllers or their respective affiliated enterprises, or persons who hold positions in units with significant business dealings and their controlling shareholders or de facto controllers;

vi. Persons who provide financial, legal, consulting, and sponsorship services for the listed company, its controlling shareholders, de facto controllers or their respective affiliated enterprises, including but not limited to all the project team members of the intermediaries providing services, review personnel at all levels, personnel who sign the report, partners, directors, senior management members and principal persons in charge;

vii. Persons having been under the circumstances listed in the preceding six items during the last 12 months;

viii. Other circumstances where the person concerned does not have independence as recognized by the Shanghai Stock Exchange.

IV. The nominee does not have the following bad records:

i. Being subject to an administrative punishment by the CSRC or a criminal punishment by the judicial authority in the past 36 months;

ii. Being investigated by the CSRC or judicial authority for suspected violation of securities or futures laws, on which no explicit conclusion has been drawn;

iii. Being publicly censured or criticized through circulated notice no less than three times by the stock exchange in the past 36 months;

iv. Having bad records including major dishonest acts;

v. Other circumstances as recognized by the Shanghai Stock Exchange.

V. The nominee is not a person who was removed from office by the Shareholders' Meeting as proposed by the Board of Directors for having failed to attend the meeting of the Board of Directors either in person or by proxy two times in a row when serving as an independent director.

VI. Including Bank of China Limited, the number of domestic listed companies in which the nominee also serves as an independent director does not exceed three, and the nominee has not served in Bank of China Limited for more than six consecutive years.

VII. The nominee does not have any situation that affects the integrity of an independent director or otherwise affects his post qualifications.

The nominee has passed the qualification review by the Personnel and Remuneration Committee of the Board of Directors of Bank of China Limited, and the nominator does not have any interest in the nominee or other relationship that may impede the independent performance of his duties.

The nominator has verified and confirmed that the post qualifications of the nominee as a candidate for independent director meet the requirements in accordance with the *Guidelines No. 1 of Shanghai Stock Exchange on Self-regulation for Listed Companies – Standard Operation* issued by the Shanghai Stock Exchange.

The nominator warrants that the above declaration is true, complete and accurate and does not contain any false statements or misleading elements. In addition, the nominator fully understands the possible consequences of making a false statement.

It is hereby declared.

Nominator: Board of Directors of Bank of China Limited
(Seal)
29 April 2025

Appendix II

Biographic Details of Mr. Woo Chin Wan Raymond

Mr. Woo Chin Wan Raymond, male, was born in Hong Kong, China in 1954. Since February 2019, he has been serving as an independent non-executive director of Lenovo Group Limited. From November 2017 to October 2023, he was an independent non-executive director of Bank of Communications Co., Ltd. From November 2016 to November 2018, he served as an independent non-executive director of Great Wall Pan Asia Holdings Limited. Additionally, from July 2016 to January 2020, he was an independent non-executive director of Dah Chong Hong Holdings Limited.

From June 1985 to June 2015, Mr. Woo Chin Wan Raymond held various positions, including director and general manager of Ernst & Young Hua Ming LLP, a member of the EY Greater China Leadership Team, and managing partner of Ernst & Young's Greater China Operations. He has extensive experience in auditing, corporate restructuring, and risk management. Mr. Woo is a Certified Public Accountant in Hong Kong. He obtained a Bachelor of Commerce degree from the University of Toronto, Canada, in 1979 and a Master of Business Administration degree from York University, Canada, in 1982.

Declaration and Commitment of Independent Director Candidate

I, Woo Chin Wan Raymond, have fully understood and agreed to be nominated by the Board of Directors of Bank of China Limited as a candidate for independent director of Bank of China Limited. I publicly declare that I am qualified to serve as an independent director, and guarantee that there is no relationship that affects my independence as an independent director of Bank of China Limited. The specific declaration and commitment are as follows:

I. I have the basic knowledge about the operation of listed companies, am familiar with relevant laws, administrative regulations, rules and other normative documents, and own work experience of more than five years in law, economy, finance, management and other areas that is required to perform the responsibilities of independent director.

I have attended training and obtained relevant training certificates recognized by the stock exchange.

II. My post qualifications comply with the requirements of the following laws, administrative regulations and departmental rules as well as the Bank's rules and regulations:

i. Provisions of the *Company Law of the People's Republic of China* on the post qualifications of directors;

ii. Provisions of the *Civil Servant Law of the People's Republic of China* on the concurrent appointment of civil servants (if applicable);

iii. Relevant provisions of the CSRC's *Management Measures for Independent Directors of Listed Companies*, the Self-discipline Regulatory Rules of the Shanghai Stock Exchange and the Articles of Association of Bank of China Limited on the post qualifications and conditions for independent directors;

iv. Provisions of the *Notice on Regularizing the Holding of Independent Director and Independent Supervisor Positions by Cadres Managed by the Central Government in Listed Companies and Fund Management Companies after Resignation from Public Employment or Retirement* of the Central Commission for Discipline Inspection and the Organization Department of the CPC Central Committee (if applicable);

v. Relevant provisions of the *Opinions on Further Regulating Party and Government Leaders' Part-time/Concurrent Employment in Enterprises* of the Organization Department of the CPC Central Committee (if applicable);

vi. Relevant provisions of the *Opinions on Strengthening the Anti-corruption and Clean Governance Building in Institutions of Higher Learning* of the Central Commission for Discipline Inspection, the Ministry of Education and the Ministry of Supervision (if applicable);

vii. Relevant provisions of the *Guidelines on Regulations of Independent Directors and External Supervisors of Joint-stock Commercial Banks* of the People's Bank of China (if applicable);

viii. Relevant provisions of the *Measures for the Supervision and Administration of the Directors, Supervisors, Senior Executives, and Practitioners of Securities Fund Trading Institutions* of the China Securities Regulatory Commission (if applicable);

ix. Relevant provisions of the *Administrative Measures for the Qualifications of Directors and Senior Managers of Banking Financial Institutions*, the *Provisions on Administration of Qualifications for Positions of Directors*, *Supervisors and Senior Managers of Insurance Companies*, and the *Measures for the Administration of Independent Directors of Insurance Institutions* (if applicable);

x. Other laws, regulations, departmental rules, normative documents and circumstances stipulated by the Shanghai Stock Exchange.

III. I have the independence and do not belong to any of the following cases:

i. Persons working in a listed company or its affiliated enterprises and their spouses, parents, children and main social relations (the main social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children's spouses, etc.);

ii. Natural-person shareholders directly or indirectly holding more than 1% of the issued shares of the listed company, or among the top ten shareholders of the listed company and their spouse, parents or children;

iii. Persons working in shareholder entities that directly or indirectly hold more than 5% of the issued shares of a listed company, or working in the top five shareholder entities of the listed company and their spouses, parents, and children;

iv. Persons working in the affiliated companies of the controlling shareholder or de facto controller of the listed company and their spouses, parents and children;

v. Persons who have significant business dealings with the listed company and its controlling shareholders or de facto controllers or their respective affiliated enterprises, or persons who hold positions in units with significant business dealings and their controlling shareholders or de facto controllers;

vi. Persons who provide financial, legal, consulting, and sponsorship services for the listed company, its controlling shareholders, de facto controllers or their respective affiliated enterprises, including but not limited to all the project team members of the intermediaries providing services, review personnel at all levels, personnel who sign the report, partners, directors, senior management members and principal persons in charge;

vii. Persons having been under the circumstances listed in the preceding six items during the last 12 months;

viii. Other circumstances where the person concerned does not have independence as recognized by the Shanghai Stock Exchange.

IV. I do not have the following bad records:

i. Being subject to an administrative punishment by the CSRC or a criminal punishment by the judicial authority in the past 36 months;

ii. Being investigated by the CSRC or judicial authority for suspected violation of securities or futures laws, on which no explicit conclusion has been drawn;

iii. Being publicly censured or criticized through circulated notice no less than three times by the stock exchange in the past 36 months;

iv. Having bad records including major dishonest acts;

v. Other circumstances as recognized by the Shanghai Stock Exchange.

V. I am not a person who was removed from office by the Shareholders' Meeting as proposed by the Board of Directors for having failed to attend the meeting of the Board of Directors either in person or by proxy two times in a row when serving as an independent director.

VI. Including Bank of China Limited, the number of domestic listed companies in which I also serve as an independent director does not exceed three, and I have not served in Bank of China Limited for more than six consecutive years.

VII. I possess rich professional knowledge and experience in accounting, a CPA qualification, and more than five years of full-time experience in accounting, auditing, or financial management position.

VIII. I do not have any situation that affects the integrity of an independent director or otherwise affects my post qualifications.

I have passed the qualification review by the Personnel and Remuneration Committee of the Board of Directors of Bank of China Limited, and I do not have any interest in the nominator or other close relationship that may impede the independent performance of my duties.

I have verified and confirmed that my post qualifications as a candidate for independent director meet the requirements in accordance with the *Guidelines No. 1 of Shanghai Stock Exchange on Self-regulation for Listed Companies – Standard Operation* issued by the Shanghai Stock Exchange.

I am fully aware of the duties of an independent director, and I warrant that the above declaration is true, complete and accurate and does not contain any false statements or misleading elements. In addition, I fully understand the possible consequences of making a false statement. The Shanghai Stock Exchange may confirm my post qualifications and independence based on the declaration.

I undertake that during my tenure as an independent director of Bank of China Limited, I will comply with the laws and regulations, rules, regulations and notices issued by the CSRC and the requirements of the business rules of the Shanghai Stock Exchange, accept the supervision of the Shanghai Stock Exchange, and ensure that I have sufficient time and energy to perform my duties and make independent judgments. In addition, I will not be influenced by any of the substantial shareholders, de facto controller, or other entities or individuals who have an interest in Bank of China Limited.

I undertake that I will resign from my position as an independent director in accordance with the relevant provisions if I fail to meet the post qualifications of an independent director after I have taken office.

It is hereby declared.

Declared by: Woo Chin Wan Raymond
29 April 2025

Declaration and Commitment of Independent Director Nominator

The nominator, the Board of Directors of Bank of China Limited (hereinafter referred to as "**BOC**"), is hereby nominating Mr. Woo Chin Wan Raymond as the independent director candidate of BOC. The nominator has fully understood the occupation, academic background, job title, detailed work experience, all part-time jobs, as well as any major dishonest records and other bad records of the nominee. The nominee has agreed to act as the independent director candidate of BOC (please refer to the Declaration of Independent Director Candidate). The nominator thinks that the nominee is eligible to serve as the independent director, and is not related to BOC in any way that influences his independence. The specific declaration and commitment are as follows:

I. The nominee has the basic knowledge about the operation of listed companies, is familiar with relevant laws, administrative regulations, departmental rules and other normative documents, and owns work experience of more than five years in law, economy, finance, management and other areas that is required to perform the responsibilities of independent director.

   The nominee has attended training and obtained relevant training certificates recognized by the stock exchange.

II. The nominee's post qualifications comply with the requirements of the following laws, administrative regulations, departmental rules and corporate rules:

   i. Provisions of the *Company Law of the People's Republic of China* on the post qualifications of directors;

   ii. Provisions of the *Civil Servant Law of the People's Republic of China* on the concurrent appointment of civil servants (if applicable);

   iii. Relevant provisions of the CSRC's *Management Measures for Independent Directors of Listed Companies*, the Self-discipline Regulatory Rules of the Shanghai Stock Exchange and the Articles of Association of Bank of China Limited on the post qualifications and conditions for independent directors;

   iv. Provisions of the *Notice on Regularizing the Holding of Independent Director and Independent Supervisor Positions by Cadres Managed by the Central Government in Listed Companies and Fund Management Companies after Resignation from Public Employment or Retirement* of the Central Commission for Discipline Inspection and the Organization Department of the CPC Central Committee (if applicable);

   v. Relevant provisions of the *Opinions on Further Regulating Party and Government Leaders' Part-time/Concurrent Employment in Enterprises* of the Organization Department of the CPC Central Committee (if applicable);

   vi. Relevant provisions of the *Opinions on Strengthening the Anti-corruption and Clean Governance Building in Institutions of Higher Learning* of the Central Commission for Discipline Inspection, the Ministry of Education and the Ministry of Supervision (if applicable);

vii. Relevant provisions of the *Guidelines on Regulations of Independent Directors and External Supervisors of Joint-stock Commercial Banks* of the People's Bank of China (if applicable);

viii. Relevant provisions of the *Measures for the Supervision and Administration of the Directors, Supervisors, Senior Executives, and Practitioners of Securities Fund Trading Institutions* of the China Securities Regulatory Commission (if applicable);

ix. Relevant provisions of the *Administrative Measures for the Qualifications of Directors and Senior Managers of Banking Financial Institutions*, the *Provisions on Administration of Qualifications for Positions of Directors, Supervisors and Senior Managers of Insurance Companies*, and the *Measures for the Administration of Independent Directors of Insurance Institutions* (if applicable);

x. Other laws, regulations, departmental rules, normative documents and circumstances stipulated by the Shanghai Stock Exchange.

III. The nominee has the independence, and does not belong to any of the following cases:

i. Persons working in a listed company or its affiliated enterprises and their spouses, parents, children and main social relations (the main social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children's spouses, etc.);

ii. Natural-person shareholders directly or indirectly holding more than 1% of the issued shares of the listed company, or among the top ten shareholders of the listed company and their spouse, parents or children;

iii. Persons working in shareholder entities that directly or indirectly hold more than 5% of the issued shares of a listed company, or working in the top five shareholder entities of the listed company and their spouses, parents, and children;

iv. Persons working in the affiliated companies of the controlling shareholder or de facto controller of the listed company and their spouses, parents and children;

v. Persons who have significant business dealings with the listed company and its controlling shareholders or de facto controllers or their respective affiliated enterprises, or persons who hold positions in units with significant business dealings and their controlling shareholders or de facto controllers;

vi. Persons who provide financial, legal, consulting, and sponsorship services for the listed company, its controlling shareholders, de facto controllers or their respective affiliated enterprises, including but not limited to all the project team members of the intermediaries providing services, review personnel at all levels, personnel who sign the report, partners, directors, senior management members and principal persons in charge;

vii. Persons having been under the circumstances listed in the preceding six items during the last 12 months;

viii. Other circumstances where the person concerned does not have independence as recognized by the Shanghai Stock Exchange.

IV. The nominee does not have the following bad records:

i. Being subject to an administrative punishment by the CSRC or a criminal punishment by the judicial authority in the past 36 months;

ii. Being investigated by the CSRC or judicial authority for suspected violation of securities or futures laws, on which no explicit conclusion has been drawn;

iii. Being publicly censured or criticized through circulated notice no less than three times by the stock exchange in the past 36 months;

iv. Having bad records including major dishonest acts;

v. Other circumstances as recognized by the Shanghai Stock Exchange.

V. The nominee is not a person who was removed from office by the Shareholders' Meeting as proposed by the Board of Directors for having failed to attend the meeting of the Board of Directors either in person or by proxy two times in a row when serving as an independent director.

VI. Including Bank of China Limited, the number of domestic listed companies in which the nominee also serves as an independent director does not exceed three, and the nominee has not served in Bank of China Limited for more than six consecutive years.

VII. The nominee possesses rich professional knowledge and experience in accounting, a CPA qualification, and more than five years of full-time experience in accounting, auditing, or financial management position.

VIII. The nominee does not have any situation that affects the integrity of an independent director or otherwise affects his post qualifications.

The nominee has passed the qualification review by the Personnel and Remuneration Committee of the Board of Directors of Bank of China Limited, and the nominator does not have any interest in the nominee or other relationship that may impede the independent performance of his duties.

The nominator has verified and confirmed that the post qualifications of the nominee as a candidate for independent director meet the requirements in accordance with the *Guidelines No. 1 of Shanghai Stock Exchange on Self-regulation for Listed Companies – Standard Operation* issued by the Shanghai Stock Exchange.

The nominator warrants that the above declaration is true, complete and accurate and does not contain any false statements or misleading elements. In addition, the nominator fully understands the possible consequences of making a false statement.

It is hereby declared.

Nominator: Board of Directors of Bank of China Limited
(Seal)
29 April 2025

Appendix III

Biographic Details of Ms. Ko Margaret

Ms. Ko Margaret, also known as Mrs. Leung Ko May Yee Margaret, female, was born in Hong Kong, China in 1952. She currently serves as an independent non-executive director of China Mobile Limited, Agricultural Bank of China Limited, First Pacific Company Limited, and Sun Hung Kai Properties Limited. In addition, she holds positions as a member of the Executive Council of the Government of the Hong Kong Special Administrative Region, a Council member and Treasurer of the University of Hong Kong, a member of the Advisory Council of the Business School of the Hong Kong University of Science and Technology, chairperson of the Advisory Committee on Arts Development, a member of the Culture Commission, and a member of the Law Reform Commission.

Ms. Ko Margaret joined HSBC in 1978. From August 2005 to March 2009, she served as General Manager and Global Co-Head of Commercial Banking at HSBC Group, director of The Hongkong and Shanghai Banking Corporation Limited, and director of Wells Fargo HSBC Trade Bank. From March 2008 to June 2012, she was an independent non-executive director of Swire Pacific Limited. From March 2009 to June 2012, she served as vice chairman and chief executive of Hang Seng Bank Limited and as a non-executive director of HSBC. From May 2009 to November 2012, she was an independent non-executive director of Hutchison Whampoa Limited. From April 2013 to April 2019, she served as an independent non-executive director of Hong Kong Exchanges and Clearing Limited. From April 2013 to May 2020, she was an independent non-executive director of Li & Fung Limited. From June 2013 to June 2016, she served as an independent non-executive director of China Construction Bank Corporation. From February 2014 to February 2018, she was the vice chairman and chief executive of Chong Hing Bank Limited.

Ms. Ko Margaret served as a member of the 12th and 13th National Committee of the Chinese People's Political Consultative Conference from February 2013 to February 2023. In 1975, she obtained a Bachelor of Economics, Accounting, and Business Administration degree from the University of Hong Kong. In 2004, she completed the Advanced Management Programme in INSEAD in France. In 2009, she was appointed as a Justice of the Peace by the Government of the Hong Kong Special Administrative Region, and in 2012, she was awarded the Silver Bauhinia Star by the Government of the Hong Kong Special Administrative Region.

Declaration and Commitment of Independent Director Candidate

I, Ko Margaret have fully understood and agreed to be nominated by the Board of Directors of Bank of China Limited as a candidate for independent director of Bank of China Limited. I publicly declare that I am qualified to serve as an independent director, and guarantee that there is no relationship that affects my independence as an independent director of Bank of China Limited. The specific declaration and commitment are as follows:

I. I have the basic knowledge about the operation of listed companies, am familiar with relevant laws, administrative regulations, rules and other normative documents, and own work experience of more than five years in law, economy, finance, management and other areas that is required to perform the responsibilities of independent director.

I have attended training and obtained relevant training certificates recognized by the stock exchange.

II. My post qualifications comply with the requirements of the following laws, administrative regulations and departmental rules as well as the Bank's rules and regulations:

i. Provisions of the *Company Law of the People's Republic of China* on the post qualifications of directors;

ii. Provisions of the *Civil Servant Law of the People's Republic of China* on the concurrent appointment of civil servants (if applicable);

iii. Relevant provisions of the CSRC's *Management Measures for Independent Directors of Listed Companies*, the Self-discipline Regulatory Rules of the Shanghai Stock Exchange and the Articles of Association of Bank of China Limited on the post qualifications and conditions for independent directors;

iv. Provisions of the *Notice on Regularizing the Holding of Independent Director and Independent Supervisor Positions by Cadres Managed by the Central Government in Listed Companies and Fund Management Companies after Resignation from Public Employment or Retirement* of the Central Commission for Discipline Inspection and the Organization Department of the CPC Central Committee (if applicable);

v. Relevant provisions of the *Opinions on Further Regulating Party and Government Leaders' Part-time/Concurrent Employment in Enterprises* of the Organization Department of the CPC Central Committee (if applicable);

vi. Relevant provisions of the *Opinions on Strengthening the Anti-corruption and Clean Governance Building in Institutions of Higher Learning* of the Central Commission for Discipline Inspection, the Ministry of Education and the Ministry of Supervision (if applicable);

vii. Relevant provisions of the *Guidelines on Regulations of Independent Directors and External Supervisors of Joint-stock Commercial Banks* of the People's Bank of China (if applicable);

viii. Relevant provisions of the *Measures for the Supervision and Administration of the Directors, Supervisors, Senior Executives, and Practitioners of Securities Fund Trading Institutions* of the China Securities Regulatory Commission (if applicable);

ix. Relevant provisions of the *Administrative Measures for the Qualifications of Directors and Senior Managers of Banking Financial Institutions*, the *Provisions on Administration of Qualifications for Positions of Directors*, *Supervisors and Senior Managers of Insurance Companies*, and the *Measures for the Administration of Independent Directors of Insurance Institutions* (if applicable);

x. Other laws, regulations, departmental rules, normative documents and circumstances stipulated by the Shanghai Stock Exchange.

III. I have the independence and do not belong to any of the following cases:

i. Persons working in a listed company or its affiliated enterprises and their spouses, parents, children and main social relations (the main social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children's spouses, etc.);

ii. Natural-person shareholders directly or indirectly holding more than 1% of the issued shares of the listed company, or among the top ten shareholders of the listed company and their spouse, parents or children;

iii. Persons working in shareholder entities that directly or indirectly hold more than 5% of the issued shares of a listed company, or working in the top five shareholder entities of the listed company and their spouses, parents, and children;

iv. Persons working in the affiliated companies of the controlling shareholder or de facto controller of the listed company and their spouses, parents and children;

v. Persons who have significant business dealings with the listed company and its controlling shareholders or de facto controllers or their respective affiliated enterprises, or persons who hold positions in units with significant business dealings and their controlling shareholders or de facto controllers;

vi. Persons who provide financial, legal, consulting, and sponsorship services for the listed company, its controlling shareholders, de facto controllers or their respective affiliated enterprises, including but not limited to all the project team members of the intermediaries providing services, review personnel at all levels, personnel who sign the report, partners, directors, senior management members and principal persons in charge;

vii. Persons having been under the circumstances listed in the preceding six items during the last 12 months;

viii. Other circumstances where the person concerned does not have independence as recognized by the Shanghai Stock Exchange.

IV. I do not have the following bad records:

i. Being subject to an administrative punishment by the CSRC or a criminal punishment by the judicial authority in the past 36 months;

ii. Being investigated by the CSRC or judicial authority for suspected violation of securities or futures laws, on which no explicit conclusion has been drawn;

iii. Being publicly censured or criticized through circulated notice no less than three times by the stock exchange in the past 36 months;

iv. Having bad records including major dishonest acts;

v. Other circumstances as recognized by the Shanghai Stock Exchange.

V. I am not a person who was removed from office by the Shareholders' Meeting as proposed by the Board of Directors for having failed to attend the meeting of the Board of Directors either in person or by proxy two times in a row when serving as an independent director.

VI. Including Bank of China Limited, the number of domestic listed companies in which I also serve as an independent director does not exceed three, and I have not served in Bank of China Limited for more than six consecutive years.

VII. I do not have any situation that affects the integrity of an independent director or otherwise affects my post qualifications.

I have passed the qualification review by the Personnel and Remuneration Committee of the Board of Directors of Bank of China Limited, and I do not have any interest in the nominator or other close relationship that may impede the independent performance of my duties.

I have verified and confirmed that my post qualifications as a candidate for independent director meet the requirements in accordance with the *Guidelines No. 1 of Shanghai Stock Exchange on Self-regulation for Listed Companies – Standard Operation* issued by the Shanghai Stock Exchange.

I am fully aware of the duties of an independent director, and I warrant that the above declaration is true, complete and accurate and does not contain any false statements or misleading elements. In addition, I fully understand the possible consequences of making a false statement. The Shanghai Stock Exchange may confirm my post qualifications and independence based on the declaration.

I undertake that during my tenure as an independent director of Bank of China Limited, I will comply with the laws and regulations, rules, regulations and notices issued by the CSRC and the requirements of the business rules of the Shanghai Stock Exchange, accept the supervision of the Shanghai Stock Exchange, and ensure that I have sufficient time and energy to perform my duties and make independent judgments. In addition, I will not be influenced by any of the substantial shareholders, de facto controller, or other entities or individuals who have an interest in Bank of China Limited.

I undertake that I will resign from my position as an independent director in accordance with the relevant provisions if I fail to meet the post qualifications of an independent director after I have taken office.

It is hereby declared.

Declared by: Ko Margaret
2 April 2025

Declaration and Commitment of Independent Director Nominator

The nominator, the Board of Directors of Bank of China Limited (hereinafter referred to as "BOC"), is hereby nominating Ms. Ko Margaret as the independent director candidate of BOC. The nominator has fully understood the occupation, academic background, job title, detailed work experience, all part-time jobs, as well as any major dishonest records and other bad records of the nominee. The nominee has agreed to act as the independent director candidate of BOC (please refer to the Declaration of Independent Director Candidate). The nominator thinks that the nominee is eligible to serve as the independent director, and is not related to BOC in any way that influences her independence. The specific declaration and commitment are as follows:

I. The nominee has the basic knowledge about the operation of listed companies, is familiar with relevant laws, administrative regulations, departmental rules and other normative documents, and owns work experience of more than five years in law, economy, finance, management and other areas that is required to perform the responsibilities of independent director.

   The nominee has attended training and obtained relevant training certificates recognized by the stock exchange.

II. The nominee's post qualifications comply with the requirements of the following laws, administrative regulations, departmental rules and corporate rules:

   i. Provisions of the *Company Law of the People's Republic of China* on the post qualifications of directors;

   ii. Provisions of the *Civil Servant Law of the People's Republic of China* on the concurrent appointment of civil servants (if applicable);

   iii. Relevant provisions of the CSRC's *Management Measures for Independent Directors of Listed Companies*, the Self-discipline Regulatory Rules of the Shanghai Stock Exchange and the Articles of Association of Bank of China Limited on the post qualifications and conditions for independent directors;

   iv. Provisions of the *Notice on Regularizing the Holding of Independent Director and Independent Supervisor Positions by Cadres Managed by the Central Government in Listed Companies and Fund Management Companies after Resignation from Public Employment or Retirement* of the Central Commission for Discipline Inspection and the Organization Department of the CPC Central Committee (if applicable);

   v. Relevant provisions of the *Opinions on Further Regulating Party and Government Leaders' Part-time/Concurrent Employment in Enterprises* of the Organization Department of the CPC Central Committee (if applicable);

   vi. Relevant provisions of the *Opinions on Strengthening the Anti-corruption and Clean Governance Building in Institutions of Higher Learning* of the Central Commission for Discipline Inspection, the Ministry of Education and the Ministry of Supervision (if applicable);

vii. Relevant provisions of the *Guidelines on Regulations of Independent Directors and External Supervisors of Joint-stock Commercial Banks* of the People's Bank of China (if applicable);

viii. Relevant provisions of the *Measures for the Supervision and Administration of the Directors, Supervisors, Senior Executives, and Practitioners of Securities Fund Trading Institutions* of the China Securities Regulatory Commission (if applicable);

ix. Relevant provisions of the *Administrative Measures for the Qualifications of Directors and Senior Managers of Banking Financial Institutions*, the *Provisions on Administration of Qualifications for Positions of Directors, Supervisors and Senior Managers of Insurance Companies*, and the *Measures for the Administration of Independent Directors of Insurance Institutions* (if applicable);

x. Other laws, regulations, departmental rules, normative documents and circumstances stipulated by the Shanghai Stock Exchange.

III. The nominee has the independence, and does not belong to any of the following cases:

i. Persons working in a listed company or its affiliated enterprises and their spouses, parents, children and main social relations (the main social relations refer to siblings, spouses of siblings, parents of spouses, siblings of spouses, spouses of children, parents of children's spouses, etc.);

ii. Natural-person shareholders directly or indirectly holding more than 1% of the issued shares of the listed company, or among the top ten shareholders of the listed company and their spouse, parents or children;

iii. Persons working in shareholder entities that directly or indirectly hold more than 5% of the issued shares of a listed company, or working in the top five shareholder entities of the listed company and their spouses, parents, and children;

iv. Persons working in the affiliated companies of the controlling shareholder or de facto controller of the listed company and their spouses, parents and children;

v. Persons who have significant business dealings with the listed company and its controlling shareholders or de facto controllers or their respective affiliated enterprises, or persons who hold positions in units with significant business dealings and their controlling shareholders or de facto controllers;

vi. Persons who provide financial, legal, consulting, and sponsorship services for the listed company, its controlling shareholders, de facto controllers or their respective affiliated enterprises, including but not limited to all the project team members of the intermediaries providing services, review personnel at all levels, personnel who sign the report, partners, directors, senior management members and principal persons in charge;

vii. Persons having been under the circumstances listed in the preceding six items during the last 12 months;

viii. Other circumstances where the person concerned does not have independence as recognized by the Shanghai Stock Exchange.

IV. The nominee does not have the following bad records:

i. Being subject to an administrative punishment by the CSRC or a criminal punishment by the judicial authority in the past 36 months;

ii. Being investigated by the CSRC or judicial authority for suspected violation of securities or futures laws, on which no explicit conclusion has been drawn;

iii. Being publicly censured or criticized through circulated notice no less than three times by the stock exchange in the past 36 months;

iv. Having bad records including major dishonest acts;

v. Other circumstances as recognized by the Shanghai Stock Exchange.

V. The nominee is not a person who was removed from office by the Shareholders' Meeting as proposed by the Board of Directors for having failed to attend the meeting of the Board of Directors either in person or by proxy two times in a row when serving as an independent director.

VI. Including Bank of China Limited, the number of domestic listed companies in which the nominee also serves as an independent director does not exceed three, and the nominee has not served in Bank of China Limited for more than six consecutive years.

VII. The nominee does not have any situation that affects the integrity of an independent director or otherwise affects her post qualifications.

The nominee has passed the qualification review by the Personnel and Remuneration Committee of the Board of Directors of Bank of China Limited, and the nominator does not have any interest in the nominee or other relationship that may impede the independent performance of her duties.

The nominator has verified and confirmed that the post qualifications of the nominee as a candidate for independent director meet the requirements in accordance with the *Guidelines No. 1 of Shanghai Stock Exchange on Self-regulation for Listed Companies – Standard Operation* issued by the Shanghai Stock Exchange.

The nominator warrants that the above declaration is true, complete and accurate and does not contain any false statements or misleading elements. In addition, the nominator fully understands the possible consequences of making a false statement.

It is hereby declared.

Nominator: Board of Directors of Bank of China Limited
(Seal)
29 April 2025