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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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

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中國銀行股份有限公司  
**BANK OF CHINA LIMITED**

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

## 2024 FIRST EXTRAORDINARY GENERAL MEETING

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A notice convening the 2024 First Extraordinary General Meeting (“EGM”) to be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Monday, 26 February 2024 (registration will begin at 8:30 a.m.) is set out in pages 4 to 5 of this circular.

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

If you intend to attend the EGM in person or by proxy, please complete and return the reply slip to the Bank’s Board Office or to Computershare Hong Kong Investor Services Limited on or before Friday, 23 February 2024.

The English and Chinese versions of this circular and the accompanying form of proxy and reply slip are available on the Bank’s website at [www.boc.cn](http://www.boc.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). You may access the aforesaid documents by clicking “Investor Relations” on the homepage of the Bank’s website or browsing through the website of Hong Kong Exchanges and Clearing Limited.

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

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## DEFINITIONS

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

“A Share(s)”	domestic Share(s) with nominal value of RMB1.00 each in the share capital of the Bank which are listed on the Shanghai Stock Exchange (stock code: 601988)
“Articles of Association”	Articles of Association of the Bank (as amended from time to time)
“Bank of China” or “Bank”	Bank of China Limited (中國銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Board” or “Board of Directors”	the Board of Directors of the Bank
“Board of Supervisors”	the Board of Supervisors of the Bank
“Director(s)”	the Director(s) of the Bank
“EGM”	the 2024 First Extraordinary General Meeting of the Bank to be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Monday, 26 February 2024 (registration will begin at 8:30 a.m.)
“Executive Director(s)”	the executive Director(s) of the Bank
“H Share(s)”	overseas listed foreign investment Share(s) with a nominal value of RMB1.00 each in the Ordinary Share capital of the Bank, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong Dollars (stock code: 3988)
“H-Share Holder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Dollar”	the lawful currency of Hong Kong
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	the Independent Non-executive Director(s) of the Bank
“Non-executive Director(s)”	the Non-executive Director(s) of the Bank
“Ordinary Share(s)”	A Share(s) and/or H Share(s)
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	A-Share Holders, H-Share Holders and/or preference share holders of the Bank
“Shares”	Ordinary Shares and/or preference shares of the Bank
“Supervisor(s)”	the Supervisor(s) of the Bank

## LETTER FROM THE BOARD



# 中國銀行股份有限公司 BANK OF CHINA LIMITED

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

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

*Board of Directors:*

Mr. Ge Haijiao  
Mr. Liu Jin  
Mr. Lin Jingzhen  
\* Mr. Zhang Yong  
\* Mr. Zhang Jiangan  
\* Mr. Huang Binghua  
\* Mr. Liu Hui  
\* Mr. Shi Yongyan  
\*\* Mr. Jiang Guohua  
\*\* Mr. Martin Cheung Kong Liao  
\*\* Mr. Chui Sai Peng Jose  
\*\* Mr. Jean-Louis Ekra  
\*\* Mr. E Weinan  
\*\* Mr. Giovanni Tria

\* *Non-executive Directors*

\*\* *Independent Non-executive Directors*

*Registered Office:*

No. 1 Fuxingmen Nei Dajie  
Xicheng District  
Beijing 100818  
PRC

*Place of Business in Hong Kong:*

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

7 February 2024

Dear H-Share Holders,

### 1. INTRODUCTION

The Board of Directors hereby invites you to attend the EGM to be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Monday, 26 February 2024 (registration will begin at 8:30 a.m.).

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

### 2. BUSINESS TO BE CONSIDERED AT THE EGM

The items of business to be considered at the EGM are described in detail in the notice of the EGM set out in pages 4 to 5 of this circular. At the EGM, ordinary resolutions will be proposed to approve (i) Election of Mr. Zhang Yi as Executive Director of the Bank; (ii) Election of Ms. Lou Xiaohui as Non-executive Director of the Bank and (iii) Election of Ms. Liu Xiaolei as Independent Non-executive Director of the Bank and a special resolution will be proposed to approve the Issuance Quota and Issuance Arrangement of Total Loss-absorbing Capacity Non-capital Bonds.

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

### 3. THE EGM

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

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

## LETTER FROM THE BOARD

If you intend to attend the EGM in person or by proxy, please complete and return the reply slip to the Bank's Board Office or to Computershare Hong Kong Investor Services Limited on or before Friday, 23 February 2024.

The Bank's Board Office is located at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, the PRC (Telephone: (8610) 6659 3455, Fax: (8610) 6659 4579, E-mail: ir@bankofchina.com). The Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).

#### **4. VOTING BY POLL**

Pursuant to the Hong Kong Listing Rules, the resolutions set out in the Notice of EGM will be voted on by poll. Results of the poll voting will be published on the Bank's website at [www.boc.cn](http://www.boc.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.

#### **5. RECOMMENDATION**

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

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



中國銀行股份有限公司  
**BANK OF CHINA LIMITED**

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

**NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2024 First Extraordinary General Meeting (“EGM”) of Bank of China Limited (the “Bank”) will be held at Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing, China at 9:30 a.m. on Monday, 26 February 2024 (registration will begin at 8:30 a.m.) for the purpose of considering and approving the following resolutions. Unless the context requires otherwise, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated 7 February 2024 of which this notice forms part.

**ORDINARY RESOLUTIONS**

1. To consider and approve the Election of Mr. Zhang Yi as Executive Director of the Bank
2. To consider and approve the Election of Ms. Lou Xiaohui as Non-executive Director of the Bank
3. To consider and approve the Election of Ms. Liu Xiaolei as Independent Non-executive Director of the Bank

**SPECIAL RESOLUTION**

4. To consider and approve the Issuance Quota and Issuance Arrangement of Total Loss-absorbing Capacity Non-capital Bonds

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

Beijing, China  
7 February 2024

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

\* *Non-executive Directors*

# *Independent Non-executive Directors*

## NOTICE OF THE EGM

*Notes:*

1. Details of the above resolutions are set out in Appendix to this circular.
2. Pursuant to the Hong Kong Listing Rules, the resolutions set out in the notice of the EGM will be voted on by poll. Results of the poll voting will be published on the Bank's website at [www.boc.cn](http://www.boc.cn) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.
3. Any Shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder of the Bank.
4. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at least 24 hours before the EGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of a proxy form will not preclude a Shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish, in such event the instrument appointing a proxy shall be deemed to be revoked.
5. **The H-Share register of Shareholders of the Bank will be closed, for the purpose of determining Shareholders' entitlement to attend the EGM, from Friday, 23 February 2024 to Monday, 26 February 2024 (both days inclusive), during which no transfer of H Shares will be registered. In order to attend the EGM, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Thursday, 22 February 2024.**
6. In case of joint shareholdings, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of Shareholders of the Bank in respect of the joint shareholding.
7. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip for the EGM to the Board Office of the Bank or the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, by post, by fax or by e-mail on or before Friday, 23 February 2024. The address of the Bank's Board Office is Bank of China Head Office Building, No. 1 Fuxingmen Nei Dajie, Xicheng District, Beijing 100818, PRC (Telephone: (8610) 6659 3455, Fax: (8610) 6659 4579, E-mail: [ir@bankofchina.com](mailto:ir@bankofchina.com)). Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Telephone: (852) 2862 8555).
8. According to the Articles of Association of the Bank and the circumstances of the EGM, resolutions proposed at the EGM are not required to be considered and approved by the preference shareholders of the Bank. Therefore, the preference shareholders of the Bank will not attend the EGM.
9. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the EGM.
10. According to the Articles of Association of the Bank, if the number of shares of the Bank pledged by the Shareholder is equal to or greater than 50% of the shares held by such Shareholder in the Bank, the voting right attached to the pledged shares may not be exercised at the Shareholders' meeting. Upon completion of the share pledge registration, the Shareholder shall timely provide the Bank with information relating to the share pledge.

## 1. THE ELECTION OF MR. ZHANG YI AS EXECUTIVE DIRECTOR OF THE BANK

The nomination of Mr. Zhang Yi as a candidate for executive director of the Bank was deliberated and approved at the meeting of the Board of Directors on Jan 26, 2024. The Shareholders' Meeting is hereby proposed to elect Mr. Zhang Yi as executive director of the Bank. The term of office of Mr. Zhang Yi will be three years from the date of approval of his qualifications by the National Financial Regulatory Administration.

The biographic details of Mr. Zhang Yi are as follows:

Zhang Yi, male, Chinese nationality, born in 1971. Since March 2023, Mr. Zhang Yi has served as the Executive Vice President of the Bank. In 2023, Mr. Zhang Yi joined the Bank. From November 2021 to March 2023, Mr. Zhang Yi was Executive Vice President of Agricultural Bank of China, and from April 2021 to September 2021, he was Chief Financial Officer of China Construction Bank. Prior to that, he served as Deputy General Manager of the Asset & Liability Management Department of China Construction Bank, Deputy General Manager and General Manager of Jiangsu Branch, and General Manager of the Finance & Accounting Department. Mr. Zhang graduated from Southwestern University of Finance and Economics in 1993 and graduated from Renmin University of China with an MBA in 2002. Mr. Zhang Yi holds the title of Senior Accountant.

Save as disclosed above, Mr. Zhang Yi has neither held any position in the Bank nor in any of the Bank's subsidiaries.

The Executive Directors of the Bank do not receive directors' remuneration from the Bank, nor do they receive remuneration from the Bank's subsidiaries, but are remunerated based on their specific management positions in the Bank, mainly including salaries, bonuses, and unit contributions to various social insurance and housing provident funds. The remuneration of Executive Directors is determined in accordance with relevant national policies, and the Personnel and Remuneration Committee of the Bank is responsible for reviewing the annual remuneration distribution plan and proposing suggestions to the Board of Directors for deliberation and approval at the Shareholders' meeting.

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

Save as disclosed above, there is no other information in relation to the appointment of Mr. Zhang Yi that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Bank. Mr. Zhang Yi has not been penalized by the China Securities Regulatory Commission or other relevant departments or stock exchanges.

Upon approval of the Proposal on the Election of Mr. Zhang Yi as Executive Director of the Bank by the Shareholders' meeting, the Bank will submit the relevant post qualification materials of Mr. Zhang Yi to the National Financial Regulatory Administration for review.



## 2. THE ELECTION OF MS. LOU XIAOHUI AS NON-EXECUTIVE DIRECTOR OF THE BANK

Upon review and approval at the Board Meeting of the Bank, the Board of Directors hereby proposes to elect Ms. Lou Xiaohui as Non-executive Director of the Bank at the Shareholders' Meeting. The term of office of Ms. Lou Xiaohui will be three years from the date of approval of her qualifications by the National Financial Regulatory Administration.

The biographic details of Ms. Lou Xiaohui are as follows:

Lou Xiaohui, female, Chinese nationality, born in 1971. Ms. Lou has served as a non-executive director of China Everbright Group Ltd. since March 2017. She is now serving at Central Huijin Investment Ltd. From 2001 to 2017, she successively worked as Deputy Director and Director of the General Office of the Ministry of Finance, Director of the Information Office (director level) and Deputy Director of the National Comprehensive Agricultural Development Evaluation Center (deputy bureau level). She graduated from the Central Institute of Finance and Banking (currently Central University of Finance and Economics), majoring in finance and holding a master's degree in Economics. She is a non-practicing member of the Chinese Institute of Certified Public Accountants (CICPA).

Save as disclosed above, Ms. Lou Xiaohui does not hold any position with the Bank or any of its subsidiaries.

Currently, the Non-executive Directors of the Bank (excluding Independent Non-executive Directors) do not receive remuneration from the Bank, and their remuneration will be paid by Central Huijin Investment Ltd..

As far as the directors of the Bank are aware and save as disclosed above, Ms. Lou Xiaohui does not hold any directorship in other public companies, the securities of which are listed on any securities market in Chinese mainland, Hong Kong (China) or overseas in the last three years, nor does she have any relationship with any directors, senior management member or substantial or controlling shareholders of the Bank. As at the date of this proposal, Ms. Lou Xiaohui does not have any interests in the shares of the Bank or its associated companies as defined in Part XV of the *Securities and Futures Ordinance*.

Save as disclosed above, there is no other information in relation to the appointment of Ms. Lou Xiaohui that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Bank. Ms. Lou Xiaohui has not been penalized by the China Securities Regulatory Commission (CSRC) or other relevant departments or stock exchanges.

Upon approval of the Proposal on the Election of Ms. Lou Xiaohui as Non-executive Director of the Bank by the Shareholders' meeting, the Bank will submit the relevant post qualification materials of Ms. Lou Xiaohui to the National Financial Regulatory Administration for review.

### 3. THE ELECTION OF MS. LIU XIAOLEI AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE BANK

In accordance with the *Bank of China Limited Board Diversity Policy* and based on the needs of the work of the Board of Directors, upon deliberation and approval by the Board of Directors, the Shareholders' Meeting is hereby proposed to elect Ms. Liu Xiaolei as an independent non-executive director of the Bank. The term of office of Ms. Liu Xiaolei will be three years from the date of approval of her qualifications by the National Financial Regulatory Administration.

The biographic details of Ms. Liu Xiaolei are as follows:

Liu Xiaolei, female, Chinese nationality, born in 1974. Ms. Liu serves as Professor of Finance and Accounting, as well as the Deputy Director of the Faculty of Economics & Management and Chair of the Finance Department at Guanghua School of Management, Peking University. Ms. Liu has held several positions at Peking University, including Deputy Director of the Faculty of Economics & Management since May 2022, Peking University Boya Distinguished Professor since 2018, Chair of the Finance Department at Guanghua School of Management since November 2015, and Professor of Finance and Accounting at Guanghua School of Management since December 2014. Before joining Peking University, Ms. Liu held a tenured position as Associate Professor at Hong Kong University of Science and Technology between December 2005 and December 2014. Since 2021, Ms. Liu has been an independent director of First Capital Securities Co., Ltd. and since 2020, she has been an independent director of FIL Fund Management (China) Company Limited. Between 2019 and 2021, she served as an independent director of Chasing Securities Co., Ltd. She also served as an independent director of Tianjin Youfa Steel Pipe Group Co., Ltd. from 2018 to 2022 and acted as the convener of the Audit Committee of the Board of Directors. In 1995, Ms. Liu obtained a BA in Economics from Nankai University, followed by an MA in Economics from the University of International Business and Economics in 1998. In 2006, she completed her Ph.D. at the University of Rochester in the USA. Ms. Liu's research interests include corporate finance, accounting, risk management, and financial markets. She was included in the 2022 "Highly Cited Chinese Researchers" list published by Elsevier, and her work has received numerous national and international awards.

If Ms. Liu Xiaolei is elected as the Bank's Director, she will bring to the Board of Directors cutting-edge theory and practical experience in the fields of accounting, financial markets and risk management, which will help further promote the diversity of the Bank's Board of Directors.

The remuneration of the Bank's Independent Non-executive Directors is determined in accordance with the remuneration standards for Independent Non-executive Directors approved by the Bank's Shareholders' meeting. The actual remuneration to be received by Independent Non-executive Directors of the Bank is determined based on the assessment results of their duty performance.

Save as disclosed above, as at the date of this proposal, Ms. Liu Xiaolei has not received any remuneration from the Bank and does not hold any position with the Bank or any of the Bank's subsidiaries.

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

Save as disclosed above, there is no other information in relation to the appointment of Ms. Liu Xiaolei that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules, nor are there any other matters that need to be brought to the attention of the shareholders of the Bank. Ms. Liu Xiaolei has not been penalized by the China Securities Regulatory Commission or other relevant departments or stock exchanges.

The nomination is made by the Board of Directors in accordance with the provisions of the Articles of Association of the Bank, after considering the work history, skills, background, knowledge, experience and independence of the candidate as well as the specific needs of the Bank. The Personnel and Remuneration Committee of the Board of Directors reviews the candidate's post qualifications and forms a review opinion, which is deliberated by the Board of Directors and submitted to the Shareholders' meeting for determination through election. Upon approval of the Proposal on the Election of Ms. Liu Xiaolei as Independent Non-executive Director of the Bank by the Shareholders' meeting, the Bank will submit the relevant post qualification materials of Ms. Liu Xiaolei to the National Financial Regulatory Administration for review.

Ms. Liu Xiaolei has provided a written confirmation of her independence to the Bank pursuant to Rule 3.13 of the Hong Kong Listing Rules, and the Board of Directors also considers that Ms. Liu Xiaolei meets the independence guideline under Rule 3.13 of the Hong Kong Listing Rules and is independent under the terms of the guideline. The originals of the Declaration of Independent Director Nominator and the Declaration of Independent Director Candidate have been submitted to the relevant regulatory authorities.

#### 4. THE ISSUANCE QUOTA AND ISSUANCE ARRANGEMENT OF TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL BONDS

In order to effectively support the implementation of the Group's "14th Five-Year Plan", ensure compliance with the regulatory requirements, and meet the needs of business development, the Bank proposes the issuance of total loss-absorbing capacity non-capital bonds. It is hereby submitted to the Shareholders' meeting:

- i. To agree the Bank to issue write-down total loss-absorbing capacity non-capital bonds in tranches in accordance with the following terms and conditions, and submit relevant matters to the Shareholders' meeting for approval.
  - (1) Issuance size: no more than RMB150 billion or equivalent foreign currency;
  - (2) Types of instruments: write-down total loss-absorbing capacity non-capital bonds, which meet the relevant requirements as stipulated in the *Administrative Measures on the Total Loss-Absorbing Capacity of Global Systemically Important Banks*, and can be used to replenish total loss-absorbing capacity of commercial banks;
  - (3) Target markets: including domestic and overseas markets;
  - (4) Tenor: not less than one year;
  - (5) Means of loss absorption: when the Bank enters resolution, the loss could be absorbed through a write-down mechanism;
  - (6) Interest rate: to be determined with reference to market interest rates;
  - (7) Use of proceeds: to replenish total loss-absorbing capacity of the Bank;
  - (8) Validity period of the resolution: from the date of approval by the Shareholders' meeting to August 29, 2025.
- ii. To grant authorization to the Board of Directors for the abovementioned issuance, and to agree for the Board of Directors to authorize and delegate to the Bank's Management to decide on the specific terms of the issuance and handle all related matters based on relevant regulatory requirements and approval requirements and the above terms and conditions. The powers delegated to the Bank's Management include reporting to relevant regulatory authorities for approval, determining the time, tranches, and pricing of issuance, and amending, signing, and implementing all agreements, contracts, relevant documents, etc. occurring during the issuance of instruments. Such authorizations will be valid from the date of approval of this proposal by the Shareholders' Meeting to August 29, 2025. It is proposed to grant authorization to the Board of Directors and agreed for the Board of Directors to authorize and delegate to the Bank's Management to handle all relevant matters, such as interest payment, redemption, and write-down (if any), during the term of instruments in accordance with relevant regulatory requirements and approval requirements.