

Report of the Directors

The Directors are pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2016.

Principal Activities

The principal activities of the Group are the provision of banking and related financial services. An analysis of the Group's performance for the year by business segments is set out in Note 47 to the Financial Statements.

Business Review

For business review of the Group for the year, please refer to "Chairman's Statement", "Chief Executive's Report", "Management's Discussion and Analysis", "Corporate Governance" and "Corporate Social Responsibility" sections.

Results and Appropriations

The results of the Group for the year are set out in the consolidated income statement on pages 125 to 126.

The Board has recommended a final dividend of HK\$0.625 per share, amounting to approximately HK\$6,608 million, subject to the approval of shareholders at the forthcoming annual general meeting to be held on Wednesday, 28 June 2017. If approved, the final dividend will be paid on Friday, 14 July 2017 to shareholders whose names appear on the Register of Members of the Company on Friday, 7 July 2017. Together with the interim dividend of HK\$0.545 per share and the special dividend of HK\$0.710 per share declared in August 2016, the total dividend payout for 2016 would be HK\$1.880 per share.

Closure of Register of Members for Entitlement to Attend and Vote at Annual General Meeting

The Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend and vote at the Annual General Meeting of the Company, from Thursday, 22 June 2017 to Wednesday, 28 June 2017 (both days inclusive), during which period no transfer of shares will be registered. In order to attend and vote at the Annual General Meeting of the Company, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 21 June 2017. The Annual General Meeting of the Company will be held at 2:00 p.m. on Wednesday, 28 June 2017.

Closure of Register of Members for Entitlement to Final Dividend

The Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to the proposed final dividend, from Tuesday, 4 July 2017 to Friday, 7 July 2017 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 3 July 2017. Shares of the Company will be traded ex-dividend as from Friday, 30 June 2017.

Donations

Charitable and other donations made by the Group during the year amounted to approximately HK\$9 million.

Note: These donations do not include the donations and sponsorships made by BOCHK Charitable Foundation ("the Foundation". For details, please refer to the "Corporate Social Responsibility" section). The Foundation is a separate legal entity established in Hong Kong and is a charitable institution exempt from tax under the Inland Revenue Ordinance.

Shares Issued

Details of the Company's issued shares are set out in Note 41 to the Financial Statements.

As at the latest practicable date prior to the issue of this Annual Report and based on publicly available information, the public float of the Company was approximately 34%. The Directors consider that there is sufficient public float in the shares of the Company.

Distributable Reserves

Distributable reserves of the Company as at 31 December 2016, calculated under Part 6 of the Hong Kong Companies Ordinance, amounted to approximately HK\$7,201 million.

Five-year Financial Summary

A summary of the results, assets and liabilities of the Group for the last five years is set out on page 3.

Directors

The list of Directors of the Company is set out on page 54. The biographical details of the Directors and senior

management are set out on pages 55 to 63. The term of office for each Non-executive Director is approximately three years.

Dr CHOI Koon Shum was appointed as Independent Non-executive Director with effect from the conclusion of the annual general meeting held on 6 June 2016 and Mr SHAN Weijian retired as Independent Non-executive Director with effect from the conclusion of the annual general meeting held on 6 June 2016. The Board would like to express its great appreciation to Mr SHAN for his valuable contributions during his tenure of office.

In accordance with Article 98 of the Articles of Association and pursuant to Code A.4.2 of the Corporate Governance Code, the terms of office of Mr TIAN Guoli, Mr CHEN Siqing, Mr LI Jiuzhong and Mdm CHENG Eva will expire at the forthcoming annual general meeting. All the retiring Directors being eligible, will offer themselves for re-election at the forthcoming annual general meeting. Further, pursuant to Article 102 of the Articles of Association, any Director appointed by the Board during the year shall hold office only until the next following annual general meeting, and shall then be eligible for re-election at such meeting. Accordingly, the term of office of Dr CHOI Koon Shum, who had been appointed on 6 June 2016, will expire at the forthcoming annual general meeting and, being eligible, will offer himself for re-election.

Report of the Directors

Save for the list of Directors of the Company as set out on page 54, other directors of the Company's subsidiaries during the year ended 31 December 2016 are as follows:

YUAN Shu	ZHONG Xiangqun	SUI Yang	KUNG YEUNG Ann Yun Chi
CHAI Woon Chew	CHAN Chi Fai	CHAN Hing Wah	CHAN Ka Pui
CHAN Lap Bong	CHAN Siu Ping Chordio	CHAN Yiu Fai	CHEN Zhong Xin
CHEUNG Po Kee	CHEUNG Wai Hing	CHEUNG Wing Shing Vincent	CHEW Lee Lin
CHU Wing Yiu	DATUK TER Leong Yap	DU Qiang	FU Kim
FUNG Pui Cheung	GUAN Xuefei	GWEE Siew Ping	HU Haozhong
HUANG Ling	KAN Wai Mun Carmen	KWONG Shu Ming	LAU Hon Chuen
LAU Tim	LEE Hoi Yin, Stephen	LEUNG Yuen Hong	LIU Hui Jun
LIU Min	LIU Yalin	LO Kin Wing Terry	LO Ping Wa
LO Wai Man Mary	MOK Chung Man	Neil Anthony TORPEY	NG Leung Sing
QIU Hengchang	SHEN Hua	SHING Sze Yee	SHUM Wai Chun
SO Pui Sheung	SO Shing Shun	SUN Dawei	SZE Ying Tat
TAN Wan Chye	TANG Fong Chai Francis	TSANG Kam Yin Wendy	TSE Siu Ling
WANG Hongwei	WANG Jian	WANG Tong	WANG Yunchao
WONG Chek Ming	WONG Chun Keung	WONG Kine Yuen	WONG Man Chiu
WONG Man Yee	WONG Siu Man	WOO Chia Wei	YANG Ruhai
YIP Man Kai	YU Kwok Chun	ZENG Xiaoping	ZHANG Qingsong
ZHANG Zhao	CHAN Kam Lun*	CHOW Chak Chee*	CHUNG Chun Wa*
FUNG Kam Chung Astrid*	FUNG Yin Fan Kamill*	HO Ka Chuen Clement*	HUANG Hong*
KAI Chi On*	LAM Man Yi*	LIU Xin Qun*	LU Ying*
NG Chui Sheung*	TO Chi Wing*	ZHAO Chuntang*	XIAO Wei [#]
LIN Jingzhen [#]	CHAN Sai Ming [#]	CHANG Hsin Kang [#]	CHEUNG Zeyu [#]
CHOW Tak Man [#]	FANG Hongguang [#]	GONG Huazhang [#]	LAN Hong Tsung, David [#]
LEUNG Ka Chun [#]	NG Kwok Yuen [#]	WANG Jianqiang [#]	

* Resigned/retired during the year.

[#] Directors of the subsidiaries that were disposed during the year.

Directors' Service Contracts

No Director offering for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation other than the normal statutory compensation.

Directors' Interests in Transactions, Arrangements or Contracts

No transactions, arrangements or contracts of significance, in relation to the Group's business to which the Company, its holding companies, or any of its subsidiaries or fellow subsidiaries was a party and in which a Director or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Directors' Interests in Competing Business

Mr TIAN Guoli, Mr CHEN Siqing, Mr REN Deqi and Mr GAO Yingxin are Executive Directors of BOC. Mr XU Luode is Executive Vice President of BOC.

BOC is a joint stock commercial bank with limited liability, established under the laws of the PRC, providing a full range of commercial banking and other financial services through its associates throughout the world. Certain of the Group's operations overlap with and/or are complementary to those of BOC and its associates. To the extent that BOC or its associates compete with the Group, the Directors believe that the Group's interests are adequately protected by good corporate governance practices and the involvement of the Independent Non-executive Directors.

Further, the Board's Mandate also expressly provides that unless permissible under applicable laws or

regulations, if a substantial shareholder or a Director has a conflict of interest in the matter to be considered by the Board, the matter shall not be dealt with by way of written resolutions, but a Board meeting attended by Independent Non-executive Directors who have no material interest in the matter shall be held to deliberate on the same.

Save as disclosed above, none of the Directors is interested in any business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business.

Directors' Rights to Acquire Shares

At no time during the year was the Company, its holding companies, or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

Directors' and Chief Executive's Interests in Shares, Underlying Shares and Debentures

As at 31 December 2016, the interests and short position of Directors, Chief Executive and their respective associates, in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code") are set out below:

Associated corporation of the Company:

Bank of China Limited (H Shares)

Name of director	Number of shares/underlying shares held			Total	Approximate % of the total issued H shares
	Personal interests	Family interests	Corporate interests		
Choi Koon Shum	4,000,000	40,000 ¹	1,120,000 ²	5,160,000	0.01%

Notes:

- Such shares are held by the spouse of Dr Choi Koon Shum.
- Dr Choi Koon Shum is deemed to be interested in the 1,120,000 shares held through Choi Koon Shum Education Foundation Limited by virtue of the SFO.

All the interests stated above represented long positions. Save as disclosed above, as at 31 December 2016, none of the Directors, Chief Executive or their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Report of the Directors

Interest of Substantial Shareholders

The register maintained by the Company pursuant to section 336 of the SFO recorded that, as at 31 December 2016, the following parties had the following interests (as defined in the SFO) in the Company set opposite their respective names:

Name of Corporation	No. of shares held in the Company	Approximate % of total issued shares
Central Huijin	6,984,274,213	66.06%
BOC	6,984,274,213	66.06%
BOCHKG	6,984,175,056	66.06%
BOC (BVI)	6,984,175,056	66.06%

Notes:

1. Following the reorganisation of BOC in August 2004, Central Huijin holds the controlling equity capital of BOC on behalf of the State. Accordingly, for the purpose of the SFO, Central Huijin is deemed to have the same interests in the Company as BOC.
2. BOC holds the entire issued shares of BOCHKG, which in turn holds the entire issued shares of BOC (BVI). Accordingly, BOC and BOCHKG are deemed to have the same interests in the Company as BOC (BVI) for the purpose of the SFO. BOC (BVI) beneficially held 6,984,175,056 shares of the Company.
3. BOC holds the entire issued shares of BOCI, which in turn holds the entire issued shares of BOCI Asia Limited and BOCI Financial Products Limited. Accordingly, BOC is deemed to have the same interests in the Company as BOCI Asia Limited and BOCI Financial Products Limited for the purpose of the SFO. BOCI Asia Limited had an interest in 24,479 shares of the Company and an interest in 72,000 shares held under physically settled equity derivatives while BOCI Financial Products Limited had an interest in 2,678 shares of the Company.

All the interests stated above represented long positions. Apart from the disclosure above, according to the register maintained by the Company pursuant to section 336 of the SFO, BOCI Financial Products Limited had an interest in 143,522 shares which represented short positions. BOC and Central Huijin are deemed to be interested in such number of shares for the purpose of the SFO. Save as disclosed, no other interests or short positions were recorded in the register maintained by the Company under section 336 of the SFO as at 31 December 2016.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

Equity-linked Agreements

No equity-linked agreements were entered into by the Company during the year or subsisted at the end of the year.

Permitted Indemnity Provision

Pursuant to the Articles of Association, every Director shall be indemnified out of funds of the Company against all liabilities incurred by him/her to the extent permitted by

the Hong Kong Companies Ordinance. The Company has maintained insurance for the benefit of Directors against liability which may lawfully be insured by the Company.

Purchase, Sale or Redemption of the Company's Shares

During the year, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares.

Major Customers

During the year, the five largest customers of the Group accounted for less than 30% of the total of interest income and other operating income of the Group.

Connected Transactions

The Independent Non-executive Directors have reviewed the transactions which the Company disclosed in a public announcement on 10 December 2013 and confirmed that these transactions were:

- (i) entered into in the ordinary and usual course of business of the Group;
- (ii) conducted on normal commercial terms or better;
- (iii) entered into according to the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole; and
- (iv) in each case where an annual cap had been set, that such cap was not exceeded.

In accordance with paragraphs 14A.56 and 14A.71(6)(b) of the Listing Rules, the Board of Directors engaged the auditor of the Company to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued its unqualified letter containing its findings and conclusions in respect of the above continuing connected transactions. In accordance with paragraph 14A.57 of the Listing Rules, a copy of the auditor's letter has been provided by the Company to the Stock Exchange.

Budgetary Discipline and Reporting

The annual budget of the Group is reviewed and approved by the Board of Directors prior to its implementation

by the Management. Financial and business targets are allocated to business units and subsidiaries. There are defined procedures for the appraisal, review and approval of major capitalised and operating expenditures. Proposed significant expenditures outside the approved budget will be referred to the Board or the relevant Board committee for decision. Financial and business performance against targets is reported to the Board regularly. Should there be any significant changes in relation to the operations during the year, the revised financial forecast will be submitted to the Board for review and approval in a timely manner.

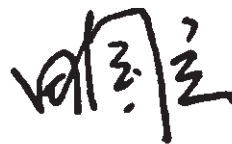
Compliance with the Banking (Disclosure) Rules and the Listing Rules

This Annual Report complies with the applicable requirements set out in the Banking (Disclosure) Rules under the Banking Ordinance and the applicable disclosure provisions of the Listing Rules.

Auditor

The financial statements for the year 2016 have been audited by Ernst & Young who will retire and offer themselves for re-appointment at the 2017 annual general meeting.

On behalf of the Board



TIAN Guoli

Chairman

Hong Kong, 31 March 2017