



羅兵咸永道

The Directors
BOCI Asia Limited
26/F, Bank of China Tower,
1 Garden Road, Central,
Hong Kong

28 April 2023

Dear Sirs,

We refer to the base listing document dated 28 April 2023 (the “BLD”) in connection with Non-collateralised Structured Products to be issued by BOCI Asia Limited (the “Issuer”) and to be listed on The Stock Exchange of Hong Kong Limited, a final proof of which is attached and initialled by us on its front cover for the purpose of identification.

Our engagement to prepare this letter has been performed in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200, *Accountants’ Reports on Historical Financial Information in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

We hereby consent to the reproduction of our auditor’s report dated 27 April 2023 on the consolidated financial statements of the Issuer for the year ended 31 December 2022 in the BLD, and the references to our name in the form and context in which they are included.

It should be noted that we have not performed an assurance engagement in accordance with any assurance standard on the consolidated financial statements of the Issuer for any period subsequent to 31 December 2022. This consent should not be construed as in any way updating or refreshing the aforementioned auditor’s report nor do we accept responsibility for such report beyond that owed to those to whom the report was addressed by us at the date of its issue.

Yours faithfully,

A handwritten signature in dark ink, appearing to read 'PricewaterhouseCoopers', written in a cursive style.

PricewaterhouseCoopers
Certified Public Accountants
Hong Kong

Non-collateralised Structured Products
Base Listing Document
relating to Structured Products to be issued by
BOCI ASIA LIMITED

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APPID-8



BOCI ASIA LIMITED

(Incorporated in Hong Kong with limited liability)

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APPID-1(a) **Hong Kong Exchanges and Clearing Limited ("HKEX"), The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this document, 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 document.** C-1(a)

APPID-1(b) **This document includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") for the purpose of giving information with regard to us and our standard warrants ("Warrants"), inline warrants (the "Inline Warrants"), callable bull/bear contracts ("CBBC") and other structured products (together, the "Structured Products") to be listed on the Stock Exchange from time to time. We accept full responsibility for the accuracy of the information contained in this document and confirm that, having made all reasonable enquiries, to the best of our knowledge and belief there are no other facts** C-1(b)

APPID-26 **the omission of which would make any statement herein or this document misleading. This document may be updated and/or amended from time to time by way of addenda.** C-18

The Structured Products involve derivatives. Investors should not invest in the Structured Products unless they fully understand and are willing to assume the risks associated with them.

APPID-1(c) **The Structured Products are complex products. Investors should exercise caution in relation to them. Investors are warned that the price of the Structured Products may fall in value as rapidly as it may rise and holders may sustain a total loss of their investment. Prospective purchasers should therefore ensure that they understand the nature of the Structured Products and carefully study the risk factors set out in this document and, where necessary, seek professional advice, before they invest in the Structured Products.** C-1(c)

APPID-1(d) **The Structured Products constitute general unsecured contractual obligations of us as the Issuer and of no other person and will rank equally among themselves and with all our other unsecured obligations (save for those obligations preferred by law) upon liquidation. If you purchase the Structured Products you are relying upon our creditworthiness and have no rights under the Structured Products against (a) the company which has issued the underlying Shares; (b) the fund which has issued the underlying securities or its trustee (if applicable) or manager; or (c) the index compiler of the underlying index or any other person. If we become insolvent or default on our obligations under the Structured Products, you may not be able to recover all or even part of the amount due under the Structured Products (if any).** C-1(d)

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Base Listing Document dated 28 April 2023

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