

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/9/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Bank of China Limited (the "Company")

Date Submitted 8/10/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>3988</u> Description : <u>H Shares</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>83,622,276,395</u>	<u>RMB1.00</u>	<u>RMB83,622,276,395</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>83,622,276,395</u>	<u>RMB1.00</u>	<u>RMB83,622,276,395</u>
(2) Stock code : <u>601988</u> Description : <u>A Shares (Shanghai)</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>210,765,514,846</u>	<u>RMB1.00</u>	<u>RMB210,765,514,846</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>210,765,514,846</u>	<u>RMB1.00</u>	<u>RMB210,765,514,846</u>

2. Preference Shares

Stock code : <u>4601</u> Description : <u>“Offshore Preference Shares”: RMB39,940,000,000 U.S. Dollar Settled 6.75 per cent. Non-Cumulative Offshore Preference Shares</u>			
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>399,400,000</u>	<u>RMB100.00</u>	<u>RMB39,940,000,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>399,400,000</u>	<u>RMB100.00</u>	<u>RMB39,940,000,000</u>
Stock code : <u>360002</u> <u>360010</u> <u>360033</u> <u>360035</u> Description : <u>“Domestic Preference Shares”: RMB32,000,000,000 RMB Settled 6.00 per cent. Non-Cumulative Domestic Preference Shares (“Domestic Preference Shares First Tranche”); RMB28,000,000,000 RMB Settled 5.5 per cent. Non-Cumulative Domestic Preference Shares (“Domestic Preference Shares Second Tranche”); RMB73,000,000,000 RMB Settled 4.5 per cent. Non-Cumulative Domestic Preference Shares (“Domestic Preference Shares Third Tranche”); RMB27,000,000,000 RMB Settled 4.35 per cent. Non-Cumulative Domestic Preference Shares (“Domestic Preference Shares Fourth Tranche”)</u>			
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>1,330,000,000</u>	<u>RMB100.00</u>	<u>RMB133,000,000,000</u>
Increase/(decrease)	<u>270,000,000</u>		<u>RMB27,000,000,000</u>
Balance at close of the month	<u>1,600,000,000</u>	<u>RMB100.00</u>	<u>RMB160,000,000,000</u>

3. Other Classes of Shares

Stock code : _____ Description : _____			
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)

Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (State currency) :

RMB494,327,791,241

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares		No. of other classes of shares
	(1)		(1)	(2)	
	H shares	Domestic Shares	Offshore Preference Shares	Domestic Preference Shares	
Balance at close of preceding month	<u>83,622,276,395</u>	<u>210,765,514,846</u>	<u>399,400,000</u>	<u>1,330,000,000</u>	<u>NIL</u>
Increase/ (decrease) during the month	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>270,000,000</u>	<u>NIL</u>
Balance at close of the month	<u>83,622,276,395</u>	<u>210,765,514,846</u>	<u>399,400,000</u>	<u>1,600,000,000</u>	<u>NIL</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) **NO SHARE OPTIONS WERE ISSUED BY THE COMPANY**

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. _____ (/ /) shares (Note 1)	_____	_____	_____	_____	_____	_____
2. _____ (/ /) shares (Note 1)	_____	_____	_____	_____	_____	_____
			Total A. (Ordinary shares)		<u>NIL</u>	
			(Preference shares)		<u>NIL</u>	
			(Other class)		<u>NIL</u>	
Total funds raised during the month from exercise of options (State currency)				<u>NIL</u>		

Warrants to Issue Shares of the Issuer which are to be Listed **NO WARRANTS WERE ISSUED BY THE COMPANY**

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	(/ /)	_____	_____	_____	_____	_____
2. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	(/ /)	_____	_____	_____	_____	_____
3. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	(/ /)	_____	_____	_____	_____	_____
4. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	(/ /)	_____	_____	_____	_____	_____
Total B. (Ordinary shares) <u>NIL</u> (Preference shares) <u>NIL</u> (Other class) <u>NIL</u>						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event Pursuant to the terms and Conditions with respect to the Offshore Preference Shares	RMB	39,940,000,000	-	39,940,000,000	-	14,604,542,341 H shares (see remarks)
Stock code (if listed)	4601					
Class of shares issuable (Note 1)	H Shares					
Subscription price	HK\$3.44, subject to adjustment					
AGM approval date (if applicable) (dd/mm/yyyy)	(12/06/2014)					
2. Domestic Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the Domestic Preference Shares	RMB	133,000,000,000	-	160,000,000,000	-	50,525,072,750 A shares
Stock code (if listed)						
Class of shares issuable (Note 1)	A Shares					
Subscription price	RMB2.62 (Domestic Preference Shares First Tranche and Domestic Preference Shares Second Tranche), subject to adjustment RMB3.62 (Domestic Preference Shares Third Tranche and Domestic Preference Shares Fourth Tranche), subject to adjustment					
AGM/EGM approval date (if applicable) (dd/mm/yyyy)	(12/06/2014) (Domestic Preference Shares First Tranche and Domestic Preference Shares Second Tranche) (04/01/2019) (Domestic Preference Shares Third Tranche and Domestic Preference Shares Fourth Tranche)					
			Total C. (Ordinary H shares) <u>NIL</u> (Ordinary A shares) <u>NIL</u> (Offshore Preference shares) <u>NIL</u> (Domestic Preference shares) <u>270,000,000</u> (Other class) <u>NIL</u>			

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes) **NO OTHER AGREEMENTS OR ARRANGEMENTS TO ISSUE SHARES ENTERED INTO BY THE COMPANY**

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ (/ /) shares (<i>Note 1</i>)		
2. _____ _____ (/ /) shares (<i>Note 1</i>)		
3. _____ _____ (/ /) shares (<i>Note 1</i>)		
Total D. (Ordinary shares)	NIL	
(Preference shares)	NIL	
(Other class)	NIL	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
2. Open offer	At price :	State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
3. Placing	At price :	State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
4. Bonus issue			Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
5.	Scrip dividend	At price :	State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
6.	Repurchase of shares			Class of shares repurchased <i>(Note 1)</i> _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
7.	Redemption of shares			Class of shares redeemed <i>(Note 1)</i> _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
8.	Consideration issue	At price :	State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
		Total E. (Ordinary shares) <u>NIL</u>	
		(Preference shares) <u>NIL</u>	
		(Other class) <u>NIL</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>NIL</u>
	(2)	<u>NIL</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	(1)	<u>NIL</u>
	(2)	<u>270,000,000</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>NIL</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under “Qualifications of listing” have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

1、 Amount of Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the Offshore Preference Shares (in Hong Kong dollars)

Number of shares x Issue price / Fixed exchange rate of HK\$1.00 to RMB0.79499
= 399,400,000 x RMB100.00 / RMB0.79499
= HK\$50,239,625,655.67

Submitted by: MEI Feiqi

Title: Secretary to the Board of Directors and Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid up;*
 - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*