

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) 30/6/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Bank of China Limited (the “Company”)

Date Submitted 2/7/2020

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		83,622,276,395	RMB1.00	RMB83,622,276,395
Increase/(decrease)		NIL		NIL
Balance at close of the month		83,622,276,395	RMB1.00	RMB83,622,276,395
(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		210,765,514,846	RMB1.00	RMB210,765,514,846
Increase/(decrease)		NIL		NIL
Balance at close of the month		210,765,514,846	RMB1.00	RMB210,765,514,846

2. Preference Shares

		“Offshore Preference Shares”: USD2,820,000,000 U.S. Dollar Settled 3.60 per cent. Non-Cumulative Perpetual Offshore Preference Shares			
(1) Stock code :	4619	Description :	No. of preference shares	Par value(State currency)	Authorised share capital (State currency)
Balance at close of preceding month			197,865,300	RMB100.00	RMB19,786,530,000
Increase/(decrease)			<u>NIL</u>		<u>NIL</u>
Balance at close of the month			<u>197,865,300</u>	<u>RMB100.00</u>	<u>RMB19,786,530,000</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”)			
(2) Stock code :	360035	Description :	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	360002		<u>1,600,000,000</u>	<u>RMB100.00</u>	<u>RMB160,000,000,000</u>
Increase/(decrease)	360010		<u>NIL</u>		<u>NIL</u>
Balance at close of the month	360033		<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(State currency)	Authorised share capital (State currency)
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) :

RMB474,174,321,241

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares		No. of other classes of shares
	(1) H shares	(2) Domestic Shares	(1) Offshore Preference Shares	(2) Domestic Preference Shares	
Balance at close of preceding month	83,622,276,395	210,765,514,846	197,865,300	1,600,000,000	NIL
Increase/ (decrease) during the month	NIL	NIL	NIL	NIL	NIL
Balance at close of the month	83,622,276,395	210,765,514,846	197,865,300	1,600,000,000	NIL

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. <u>(/ /)</u> shares (Note 1)						
2. <u>(/ /)</u> shares (Note 1)						
			Total A. (Ordinary shares)		NIL	
			(Preference shares)		NIL	
			(Other class)		NIL	
Total funds raised during the month from exercise of options (State currency)			NIL			

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 (Note 1)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	_____	(/ /)				
2. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
Stock code (if listed)	_____					
Class of shares issuable (Note 1)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	_____	(/ /)				
3. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)						
Stock code (if listed)	_____					
Class of shares issuable (Note 1)	_____					
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	USD	2,820,000,000	-	2,820,000,000	-	6,730,400,000 H shares (see remarks)
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)	H Shares					
Subscription price	HK\$3.31, subject to adjustment					
EGM approval date (if applicable) (dd/mm/yyyy)	(04/01/2019)					
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	160,000,000,000	-	160,000,000,000	-	50,525,072,750 A shares
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)	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>NIL</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. <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)		
2. <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)		
3. <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)		
<div style="text-align: right;">Total D. (Ordinary shares)</div> <div style="text-align: right;">(Preference shares)</div> <div style="text-align: right;">(Other class)</div>	NIL NIL 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) NIL (Preference shares) _____ (Other class) _____	_____ _____ _____

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) NIL	_____
	(2) NIL	_____
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	(1) NIL	_____
	(2) NIL	_____
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	NIL	_____
<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、 The Company is a joint stock company incorporated in the People's Republic of China with limited liability

2、 Number of new shares of issuer

(H Shares) which may be issued
upon occurrence of a trigger event
pursuant to the terms and
conditions with respect to the
Offshore Preference Shares

$$= 2,820,000,000 * 7.0168 / 2.94 = 6,730,400,000$$

The initial conversion price for the Offshore Preference Shares is HK\$3.31 per H Share (expressed in Renminbi as RMB2.94 per H Share, using the fixed exchange rate of HK\$1.00 to RMB0.88658). The USD amount of Offshore Preference Shares is converted into RMB using the fixed exchange rate of U.S.\$1.00 to RMB7.0168.

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.*