



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 December 2021

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

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

Date Submitted: 04 January 2022

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Class H	Listed on SEHK (Note 1)	Yes	
Stock code	03988	Description	H shares			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		83,622,276,395	RMB	1	RMB	83,622,276,395
Increase / decrease (-)		0			RMB	
Balance at close of the month		83,622,276,395	RMB	1	RMB	83,622,276,395

2. Type of shares	Ordinary shares	Class of shares	Class A	Listed on SEHK (Note 1)	No	
Stock code	601988	Description	(A shares) Listed on Shanghai Stock Exchange			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		210,765,514,846	RMB	1	RMB	210,765,514,846
Increase / decrease (-)		0			RMB	
Balance at close of the month		210,765,514,846	RMB	1	RMB	210,765,514,846

3. Type of shares	Preference shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	Yes	
Stock code	04619	Description	"Offshore Preference Shares": USD2,820,000,000 U.S. Dollar Settled 3.60 per cent. Non-Cumulative Perpetual Offshore Preference Shares			

	Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month	197,865,300	RMB	100	RMB	19,786,530,000
Increase / decrease (-)	0			RMB	
Balance at close of the month	197,865,300	RMB	100	RMB	19,786,530,000

4. Type of shares	Preference shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	No	
Stock code	360033	Description	"Domestic Preference Shares": RMB73,000,000,000 RMB Settled 4.5 per cent. Non-Cumulative Domestic Preference Shares ("Domestic Preference Shares Third Tranche")			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	730,000,000	RMB	100	RMB	73,000,000,000	
Increase / decrease (-)	0			RMB		
Balance at close of the month	730,000,000	RMB	100	RMB	73,000,000,000	

5. Type of shares	Preference shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	No	
Stock code	360035	Description	"Domestic Preference Shares": RMB27,000,000,000 RMB Settled 4.35 per cent. Non-Cumulative Domestic Preference Shares ("Domestic Preference Shares Fourth Tranche")			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	270,000,000	RMB	100	RMB	27,000,000,000	
Increase / decrease (-)	0			RMB		
Balance at close of the month	270,000,000	RMB	100	RMB	27,000,000,000	

Total authorised/registered share capital at the end of the month: RMB 414,174,321,241

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Class H	Listed on SEHK (Note 1)	Yes	
Stock code	03988	Description	H shares			
Balance at close of preceding month			83,622,276,395			
Increase / decrease (-)			0			
Balance at close of the month			83,622,276,395			

2. Type of shares	Ordinary shares	Class of shares	Class A	Listed on SEHK (Note 1)	No	
Stock code	601988	Description	(A shares) Listed on Shanghai Stock Exchange			
Balance at close of preceding month			210,765,514,846			
Increase / decrease (-)			0			
Balance at close of the month			210,765,514,846			

3. Type of shares	Preference shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	Yes	
Stock code	04619	Description	"Offshore Preference Shares": USD2,820,000,000 U.S. Dollar Settled 3.60 per cent. Non-Cumulative Perpetual Offshore Preference Shares			
Balance at close of preceding month			197,865,300			
Increase / decrease (-)			0			
Balance at close of the month			197,865,300			

4. Type of shares	Preference shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	No	
Stock code	360033	Description	"Domestic Preference Shares": RMB73,000,000,000 RMB Settled 4.5 per cent. Non-Cumulative Domestic Preference Shares ("Domestic Preference Shares Third Tranche")			
Balance at close of preceding month			730,000,000			
Increase / decrease (-)			0			
Balance at close of the month			730,000,000			

5. Type of shares	Preference shares	Class of shares	Other class (specify in description)	Listed on SEHK (Note 1)	No	
Stock code	360035	Description	"Domestic Preference Shares": RMB27,000,000,000 RMB Settled 4.35 per cent. Non-Cumulative Domestic Preference Shares ("Domestic Preference Shares Fourth Tranche")			

Balance at close of preceding month	270,000,000	
Increase / decrease (-)	0	
Balance at close of the month	270,000,000	

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

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

1. Type of shares issuable	Ordinary shares	Class of shares	Class H	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)	03988						
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	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	Converted	0	2,820,000,000	0	6,730,400,000
Type of convertibles	Preference Shares						
Stock code of the Convertibles (if listed on SEHK) (Note 1)	04619						
Subscription/Conversion price	HKD 3.31						
General Meeting approval date (if applicable)	04 January 2019						

2. Type of shares issuable		Ordinary shares	Class of shares	Class A	Shares issuable to be listed on SEHK (Note 1)	No		
Stock code of shares issuable (if listed on SEHK) (Note 1)								
Description of the Convertibles		Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1).	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	73,000,000,000	Converted	0	73,000,000,000	0	20,165,745,856
Type of convertibles		Preference Shares						
Stock code of the Convertibles (if listed on SEHK) (Note 1)								
Subscription/Conversion price		RMB	3.62					
General Meeting approval date (if applicable)		04 January 2019						

3. Type of shares issuable		Ordinary shares	Class of shares	Class A	Shares issuable to be listed on SEHK (Note 1)	No		
Stock code of shares issuable (if listed on SEHK) (Note 1)								
Description of the Convertibles		Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1).	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	27,000,000,000	Converted	0	27,000,000,000	0	7,458,563,535
Type of convertibles		Preference Shares						

Stock code of the Convertibles (if listed on SEHK) (Note 1)	_____	
Subscription/Conversion price	RMB	3.62
General Meeting approval date (if applicable)	04 January 2019	

Total C (Ordinary shares Class H): _____ 0

Total C (Ordinary shares Class A): _____ 0

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares Class H during the month (i.e. Total of A to E) _____ 0

Total increase / decrease (-) in Ordinary shares Class A during the month (i.e. Total of A to E) _____ 0

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. 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 and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised 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:

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. SEHK refers to Stock Exchange of Hong Kong.
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 Main Board Rule 13.25A / GEM Rule 17.27A 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 submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"