



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2016

To : Hong Kong Exchanges and Clearing Limited

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

Date Submitted 03/01/2017

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)	<u>NIL</u>	<u>-</u>	<u>84.910e1g(f)</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>-</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

(1) Stock code : <u>4601</u> Description :		“Offshore Preference Shares”: RMB39,940,000,000 U.S. Dollar Settled 6.75 per cent. Non-Cumulative Offshore Preference Shares		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)	
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>-</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>	
(2) Stock code : <u>360002</u> <u>360010</u> Description :		“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”)		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month	<u>600,000,000</u>	<u>RMB100.00</u>	<u>RMB60,000,000,000</u>	
Increase/(decrease)	<u>NIL</u>	<u>-</u>	<u>NIL</u>	
Balance at close of the month	<u>600,000,000</u>	<u>RMB100.00</u>	<u>RMB60,000,000,000</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 registered share capital at the end of the month : RMB394,327,791,241

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	<u>83,622,276,395</u>	<u>210,765,514,846</u>	<u>399,400,000</u>	<u>600,000,000</u>	<u>NIL</u>
Increase/ (decrease) during the month	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</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>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)	_____	_____	_____	_____	_____	_____
3. _____ _____ _____ (/ /) _____ 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)	_____					

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) _____ (/ /)						
4. _____ _____ (/ /) 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	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 (<i>Note 1</i>)	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	60,000,000,000	-	60,000,000,000	-	22,900,763,358 A shares
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)	A Shares					
Subscription price	RMB2.62, subject to adjustment					
AGM approval date (if applicable) (dd/mm/yyyy)	(12/06/2014)					
				Total C. (Ordinary H shares)	NIL	
				(Ordinary A shares)	NIL	
				(Offshore Preference shares)	NIL	
				(Domestic Preference shares)	NIL	
				(Other class)	NIL	

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>)								
<table border="0" style="width: 100%;"> <tr> <td style="text-align: right;">Total D. (Ordinary shares)</td> <td>NIL</td> </tr> <tr> <td style="text-align: right;">(Preference shares)</td> <td>NIL</td> </tr> <tr> <td style="text-align: right;">(Other class)</td> <td>NIL</td> </tr> </table>	Total D. (Ordinary shares)	NIL	(Preference shares)	NIL	(Other class)	NIL		
Total D. (Ordinary shares)	NIL							
(Preference shares)	NIL							
(Other class)	NIL							

Other Movements in Issued Share Capital

Other Movements in Issued Share Capital				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
Type of Issue					
1. Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	_____
2. Open offer	At price : State currency _____	Class of shares issuable (Note 1) _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	_____
3. Placing	At price : State currency _____	Class of shares issuable (Note 1) _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	_____
4. Bonus issue		Class of shares issuable (Note 1) _____	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	_____

For Main Board and GEM listed issuers

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 _____	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	_____
6. Repurchase of shares		<p>Class of shares repurchased (Note 1) _____</p> <p>Cancellation date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	_____
7. Redemption of shares		<p>Class of shares redeemed (Note 1) _____</p> <p>Redemption date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	_____
8. Consideration issue	At price : State currency _____	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	_____

For Main Board and GEM listed issuers

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 (Note 1) _____ 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 (Note 1) _____ 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>NIL</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>		

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)

$$\begin{aligned} & \text{Number of shares x Issue price / Fixed exchange rate of HK\$1.00 to} \\ & = \text{RMB0.79499} \\ & = 399,400,000 \times \text{RMB100.00} / \text{RMB0.79499} \\ & = \text{HK\$50,239,625,655.67} \end{aligned}$$

Submitted by: GENG Wei

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. If there is insufficient space, please append the prescribed continuation sheet.*