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中國銀行股份有限公司
BANK OF CHINA LIMITED

(a joint stock company incorporated in the People's Republic of China with limited liability)
(the "Bank")

(Stock Codes: 3988 and 4601 (Preference Shares))

Announcement on Distribution of Dividends on Offshore Preference Shares

I. The Meeting of the Board of Directors Approving the Dividend Distribution Plan of Offshore Preference Shares

The Proposal regarding the Non-public Issuance of Offshore Preference Shares of Bank of China Limited was considered and approved at the 2013 Annual General Meeting of the Bank, which authorized the Board of Directors of the Bank to decide and handle relevant matters relating to the payment of dividends to the holders of Offshore Preference Shares in accordance with the issuance proposal. The dividend distribution plan of Offshore Preference Shares was considered and approved at the meeting of the Board of Directors of the Bank on 30 August 2019. Please refer to the announcement on resolutions of the Board of Directors of the Bank published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.boc.cn).

II. The Dividend Distribution Plan of Offshore Preference Shares

1. Dividend period: From and including 23 October 2018 to but excluding 23 October 2019
2. Record date: 22 October 2019
3. Dividend payment date: 23 October 2019

4. Recipients: Holders of Offshore Preference Shares of the Bank whose names appear on the register of members maintained by The Bank of New York Mellon SA/NV, Luxembourg Branch, at the close of business of the Euroclear Bank SA/NV (“**Euroclear**”) and Clearstream Banking, S.A. (“**Clearstream, Luxembourg**”) on 22 October 2019.
5. Amount to be paid and tax deductions: Under the terms and conditions of the Offshore Preference Shares (the “**Terms**”), the dividend rate for the Offshore Preference Shares prior to the first reset date is 6.75 per cent per annum (after tax). According to the tax laws and regulations of the People’s Republic of China, when the Bank distributes dividends on the Offshore Preference Shares to holders who are overseas non-resident enterprises, the Bank shall withhold the enterprise income tax at a rate of 10%. Under the Terms, the Bank shall bear the tax. The Bank shall distribute dividends of approximately USD487 million in total (before tax), of which approximately USD439 million (after tax) will be distributed to the holders of Offshore Preference Shares.

Reference is made to the *Announcement on the Proposed Redemption of the Offshore Preference Shares* of the Bank dated 15 July 2019. Matters in relation to the redemption of the Offshore Preference Shares of the Bank have been considered and approved by the Board of Directors of the Bank and the Bank has received a reply letter from the China Banking and Insurance Regulatory Commission (the “**CBIRC**”), pursuant to which, no objections were raised by the CBIRC for the Bank to redeem the Offshore Preference Shares. The distribution of dividends on and the redemption of Offshore Preference Shares will be carried out concurrently, pursuant to which the Bank will pay holders of Offshore Preference Shares in full and redeem the Offshore Preference Shares, in whole but not in part, at the U.S. Dollar Equivalent Amount of the Redemption Price of each Offshore Preference Share (being the sum of the par value of such Offshore Preference Share, being CNY100, and an amount equal to dividends declared but remain undistributed on such Offshore Preference Shares for the current dividend period up to the Call Date, i.e. 23 October 2019). For details, please refer to the *Announcement-Resolutions of the Board of Directors* and the *Redemption Notice* of the Bank published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Bank (www.boc.cn) on the same day.

III. Measures for the Implementation of the Dividend Distribution Plan of Offshore Preference Shares

The Bank shall instruct The Bank of New York Mellon, London Branch as the payment agent to pay dividends on the Offshore Preference Shares to the holders of Offshore Preference Shares whose names appear on the register of members at the close of business on the record date or at their instructions. While the Offshore Preference Shares of the Bank are held through Euroclear and Clearstream, Luxembourg, the only holder of the Offshore Preference Shares whose name would appear on the register of members of the Bank is The Bank of New York Depository (Nominees) Limited in its capacity as the common depository for Euroclear and Clearstream, Luxembourg. The Bank’s dividend payment obligations under the Terms shall be regarded as

having discharged once The Bank of New York Mellon, London Branch pays dividends to The Bank of New York Depository (Nominees) Limited or at its instructions. The ultimate investors should consult their respective custodians or intermediaries in relation to any queries on the subsequent transmission of the dividends from the clearing systems to the ultimate investors.

**The Board of Directors of
Bank of China Limited**

Beijing, PRC
30 August 2019

As at the date of this announcement, the directors of the Bank are: Liu Liange, Wu Fulin, Lin Jingzhen, Zhao Jie, Xiao Lihong*, Wang Xiaoya*, Liao Qiang*, Zhang Jiangang*, Leung Cheuk Yan#, Wang Changyun#, Angela Chao# and Jiang Guohua#.*

* *Non-executive Directors*

Independent Non-executive Directors