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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 Code: 3988 and 4601(Preference Shares))

ANNOUNCEMENT
Change of Company Secretary

The Board of Directors of the Bank held a meeting on 29 October 2015 and reviewed the proposal on the appointment of Mr. Geng Wei as the Company Secretary of the Bank.

Mr. Geng Wei has served as Secretary to the Board of Directors of the Bank since June 2015. He joined the Bank in 2006 and had assumed various positions including the Chief Compliance Officer of the Legal and Compliance Department, Deputy General Manager and Chief Compliance Officer of the Risk Management Unit (Compliance Management), Deputy General Manager (in charge of the department's work) and Chief Compliance Officer of the Legal and Compliance Department, and General Manager of the Board Secretariat. Before joining the Bank, he served various positions of Industrial and Commercial Bank of China including the Deputy Division Head, Division Head and Deputy General Manager of the Legal Affairs Department, and Deputy Director of the Joint Stock Reform Office. Mr. Geng Wei was born in August 1963 and completed his legal studies at Liaoning University, China University of Political Science and Law, and Peking University. He obtained his doctorate degree in law from Peking University in 1995.

Since Mr. Geng Wei does not possess the qualifications or relevant experience required by Rule 3.28 of the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* (the "**Listing Rules**"), the Bank has submitted an application to The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") for, and the Stock Exchange has recently granted, a waiver from strict compliance with the requirements under Rule 3.28 and Rule 8.17 of the *Listing Rules*. The Board of Directors hereby announces that the appointment of Mr. Geng Wei as the Company Secretary of the Bank will take effect from 29 October 2015.

Mr. Geng Wei will be assisted by Ms. Wang Zhiying, the Assistant Company Secretary, in his discharge of duties as the Company Secretary during a period of three years from the date of appointment. Ms. Wang Zhiying is an employee of the Bank and a member of Hong Kong Institute of Chartered Secretaries, and meets the requirements under Rule 3.28 of the *Listing Rules*. The Bank will notify the Stock Exchange the relevant situation at the end of the three-year period and expects to demonstrate that Mr. Geng Wei can satisfy the requirements under Rules 3.28 of the *Listing Rules* such that a further waiver will not be necessary.

Ms. Yeung Cheung Ying, the incumbent Company Secretary of the Bank, had resigned due to work arrangement and will cease to serve as the Company Secretary of the Bank with effect from 29 October 2015. Ms. Yeung Cheung Ying has confirmed that she has no disagreement with the Board of Directors of the Bank and there are no other matters that need to be brought to the attention of the shareholders of the Bank. The Board of Directors of the Bank hereby expresses its gratitude to Ms. Yeung Cheung Ying for her contribution during her term of office.

By Order of the Board
Bank of China Limited
GENG Wei

Secretary to the Board of Directors and Company Secretary

Beijing, PRC
29 October 2015

As at the date of this announcement, the directors of the Bank are: Tian Guoli, Chen Siqing, Zhang Xiangdong, Zhang Qi*, Wang Yong*, Wang Wei*, Liu Xianghui*, Li Jucan*, Chow Man Yiu, Paul#, Jackson Tai#, Nout Wellink#, Lu Zhengfei# and Leung Cheuk Yan#.*

* *Non-executive Directors*

Independent Non-executive Directors