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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

Proposed Spin-off and Separate Listing of BOC Aviation Pte. Ltd. on the Main Board of The Stock Exchange of Hong Kong Limited

The Board of Directors (the "**Board**") of the Bank is pleased to announce that the Bank has made an application to The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") for the approval of the proposed spin-off and separate listing of BOC Aviation Pte. Ltd. ("**BOC Aviation**"), a wholly-owned subsidiary of the Bank, on the Main Board of the Stock Exchange ("**the Proposed Spin-off and Listing**"), pursuant to Practice Note 15 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), and the Stock Exchange has confirmed that the Bank may proceed with the Proposed Spin-off and Listing.

The Bank was informed that on 4 March 2016, BOC Aviation submitted, through its joint sponsors, a listing application to the Stock Exchange to apply for the listing of, and permission to deal in, the shares of BOC Aviation (the “**BOC Aviation Shares**”) on the Main Board of the Stock Exchange. A redacted form of the application proof of BOC Aviation’s prospectus is expected to be available for viewing and downloading on the website of the Stock Exchange (www.hkexnews.hk) from 4 March 2016.

1. INTRODUCTION

This announcement is made pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”), Rule 13.09(2) of the Listing Rules and Practice Note 15 of the Listing Rules.

The Board refers to the announcements made by the Bank on 18 October 2015 and 4 December 2015 and the circular to the shareholders of the Bank on 19 October 2015 (the “**Circular**”) relating to the Proposed Spin-off and Listing. The Proposed Spin-off and Listing was approved by the shareholders of the Bank at the 2015 First Extraordinary General Meeting of the Bank held on 4 December 2015.

2. LISTING APPLICATION AND APPLICATION PROOF

The Bank has made an application to the Stock Exchange pursuant to Practice Note 15 of the Listing Rules for the approval of the Proposed Spin-off and Listing and the Stock Exchange has confirmed that the Bank may proceed with the Proposed Spin-off and Listing.

The Bank was informed that on 4 March 2016, BOC Aviation submitted, through its joint sponsors, a listing application (Form A1) to the Stock Exchange to apply for the listing of, and permission to deal in, the BOC Aviation Shares on the Main Board of the Stock Exchange.

A redacted form of the application proof of BOC Aviation’s prospectus (the “**Application Proof**”) is expected to be available for viewing and downloading on the website of the Stock Exchange (www.hkexnews.hk) from 4 March 2016. The Application Proof contains, among other things, certain business and financial information relating to BOC Aviation.

Shareholders and potential investors of the Bank should be aware that the Application Proof is in draft form and the information contained therein is subject to change which may be material. The Bank shall not have any obligation or liability whatsoever in relation to the contents of the Application Proof.

As disclosed in the Circular, the size of the proposed offering of BOC Aviation Shares will not exceed 40% of the enlarged share capital (after any exercise of the over-allotment option), comprising the new BOC Aviation Shares to be issued by BOC Aviation and the existing BOC Aviation Shares to be sold by the controlling shareholder of BOC Aviation, in each case not more than 20% of the BOC Aviation's enlarged share capital following completion of the Proposed Spin-off and Listing. Following the Proposed Spin-off and Listing, the Bank will retain a substantial majority shareholding in BOC Aviation, BOC Aviation will remain as a subsidiary of the Bank and BOC Aviation will continue to carry the "BOC" brand name.

3. GENERAL

Pursuant to the requirements under Practice Note 15 of the Listing Rules, the Bank is required to have due regard to the interests of its existing shareholders by way of providing them with an assured entitlement to the BOC Aviation Shares (the "**Assured Entitlement**") if the Proposed Spin-off and Listing proceeds. Due to the restrictions under the relevant laws and regulations of the People's Republic of China and the Articles of Association of the Bank, there is restriction on the Bank in the provision of the Assured Entitlement to all of the existing A-Share Holders of the Bank. In order to comply with the requirements under Practice Note 15 of the Listing Rules, such Assured Entitlement can only be provided to the existing H-Share Holders, provided that these arrangements must at the same time be approved at the shareholders' meeting, the A shareholders class meeting and the H shareholders class meeting of the Bank. Since the *Proposal Regarding the Provision of Assured Entitlement to H-share Shareholders Only for the Spin-off of BOC Aviation Pte. Ltd.* was approved by the 2015 First Extraordinary General Meeting and 2015 First H Shareholders Class Meeting but was not approved by the 2015 First A Shareholders Class Meeting of the Bank held on 4 December 2015, the Bank will not provide any shareholder of the Bank (including A-Share Holders and H-Share Holders) with any Assured Entitlement.

In connection with the proposed offering of BOC Aviation Shares, the price of the BOC Aviation Shares may be stabilised in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). Details of any intended stabilisation and how it will be regulated under the SFO will be contained in the prospectus of BOC Aviation, which will be issued in Hong Kong in connection with the public offering of the BOC Aviation Shares, if the Proposed Spin-off and Listing proceeds.

As the highest of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Proposed Spin-off and Listing shall be less than 5%, the Proposed Spin-off and Listing, if it proceeds, will not constitute a notifiable transaction for the Bank under the Listing Rules.

The implementation of the Proposed Spin-off and Listing is subject to, among other things, the approval of the Stock Exchange, the final decision of the Board and of the board of directors of BOC Aviation, market conditions and other factors. Accordingly, shareholders and potential investors of the Bank should be aware that there is no assurance from the Bank that the Proposed Spin-off and Listing will take place or as to when it may take place. Shareholders and potential investors of the Bank should therefore exercise caution when dealing in or investing in the shares or other securities of the Bank. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.

Further announcements will be made by the Bank in respect of the Proposed Spin-off and Listing as and when appropriate.

By Order of the Board
Bank of China Limited
GENG Wei

Secretary to the Board of Directors and Company Secretary

Beijing, PRC
4 March 2016

As at the date of this announcement, directors of the Bank are: Tian Guoli, Chen Siqing, Zhu Hexin, 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