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 中國銀行  
BANK OF CHINA  
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)*  
("Bank of China")  
(Stock Code: 3988 and 4601 (Preference Shares))

 中銀香港(控股)有限公司  
BOC HONG KONG (HOLDINGS) LIMITED  
*(Incorporated in Hong Kong with limited liability)*  
("BOCHK (Holdings)")  
(Stock Code: 2388)

## JOINT ANNOUNCEMENT

### COMPLETION OF DISCLOSEABLE TRANSACTION FOR BANK OF CHINA LIMITED AND MAJOR TRANSACTION FOR BOC HONG KONG (HOLDINGS) LIMITED IN RELATION TO THE DISPOSAL OF ALL THE ISSUED SHARES OF NANYANG COMMERCIAL BANK, LIMITED

References are made to (i) the joint announcements made by Bank of China and BOCHK (Holdings) on 21 May 2015, 14 July 2015 and 18 December 2015 (the "**Joint Announcements**"); (ii) the announcements made by BOCHK (Holdings) on 26 August 2015 and 15 September 2015; and (iii) the circular dated 29 December 2015 issued by BOCHK (Holdings) in respect of the discloseable transaction for Bank of China and the major transaction for BOCHK (Holdings) in relation to the proposed disposal of all the issued shares of Nanyang Commercial Bank, Limited (the "**Proposed Disposal**") conducted by way of the Bidding Process. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those respectively defined in the Joint Announcements.

The respective boards of directors of Bank of China and BOCHK (Holdings) are pleased to announce that all the conditions precedent set out in the Sale and Purchase Agreement have been satisfied, and completion of the Proposed Disposal will take place on 30 May 2016 (the "**Completion Date**") in accordance with the terms and conditions of the Sale and Purchase Agreement. Upon Completion, NCB will cease to be a subsidiary of both Bank of China and BOCHK (Holdings).

BOCHK, NCB and Cinda Financial will enter into a transitional services agreement (the "**Transitional Services Agreement**") on the Completion Date, pursuant to which BOCHK shall provide certain transitional support services to NCB and NCB China at service charges mutually agreed by the parties for an initial term of three years from the Completion Date

(which may be extended for a further 12-month period at the election of NCB and further extended if and as mutually agreed by the parties) to facilitate the smooth transition.

By order of the board of directors of  
**Bank of China Limited**  
GENG Wei  
*Secretary to the Board of Directors and  
Company Secretary*

By order of the board of directors of  
**BOC Hong Kong (Holdings) Limited**  
CHAN Chun Ying  
*Company Secretary*

Hong Kong, 27 May 2016

*As at the date of this joint announcement, the directors of Bank of China comprise Tian Guoli, Chen Siqing, Zhu Hexin, Zhang Xiangdong\*, Zhang Qi\*, Wang Yong\*, Wang Wei\*, Liu Xianghui\*, Li Jucui\*, Chow Man Yiu, Paul\*\*, Jackson Tai\*\*, Nout Wellink\*\*, Lu Zhengfei\*\* and Leung Cheuk Yan\*\*.*

*As at the date of this joint announcement, the directors of BOCHK (Holdings) comprise Tian Guoli\*, Chen Siqing\*, Yue Yi, Ren Deqi\*, Gao Yingxin\*, Xu Luode\*, Li Jiuzhong, Cheng Eva\*\*, Koh Beng Seng\*\*, Shan Weijian\*\* and Tung Savio Wai-Hok\*\*.*

\* *Non-executive directors*

\*\* *Independent non-executive directors*