
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Bank of Communications Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



交通銀行股份有限公司
Bank of Communications Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 03328)

**FIXED ASSETS INVESTMENT PLAN
PROPOSED CHANGE OF AUDITORS
PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS
PROPOSED APPOINTMENT AND RE-ELECTION OF
SHAREHOLDER SUPERVISORS AND EXTERNAL SUPERVISORS
EXTENSION OF VALIDITY PERIOD OF
THE RESOLUTION ON CAPITAL INCREASE TO
BANK OF COMMUNICATIONS (HONG KONG) LIMITED
AND THE AUTHORIZATION
AND
NOTICE OF AGM**

The notice convening the AGM to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Tuesday, 28 June 2022, is set out on pages 18 to 22 of this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Bank in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand, post or fax as soon as practicable and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting thereof should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited, or to the Board Office of the Bank on or before Tuesday, 7 June 2022.

TABLE OF CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
1. INTRODUCTION	4
2. FIXED ASSETS INVESTMENT PLAN	4
3. PROPOSED CHANGE OF AUDITORS	4
4. PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS	5
5. PROPOSED APPOINTMENT AND RE-ELECTION OF SHAREHOLDER SUPERVISORS AND EXTERNAL SUPERVISORS	6
6. EXTENSION OF VALIDITY PERIOD OF THE RESOLUTION ON CAPITAL INCREASE TO BANK OF COMMUNICATIONS (HONG KONG) LIMITED AND THE AUTHORIZATION	7
7. THE AGM	8
8. RECOMMENDATION	9
APPENDIX I THE BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES ..	10
APPENDIX II THE BIOGRAPHICAL DETAILS OF THE SHAREHOLDER SUPERVISOR AND EXTERNAL SUPERVISOR CANDIDATES	15
NOTICE OF AGM	18

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	means the annual general meeting of the Bank to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Tuesday, 28 June 2022
“Articles of Association”	means the articles of association of Bank of Communications Co., Ltd. (as amended from time to time)
“A Share(s)”	means the domestic share(s) of par value of RMB1.00 each in the share capital of ordinary shares of the Bank which is/are listed on the Shanghai Stock Exchange and traded in Renminbi
“Bank”	means Bank of Communications Co., Ltd. (交通銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Board”	means the board of Directors of the Bank
“Board of Supervisors”	means the board of Supervisors of the Bank
“CBIRC”	means China Banking and Insurance Regulatory Commission
“Company Law”	means the Company Law of the People’s Republic of China
“Director(s)”	means the director(s) of the Bank
“Hong Kong”	means Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“H Share(s)”	means the overseas-listed foreign share(s) of par value of RMB1.00 each in the share capital of ordinary shares of the Bank which is/are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Latest Practicable Date”	means 10 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining information for inclusion herein
“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Ministry of Finance”	means the Ministry of Finance of the People’s Republic of China
“PRC”	means the People’s Republic of China
“RMB”	means Renminbi, the lawful currency of the PRC
“Shareholder(s)”	means the holder(s) of the share(s) of the Bank
“Share(s)”	means A Share(s) and/or H Share(s)
“Supervisor(s)”	means the supervisor(s) of the Bank

LETTER FROM THE BOARD



交通銀行股份有限公司
Bank of Communications Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 03328)

Executive Directors:

Mr. Ren Deqi
Mr. Liu Jun

Non-executive Directors:

Mr. Li Longcheng
Mr. Wang Linping
Mr. Chang Baosheng
Mr. Liao, Yi Chien David
Mr. Chan Siu Chung
Mr. Song Hongjun
Mr. Chen Junkui
Mr. Liu Haoyang

Independent Non-executive Directors:

Mr. Yeung Chi Wai, Jason
Mr. Woo Chin Wan, Raymond
Mr. Cai Haoyi
Mr. Shi Lei
Mr. Zhang Xiangdong
Ms. Li Xiaohui

Registered Office:

No. 188, Yin Cheng Zhong Lu,
China (Shanghai) Pilot
Free Trade Zone
PRC

Place of Business in Hong Kong:

No. 20 Pedder Street
Central
Hong Kong

13 May 2022

To the Shareholders

Dear Sir or Madam,

**FIXED ASSETS INVESTMENT PLAN
PROPOSED CHANGE OF AUDITORS
PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS
PROPOSED APPOINTMENT AND RE-ELECTION OF
SHAREHOLDER SUPERVISORS AND EXTERNAL SUPERVISORS
EXTENSION OF VALIDITY PERIOD OF
THE RESOLUTION ON CAPITAL INCREASE TO
BANK OF COMMUNICATIONS (HONG KONG) LIMITED
AND THE AUTHORIZATION
AND
NOTICE OF AGM**

LETTER FROM THE BOARD

1. INTRODUCTION

References are made to the announcement of the Bank dated 29 October 2021, in relation to the proposed change of auditors, and the announcement of the Bank dated 29 April 2022, in relation to the proposed appointment and re-election of Directors and proposed appointment and re-election of Supervisors. The purpose of the circular is to provide you with detailed information in relation to, among other things, (i) the fixed assets investment plan; (ii) the proposed change of auditors; (iii) the proposed appointment and re-election of Directors; (iv) the proposed appointment and re-election of Shareholder Supervisors and External Supervisors; and (v) the extension of validity period of the resolution on capital increase to Bank of Communications (Hong Kong) Limited and the authorization, in order for you to make an informed decision to vote for or against the proposed resolutions above at the AGM.

2. FIXED ASSETS INVESTMENT PLAN

The investment plan in respect of fixed assets (the fixed assets and the construction-in progress) of the Bank will be RMB6.971 billion for the year 2022, representing an increase of RMB1.300 billion or 22.93% as compared with the planned amount last year, and representing an increase of RMB2.043 billion or 41.46% as compared with the actual amount last year. Among them, the investment in information technology increased by RMB2.043 billion as compared with the actual amount last year; the investment in daily operation and guarantee was at the same level as the actual amount last year. It is expected that by the end of the year 2022, the balance of net fixed assets will account for approximately 0.50% of the total assets of the Bank.

The proposed investment in fixed assets for the year 2022 will be mainly used for the investment in information technology of the Bank to improve the level of security controllability and safeguard the smooth operation of various businesses. Among them, the investment in information technology will be RMB5.307 billion, accounting for 76.13% and representing an increase of RMB2.043 billion as compared with the actual amount last year; the investment in daily operation guarantee will be RMB1.664 billion, accounting for 23.87% and being at the same level as the actual amount last year.

Such proposal will be put forward at the AGM for the Shareholders' consideration and approval by way of an ordinary resolution.

3. PROPOSED CHANGE OF AUDITORS

Pursuant to the Administrative Measures for Selection and Appointment of Accounting Firms by State-owned Financial Enterprise (Caijin [2020] No. 6) (《國有金融企業選聘會計師事務所管理辦法》(財金[2020] 6號)) issued by the Ministry of Finance, the term of consecutive engagement of the same accounting firm by a state-owned financial enterprise shall not exceed eight years. Therefore, the Bank will not renew the appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers at the AGM.

LETTER FROM THE BOARD

As such, the Board resolved at a meeting held on 29 October 2021 to propose the appointment of KPMG Huazhen LLP as the domestic auditor and KPMG as the international auditor of the Bank for the year 2022, who will provide auditing services and other relevant services to the Bank with a total remuneration of RMB34.68 million, and with a term commencing from the date of approval at the AGM and ending on the date of conclusion of the 2022 annual general meeting of the Bank.

According to the Articles of Association, the appointment of KPMG Huazhen LLP and KPMG as the auditors of the Bank is subject to the approval by the Shareholders at the Shareholders' general meeting of the Bank.

Such proposal will be put forward at the AGM for the Shareholders' consideration and approval by way of an ordinary resolution.

PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers have both confirmed to the Board that there are no matters in relation to the proposed change of auditors that should be brought to the attention of the Shareholders.

4. PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS

The Board resolved at the meeting held on 29 April 2022 to propose to appoint Mr. Mu Guoxin and Mr. Luo Xiaopeng as non-executive Directors, and Mr. Ma Jun as an independent non-executive Director. On the same day, the Board also resolved to propose to re-elect Mr. Ren Deqi and Mr. Liu Jun as executive Directors, Mr. Li Longcheng, Mr. Wang Linping, Mr. Chang Baosheng, Mr. Liao, Yi Chien David, Mr. Chan Siu Chung and Mr. Chen Junkui as non-executive Directors, Mr. Woo Chin Wan, Raymond, Mr. Cai Haoyi, Mr. Shi Lei, Mr. Zhang Xiangdong and Ms. Li Xiaohui as independent non-executive Directors.

In accordance with the Articles of Association, the nomination of above independent non-executive Director candidates was proposed by the Board, preliminarily reviewed by the Personnel and Remuneration Committee of the Board and considered by the Board and will be submitted at the AGM for consideration and approval. In consideration of the independent non-executive Director candidates, the Board has considered their past career and performance, technical background, knowledge, experience, independence and the Bank's specific needs. Mr. Woo Chin Wan, Raymond, Mr. Cai Haoyi, Mr. Shi Lei, Mr. Zhang Xiangdong, Ms. Li Xiaohui and Mr. Ma Jun have extensive experience in different sectors, including finance, accounting, law and banking development, etc. In addition, their education, background, experience and practice enable them to provide relevant valuable opinions, and further contribute to the diversity of the Board. None of them holds directorship in seven or more listed companies, therefore, they are able to devote sufficient time and attention to the Bank.

The Bank has received the confirmation in writing from the above independent non-executive Director candidates with regard to their independence pursuant to Rule 3.13 of the Listing Rules. The Board also considers that the above independent non-executive Director candidates meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. Thereinto, after the proposal on the appointment of Mr. Ma Jun as an independent non-executive Director is approved at the AGM, the Bank will submit relevant qualification materials of Mr. Ma Jun to the

LETTER FROM THE BOARD

CBIRC for review. The originals of the Declaration of the Nominator of Independent Director and the Declaration of the Candidate of Independent Director have been submitted to the competent regulatory authorities.

In accordance with the requirements of relevant laws, regulations, regulatory rules and the Articles of Association, the above-mentioned proposed appointment and re-election of Directors are subject to the approval of the Shareholders at the AGM, and after Mr. Mu Guoxin, Mr. Luo Xiaopeng and Mr. Ma Jun are appointed as Directors at the AGM, Mr. Song Hongjun, Mr. Liu Haoyang and Mr. Yeung Chi Wai, Jason will retire from their positions of Directors. The appointment of three new Director candidates are subject to the approval of the CBIRC on their qualifications.

Such proposals will be put forward at the AGM for the Shareholders' consideration and approval by way of ordinary resolutions.

The Bank will not enter into any service contract with the Directors which provides for a specific term. The term of office of Mr. Ren Deqi, Mr. Liu Jun, Mr. Li Longcheng, Mr. Wang Linping, Mr. Chang Baosheng, Mr. Liao, Yi Chien David, Mr. Chan Siu Chung, Mr. Chen Junkui, Mr. Woo Chin Wan, Raymond, Mr. Cai Haoyi, Mr. Shi Lei, Mr. Zhang Xiangdong and Ms. Li Xiaohui will take effect from the date of approval by the shareholders at the AGM, and the term of office of Mr. Mu Guoxin, Mr. Luo Xiaopeng and Mr. Ma Jun will take effect from the date of approval by the CBIRC on their qualifications. According to the Articles of Association, the term of office of each Director shall be three years. Upon the expiration of the term, a Director shall be eligible for re-election and re-appointment, and the cumulative term of office for independent non-executive Directors shall not exceed six years. If appointed, the executive Directors, namely Mr. Ren Deqi and Mr. Liu Jun will receive a remuneration comprising basic salary, discretionary bonus and statutory social security benefits from the Bank, the amount of which will be determined in accordance with the Articles of Association and relevant regulations of the PRC after taking into consideration of the assessment of the operating performance of the Bank for the year; independent non-executive Directors will receive remuneration from the Bank, the amount of which will be determined in accordance with the remuneration standard for independent non-executive Directors as approved by the shareholders' general meeting of the Bank. According to the approval of Shareholders at the 2018 annual general meeting of the Bank, the current remuneration structure for independent non-executive Directors is "annual fixed basic salary plus special committee performance allowance", among which: the annual fixed basic remuneration is RMB250,000 per person per year before tax; the performance allowances for the chairman and member of the special committees of the Board are RMB50,000 per year and RMB30,000 per year before tax, respectively and the performance allowances for multiple special committees can be calculated cumulatively. Other Directors will not receive any remuneration from the Bank.

The biographical details of each of the Director candidates are set out in Appendix I to this circular.

5. PROPOSED APPOINTMENT AND RE-ELECTION OF SHAREHOLDER SUPERVISORS AND EXTERNAL SUPERVISORS

The Board of Supervisors resolved at the meeting held on 29 April 2022 to propose to appoint Mr. Su Zhi as an external Supervisor. On the same day, the Board of Supervisors also resolved to propose to re-elect Mr. Xu Jiming and Mr. Wang Xueqing as shareholder Supervisors, Mr. Li Yao and Mr. Chen Hanwen as external Supervisors.

LETTER FROM THE BOARD

In accordance with the requirements of relevant laws, regulations, regulatory rules and the Articles of Association, the above proposed appointment and re-election of shareholder Supervisors and external Supervisors are subject to the approval by the Shareholders at the AGM. The employee Supervisors shall be elected democratically by the employees of the Bank and are not subject to the Shareholders' approval. The Bank will make further announcement when relevant resolutions are approved by the employee representatives' general meeting and become effective.

Such proposals will be put forward at the AGM for the Shareholders' consideration and approval by way of ordinary resolutions.

The Bank will not enter into any service contract with the shareholder Supervisors and external Supervisors which provides for a specific term. The term of office of the Supervisors (including the employee Supervisors) will take effect from the date of the AGM upon the approval of relevant resolutions at the meeting. According to the Articles of Association, the term of office of each Supervisor shall be three years. Upon the expiration of the term, a Supervisor shall be eligible for re-election and re-appointment, and the cumulative term of office for external Supervisor shall not exceed six years. If appointed, Mr. Xu Jiming, a shareholder Supervisor, will receive remuneration from the Bank, the amount of which will be determined in accordance with the Articles of Association and relevant regulations of the PRC, and other shareholder Supervisors will not receive any remuneration from the Bank. External Supervisors will receive remuneration from the Bank, the amount of which will be determined in accordance with the remuneration standard for external Supervisors as approved by the shareholders' general meeting of the Bank. As approved by the 2018 annual general meeting of the Bank, the current remuneration standard for external Supervisors before tax is: the annual fixed basic remuneration is RMB200,000 per person per year before tax; the performance allowances for the chairman and members of the special committees of the Board of Supervisors are RMB50,000 per year and RMB30,000 per year before tax, respectively and the performance allowances for multiple special committees can be calculated cumulatively. The employee Supervisors receive the remuneration of their positions as employees, and will not receive any additional remuneration as employee Supervisors from the Bank.

The biographical details of each of the shareholder Supervisor and external Supervisor candidates are set out in Appendix II to this circular.

Ms. Xia Zhihua and Mr. Ju Jiandong, external Supervisors, will retire from their positions as Supervisors of the Bank from the date of the AGM.

6. EXTENSION OF VALIDITY PERIOD OF THE RESOLUTION ON CAPITAL INCREASE TO BANK OF COMMUNICATIONS (HONG KONG) LIMITED AND THE AUTHORIZATION

The resolution on capital increase to Bank of Communications (Hong Kong) Limited was considered and approved at the 2020 first extraordinary general meeting held by the Bank on 10 March 2020, pursuant to which the capital increase to Bank of Communications (Hong Kong) Limited with an amount of no more than HKD30 billion (the "**Capital Increase**") was approved and the Board was authorized to handle all matters relating to the Capital Increase, and the Board may, subject to obtaining the above-mentioned authorization, delegate the authorization to the senior management or its authorized representative to

LETTER FROM THE BOARD

exercise the power jointly or separately. The validity period of the resolutions (the “**Validity Period of the Resolutions**”) and the authorization period (the “**Authorization Period**”) related to the above Capital Increase plan shall remain valid from 10 March 2020 to 30 June 2022.

In order to guarantee the consistency and effectiveness of the work related to the Capital Increase, the meeting of the Board held on 29 April 2022 considered and approved the Proposal on Proposing to the General Meeting to Extend the Validity Period of the Resolutions and the Authorization Period on the Capital Increase to Bank of Communications (Hong Kong) Limited, pursuant to which the Board resolved to propose to extend both the Validity Period of the Resolutions and the Authorization Period relating to the Capital Increase for eighteen months from 30 June 2022 to 31 December 2023.

Except for extension of the Validity Period of the Resolutions and the Authorization Period, the other matters and contents related to the Capital Increase considered and approved by the 2020 first extraordinary general meeting of the Bank remain unchanged.

Such proposal will be put forward at the AGM for the Shareholders’ consideration and approval by way of an ordinary resolution.

7. THE AGM

The AGM will be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Tuesday, 28 June 2022. The notice convening the AGM is set out on pages 18 to 22 of this circular.

In accordance with the provisions of the Notice of China Banking Regulatory Commission on Enhancing the Management of Pledge of Equity Interests in Commercial Banks (中國銀監會關於加強商業銀行股權質押管理的通知), if a shareholder has pledged fifty percent or more of the equity interests held by such shareholder in the Bank, such shareholder's voting right at the shareholders’ general meeting shall be restricted.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Bank in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, by hand, post or fax as soon as practicable and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting thereof should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Board Office of the Bank on or before Tuesday, 7 June 2022.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Board considers that resolutions set out in the notice of the AGM are in the best interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of relevant resolutions proposed at the AGM.

By Order of the Board of
Bank of Communications Co., Ltd.
Gu Sheng
Company Secretary

APPENDIX I THE BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES

The biographical details of the Director candidates are set out as follows:

EXECUTIVE DIRECTORS:

Mr. Ren Deqi, born in 1963, with Chinese nationality, is a senior Economist. Mr. Ren has been Chairman of the Board since January 2020 and has been Executive Director of the Bank since August 2018. Mr. Ren served as Vice Chairman of the Board, Executive Director and President of the Bank. Mr. Ren served as Executive Director and Executive Vice President of Bank of China Limited (the “**Bank of China**”). During the period, he also served as Non-executive Director of Bank of China Hong Kong (Holdings) Limited and Chief Executive Officer of Bank of China Shanghai RMB Trading Business Headquarters. Mr. Ren served as several positions in China Construction Bank Corporation (the “**China Construction Bank**”), including General Manager of the Risk Management Department, President of the Hubei Branch, General Manager of the Credit Management Department, General Manager of the Risk Monitoring Department and Deputy General Manager of the Credit Approval Department. Mr. Ren obtained his master’s degree in Engineering from Tsinghua University in 1988.

Mr. Liu Jun, born in 1972, with Chinese nationality, is a senior Economist. Mr. Liu has been Vice Chairman of the Board and Executive Director of the Bank since August 2020 and has been President of the Bank since July 2020. Mr. Liu served as Executive Vice President of China Investment Corporation. Mr. Liu served as Deputy General Manager of China Everbright Group Ltd., Executive Director and Deputy General Manager of China Everbright Group Limited. During the period, he also successively served as Chairman of Sun Life Everbright Life Insurance Company Limited, Vice Chairman of China Everbright Holdings Company Limited, Executive Director and Vice Chairman of China Everbright Limited, Executive Director and Vice Chairman of China Everbright International Limited, and Chairman of China Everbright Industrial (Group) Co., Ltd. Mr. Liu served as Assistant to President and Executive Vice President of China Everbright Bank Co. (the “**China Everbright Bank**”), during the period he concurrently acted as President of Shanghai Branch of China Everbright Bank and General Manager of the Financial Market Centre of China Everbright Bank. Mr. Liu obtained his Doctoral degree in Business Administration from Hong Kong Polytechnic University in 2003.

NON-EXECUTIVE DIRECTORS:

Mr. Li Longcheng, born in 1964, is with Chinese nationality. Mr. Li has been Non-executive Director of the Bank since June 2020 and holds a position at Central Huijin Investment Ltd. Mr. Li served as Director of the Heilongjiang Supervision Bureau of Ministry of Finance, Chief Inspector of the Heilongjiang Supervision & Inspection Office of Ministry of Finance, Chief Inspector of the Liaoning Supervision & Inspection Office of Ministry of Finance, Deputy Inspector of the Heilongjiang Supervision & Inspection Office of Ministry of Finance, and Deputy Inspector of the Zhejiang Supervision & Inspection Office of Ministry of Finance. Mr. Li served as Assistant Commissioner, Division Chief of the First Division and Deputy Division Chief of the General Division of the Heilongjiang Supervision & Inspection Office of Ministry of Finance. Mr. Li obtained his Doctoral degree in Management from Northeast Forestry University in 2003.

Mr. Wang Linping, born in 1964, is with Chinese nationality. Mr. Wang has been Non-executive Director of the Bank since January 2021 and holds a position at Central Huijin Investment Ltd. Mr. Wang served as Level-one Inspector of the Retired Cadres Bureau of Ministry of Finance, Chairman of China

APPENDIX I THE BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES

Finance and Economic Media Group. Mr. Wang served as Minister, Vice Minister and Minister of the Department of Administrative Finance of the Liaison Office of the Central People's Government in Macao Special Administrative Region. Mr. Wang served as Researcher and Deputy Director of Pension Security Division of the Social Security Department of Ministry of Finance, and he served as assistant researcher of the Management Division of the Retirement Funds of Administrative Institutions. Mr. Wang obtained his Bachelor's degree in Philosophy from Zhongnan University of Economics and Law in 1986.

Mr. Chang Baosheng, born in 1968, is with Chinese nationality. Mr. Chang has been Non-executive Director of the Bank since January 2021 and holds position at Central Huijin Investment Ltd. Mr. Chang served as Level-two Inspector and Deputy Inspector of the Ningxia Supervision Bureau of Ministry of Finance. Mr. Chang served as Deputy Inspector, Assistant Commissioner, Deputy Director of the Third Business Department, Deputy Director of the Second Business Department and Deputy Director of the General Office of Ningxia Supervision and Inspection Office of Ministry of Finance. Mr. Chang graduated from Zhongnan University of Economics and Law in 1989.

Mr. Liao, Yi Chien David, born in 1972, is with Chinese (Hong Kong) nationality. Mr. Liao has been Non-executive Director of the Bank since May 2021. Mr. Liao is Co-Chief Executive Officer of The Hongkong & Shanghai Banking Corporation Limited (“**HSBC Asia-Pacific**”), a substantial shareholder of the Bank. He is also a member of the HSBC Group Executive Committee. Before his current role, Mr. Liao served as a Group General Manager of HSBC Holdings plc and Head of Global Banking Coverage HSBC Asia Pacific; President and Chief Executive Officer of HSBC Bank (China) Company Limited; Head of Global Banking and Markets at HSBC China, as well as Treasurer and Head of Global Markets of HSBC in China. Mr. Liao previously worked in IBJ International (now Mizuho International). Mr. Liao obtained an Honours degree from the University of London in 1995.

Mr. Chan Siu Chung, born in 1962, is with Chinese (Hong Kong) nationality. Mr. Chan has been Non-executive Director of the Bank since October 2019. Mr. Chan serves as the Head of Markets and Securities Services for Greater China at HSBC Asia Pacific, a substantial shareholder of the Bank. Before his current role, Mr. Chan served as the Co-Head of Markets for HSBC Asia-Pacific; Deputy Head of the Global Markets Asia Pacific and Head of Trading in Hong Kong; Head of Trading in Hong Kong; Head of Hong Kong Dollar Interest Rate and Derivatives Trading; and Senior Interest Rate Dealer and Senior Dealer. Mr. Chan obtained his Master's degree in Applied Finance from Macquarie University, Australia in 1994.

Mr. Mu Guoxin, born in 1966, with Chinese nationality, is a senior accountant. Mr. Mu is currently the Director of Fund Finance Department of the National Council for Social Security Fund, a substantial shareholder of the Bank. Mr. Mu served as Deputy Director of, and Chief of the Accounting Division of the Fund Finance Department of the National Council for Social Security Fund, Deputy Chief of the Accounting Division of the Finance and Accounting Department and Deputy Chief of the System Division II of the Accounting Department of the Ministry of Finance. Mr. Mu obtained a master's degree of public administration from a joint program organized by Peking University and the National Institute of Administration in July 2008.

Mr. Chen Junkui, born in 1974, with Chinese nationality, is a senior accountant. Mr. Chen has been Non-executive Director of the Bank since August 2019. Mr. Chen serves as Deputy Director General of the Financial Management and Supervision (Internal Audit) Department of the State Tobacco Monopoly Administration, and serves as Supervisor of China Tobacco Machinery Group Co., Ltd., China Tobacco

APPENDIX I THE BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES

International Inc. and China Tobacco Magazine House Co., Ltd., Director of Nantong Cellulose Fibers Co., Ltd., Zhuhai Cellulose Fibers Co., Ltd. and Kunming Cellulose Fibers Co., Ltd. concurrently. Mr. Chen served as Director and Deputy Director of the Finance and Asset Department of China Tobacco Machinery Group Co., Ltd. Mr. Chen obtained his Master's degree in Management from Capital University of Economics and Business in 2002.

Mr. Luo Xiaopeng, born in 1975, with Chinese nationality, is a senior accountant. Mr. Luo is currently the General Manager of Capital Operation Department of Capital Airport Group, a substantial shareholder of the Bank (as defined in the Interim Measures for the Management of Equity in Commercial Banks). He also serves as a Supervisor of Tianjin Binhai International Airport Co., Ltd., Jilin Civil Airport Group Co., Ltd. and Jiangxi Airport Group Co., Ltd. Mr. Luo was formerly the Financial Controller of Inner Mongolia Civil Aviation Airport Group Co., Ltd., Secretary of the Board of Directors and General Manager of Finance Department of Beijing Capital International Airport Co., Ltd. Mr. Luo obtained a master's degree of Finance from Jiangxi Finance and Economics University in 2003.

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Woo Chin Wan, Raymond, born in 1954, with Chinese (Hong Kong) nationality, is a Hong Kong and Canadian certified public accountant. Mr. Woo has been Independent Non-executive Director of the Bank since November 2017. Mr. Woo is currently an Independent Non-executive Director of Lenovo Group Limited. Mr. Woo served as Managing Partner, Partner, Senior Manager, Manager and Senior Accountant of Ernst & Young, during the period he concurrently acted as Managing Partner of Ernst & Young's China business, Director and General Manager in Ernst & Young Hua Ming and member of Ernst & Young's China Management Committee. Mr. Woo took positions in Rongxing Securities Co., Ltd. and served as Lecturer in the Department of Business Administration in the University of Hong Kong. Mr. Woo worked in PwC Canada and PwC Hong Kong. Mr. Woo obtained his MBA degree from York University in Canada in 1982.

Mr. Cai Haoyi, born in 1954, with Chinese nationality, is a researcher. Mr. Cai has been Independent Non-executive Director of the Bank since August 2018. Mr. Cai served as Chairman of the Board of Supervisors in China Everbright Bank and Non-executive Director in Bank of China. Mr. Cai held various positions in PBOC, including Secretary General of the Monetary Policy Committee, Deputy Head of the Research Bureau, Deputy Head of the Financial Research Institute, and Deputy Director, Division Chief and Deputy Division Chief of the Graduate Department of the Financial Research Institute. Mr. Cai obtained his Doctoral degree in Economics from the Financial Research Institute of the People's Bank of China in 2001, and enjoyed special government allowances of the State Council.

Mr. Shi Lei, born in 1958, is with Chinese nationality. Mr. Shi has been Independent Non-executive Director of the Bank since December 2019. Mr. Shi serves as Professor and Doctoral Supervisor of the School of Economics of Fudan University, and Director of the Public Economic Research Centre of Fudan University. Mr. Shi served as Director of the China Centre for Economic Studies of Fudan University, Minister of the Publicity Department of the Communist Party Committee of Fudan University, and Secretary of the Communist Party Committee of the School of Economics of Fudan University and Independent Non-executive Director of Ko Yo Chemical (Group) Limited and Sanxiang Impression Co., Ltd. Mr. Shi obtained his Doctoral degree in Economics from the Institute of Economics at Shanghai Academy of Social Sciences in 1993, and enjoyed special government allowances of the State Council.

APPENDIX I THE BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES

Mr. Zhang Xiangdong, born in 1957, with Chinese nationality, is a senior Economist. Mr. Zhang has been Independent Non-executive Director of the Bank since August 2020. Mr. Zhang served as Non-executive Director of Bank of China Limited, Non-executive Director and Chairman of the Risk Management Committee of the Board of Directors of China Construction Bank Corporation (during which period Mr. Zhang concurrently served as member of the China International Economic and Trade Arbitration Commission). Mr. Zhang also served as Inspector and Deputy Director General of the General Affairs Department of the State Administration of Foreign Exchange. He served as Executive Vice President of Haikou Branch of the People's Bank of China and Deputy Director General of Hainan Branch of the State Administration of Foreign Exchange concurrently. Mr. Zhang concurrently served as Member of the Issuance Approval Committee of China Securities Regulatory Commission. Mr. Zhang obtained his Master's degree in International Economic Law from Renmin University of China in 1990.

Ms. Li Xiaohui, born in 1967, with Chinese nationality, is a certified public accountant. Ms. Li has been Independent Non-executive Director of the Bank since November 2020. Ms. Li has been a Professor and Doctoral Supervisor at the School of Accounting, Central University of Finance and Economics, and also serves as Independent Non-executive Director of Fangda Special Steel Technology Co., Ltd., State Grid Information and Communication Co., Ltd., and BBMG Corporation. External Supervisor of Bank of Beijing Co., Ltd. Member of the Professional Technical Advisory Committee of the Chinese Institute of Certified Public Accountants. Member of the Audit Committee of the Accounting Society of China. Member of the Audit Standards Committee of the China Internal Audit Association. Ms. Li worked in the Professional Standards Department of the Chinese Institute of Certified Public Accountants. Ms. Li worked successively in Cangzhou Accounting Firm, Cangshi Accounting Firm and the State-owned Assets Administration under Hebei Province Department of Finance. Ms. Li previously served as Independent Director of Fangda Carbon New Material Co., Ltd., Bank of Beijing Co., Ltd., Camel Group Co., Ltd., Jizhong Energy Resources Co., Ltd., Kailuan Energy Chemical Co., Ltd. and China U-Ton Holdings Limited. Ms. Li obtained her Doctoral degree in Economics from Central University of Finance and Economics in 2001.

Mr. Ma Jun, born in 1964, is with Chinese (Hong Kong) nationality. Mr. Ma is currently the President of the Beijing Institute of Green Finance and Sustainable Development. Mr. Ma served as a Member of the Monetary Policy Committee of the People's Bank of China; Director of the Finance and Development Research Center, Institute of International Finance, Tsinghua University and Director of the Green Finance Development Research Center; Chief Economist of the Research Bureau of the People's Bank of China. He also served as Chief Economist, Investment Strategist and Managing Director for Greater China of Deutsche Bank AG; Senior Economist and Adviser to the World Bank and Economist at the International Monetary Fund. Mr. Ma also served for the Development Research Center of the State Council. Mr. Ma currently serves as an Independent Director of China Taiping Life Insurance (Hong Kong), Independent Director of YOU+ BANK, Director of Green Finance Committee of China Institute of Finance, Co-Chairman of the G20 Working Group on Sustainable Finance, Member of the National Eco-environment Protection Expert Committee, Co-Chair of the Steering Committee for the Belt and Road Green Investment Principles, Co-Chair of the International Sustainable Finance Platform (IPSF) Standard Working Group, President of the Beijing Green Finance Association, Chairman of the Hong Kong Green Finance Association, Member of the Voluntary Carbon Market Council (ICVCM), Trustee of the China Environmental Protection Foundation, etc. Mr. Ma obtained his doctor's degree in Economics from Georgetown University, USA in 1994.

APPENDIX I THE BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES

Save as disclosed above, the above-mentioned Director candidates did not hold any other positions in the Bank or any of its subsidiaries, or hold any directorships in other listed companies in the last three years, or have any relationship with any Director, senior management or substantial shareholders.

As at the Latest Practicable Date, Mr. Ren Deqi holds 300,000 H Shares of the Bank, and Mr. Chan Siu Chung holds 49,357 H Shares of the Bank and 98 H Shares of BOCOM International Holdings Company Limited. Save as disclosed above, none of other Director candidates has or is deemed to have any interest or short positions in the shares, underlying shares or debentures of the Bank or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of the above-mentioned Director candidates that need to be brought to the attention of the shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

APPENDIX II THE BIOGRAPHICAL DETAILS OF THE SHAREHOLDER SUPERVISOR AND EXTERNAL SUPERVISOR CANDIDATES

The biographical details of the shareholder Supervisor and external Supervisor candidates are set out as follows:

SHAREHOLDER SUPERVISORS:

Mr. Xu Jiming, born in 1966, is with Chinese nationality. Mr. Xu has been Chairman of the Board of Supervisors and Shareholder Supervisor of the Bank since October 2021, and serves as the Standing committee member of the 13th Shanghai Committee of the Chinese People's Political Consultative Conference concurrently. Mr. Xu held various positions in China National Petroleum Corporation, including Member of the Party Leadership Group, Head of the Discipline Inspection and Supervision Group, and Head of the Discipline Inspection Group of the Party Leadership Group. Mr. Xu also held various positions in the National Audit Office, including Director of the General Office, Director of the Department of Administration Institutions Audit, Director of the Department of Foreign Funds Application Audit, Director of the Audit Cadre Training Centre, Director and Deputy Director of the Audit Bureau of Health and Drugs, Deputy Director of the Department of Foreign Funds Application Audit, Assistant to the Special Commissioner of Kunming Resident Office (Division Chief Level), Division Chief of the First Division of the Department of Foreign Funds Application Audit, Division Chief of the Comprehensive Division of the Department of Foreign Funds Application Audit, Deputy Division Auditor of the Second Division of the Department of Foreign Funds Application Audit and a cadre of the Second Division of the Department of Foreign Funds Application Audit. Mr. Xu obtained his Doctoral degree in Economics from EHESS (École des hautes études en sciences sociales) in 1995.

Mr. Wang Xueqing, born in 1967, is with Chinese nationality. Mr. Wang has been Shareholder Supervisor of the Bank since June 2017 and is a professional senior accountant. Mr. Wang serves as Chief Accountant of Daqing Oilfield Co., Ltd. (Daqing Petroleum Administration Bureau), a substantial shareholder of the Bank, and serves as the Chairman of the Board of Directors of Daqing Petroleum (Hong Kong) Co. Ltd. Chairman of the Board of Directors of Daqing Energy (Hong Kong) Co. Ltd. Director of DPS Indonesia Co. Ltd. Director of China Petroleum Halfaya Co., Ltd. Vice President of the Sixth Council of China Association of Plant Engineering concurrently. Mr. Wang served as Director of the Finance Department, Director of Financial Assets of the First Department, Director and First Deputy Director of the Accounting Department (Centre) of the Financial Assets Department in Daqing Oilfield Company. Mr. Wang concurrently served as Chairman of the Board of Supervisors of PTINDOSPECENERGY, Director of Qingdao Qingxin Plastic Co., Ltd. and Chairman of the Board of Supervisors of Daqing Oilfield Powerlift Pump Industry Co., Ltd. Mr. Wang obtained his Master's degree in Accounting from Tianjin University of Finance and Economics in 2002.

EXTERNAL SUPERVISORS:

Mr. Li Yao, born in 1970, is with Chinese nationality. Mr. Li has been External Supervisor of the Bank since October 2017. Mr. Li serves as Professor and Chairman of the Professor Committee of the School of Finance, Shanghai University of Finance and Economics. Mr. Li served as Vice President of the School of Finance, Shanghai University of Finance and Economics. During the period, Mr. Li also served as Visiting Professor in the Sino-US Fulbright Scholar Program at Boston College. Mr. Li was appointed as Visiting Professor of CSC Scholarship Youth Cultivation Program in the Centre for Management Buy-Out &

APPENDIX II THE BIOGRAPHICAL DETAILS OF THE SHAREHOLDER SUPERVISOR AND EXTERNAL SUPERVISOR CANDIDATES

Private Equity Research of Nottingham University Business School. Mr. Li served as Vice Professor in the Canada-China Scholars Exchange Programme (CCSEP) of Rotman School of Management at the University of Toronto. Mr. Li obtained his Doctoral degree in Economics from East China Normal University in 1998.

Mr. Chen Hanwen, born in 1968, is with Chinese nationality. Mr. Chen has been External Supervisor of the Bank since June 2019. Mr. Chen serves as Professor of Nanjing Audit University, and concurrently serves as Level-two Professor, Huiyuan Distinguished Professor, Doctoral Supervisor and contact of the Postdoctoral Research Station of University of International Business and Economics. Chair Professor of China Business Executives Academy, Dalian. Co-editor in Chief of China Journal of Accounting Studies (publication of the Accounting Society of China). Member of Editorial Board of Auditing Research (publication of the China Audit Society). Member of the Senior Professional Rank Evaluation Committee of the National Audit Office. Member of the Specialised Guidance Committee of the Chinese Institute of Certified Public Accountant. Executive Council Member of the China Audit Society. Independent Non-executive Director of China Shenhua Energy Company Limited, Beijing Tri-Prime Gene Pharmaceutical Co., Ltd., Shenwan Hongyuan Group Co., Ltd., Dalian Wanda Commercial Management Group Co., Ltd. and Xiamen International Bank Co., Ltd. Mr. Chen held various positions in Xiamen University, including Vice President of the School of Management, Vice President of the Graduate School, Director of the Accounting Department and Secretary-General of the Academic Committee. Mr. Chen was Independent Non-executive Director of Xiamen Bank Co., Ltd. in the past three years. Mr. Chen obtained his Doctoral degree in Economics from Xiamen University in 1997.

Mr. Su Zhi, born in 1977, is with Chinese nationality. Mr. Su is currently the Longma Chair Professor, Professor of School of Statistics and Mathematics and School of Finance, Ph.D. Supervisor, First Dean of the Department of Financial Technology, and Executive Director of the CUFU – UESTC Joint Information Research Centre of Central University of Finance and Economics. He concurrently serves as Deputy Director of the Academic Committee of the International Institute of Technology of Development Research Center of the State Council, Fin-tech Consultant of the Government of Xicheng District, Beijing, Distinguished Expert of the “Fin-tech Expert Think Tank” of Finance Office of Haidian District, Beijing, Distinguished Researcher of the Institute of International Monetary Research of Renmin University of China, Distinguished Professor of the Business Model Innovation Center of School of Economics and Management of Tsing Hua University, External Senior Expert of the Centralized Procurement Management Committee of the Head Office of Industrial and Commercial Bank of China Ltd., Post-Doctoral Advisor of the Shenzhen Stock Exchange, and JD Financial Post-Doctoral Supervisor; Supervisor of Bank of Guizhou Co., Ltd., the independent non-executive director of Shanghai Haohai Biotechnology Co., Ltd., and the independent non-executive director of Fujian Start Group Company Limited. Mr. Su obtained his Doctoral degree in Quantitative Economics from Jilin University in 2006.

Save as disclosed above, the above-mentioned Supervisor candidates did not hold any other positions in the Bank or any of its subsidiaries, or hold any directorships in other listed companies in the last three years, or have any relationship with any Director, senior management or substantial shareholders, nor do they have or are deemed to have any interest or short positions in the Shares, underlying shares or debentures of the Bank or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance).

**APPENDIX II THE BIOGRAPHICAL DETAILS OF THE SHAREHOLDER
SUPERVISOR AND EXTERNAL SUPERVISOR CANDIDATES**

Save as disclosed above, the Board and the Board of Supervisors are not aware of any other matters in relation to the appointment of the above-mentioned Supervisor candidates that need to be brought to the attention of the shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

NOTICE OF AGM



交通銀行股份有限公司 Bank of Communications Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 03328)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Bank of Communications Co., Ltd. (the “Bank”) for the year 2021 will be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the People's Republic of China (the “PRC”) at 9:30 a.m. on Tuesday, 28 June 2022, for the purpose of passing the following resolutions:

As Ordinary Resolutions

1. To consider and, if thought fit, to approve the report of the board of directors (the “Board”) of the Bank for the year ended 31 December 2021.
2. To consider and, if thought fit, to approve the report of the board of supervisors of the Bank for the year ended 31 December 2021.
3. To consider and, if thought fit, to approve the financial report of the Bank for the year ended 31 December 2021.
4. To consider and, if thought fit, to approve the profit distribution plan of the Bank for the year ended 31 December 2021.
5. To consider and, if thought fit, to approve the fixed assets investment plan of the Bank for the year ending 31 December 2022.
6. To consider and, if thought fit, to approve the appointment of KPMG as the international auditor and KPMG Huazhen LLP as the domestic auditor of the Bank for the year 2022 for the provision of auditing services and other relevant services to the Bank for a total remuneration of RMB34.68 million, and with a term commencing from the date of approval at the AGM and ending on the date of conclusion of the annual general meeting of the Bank for the year 2022; and to authorize the Board to determine and enter into respective engagement with them.

NOTICE OF AGM

7. To consider and, if thought fit, to approve the appointment and re-election of directors of the Bank:
 - 7.01 To consider and, if thought fit, to approve the re-election of Mr. Ren Deqi as an executive director of the Bank.
 - 7.02 To consider and, if thought fit, to approve the re-election of Mr. Liu Jun as an executive director of the Bank.
 - 7.03 To consider and, if thought fit, to approve the re-election of Mr. Li Longcheng as a non-executive director of the Bank.
 - 7.04 To consider and, if thought fit, to approve the re-election of Mr. Wang Linping as a non-executive director of the Bank.
 - 7.05 To consider and, if thought fit, to approve the re-election of Mr. Chang Baosheng as a non-executive director of the Bank.
 - 7.06 To consider and, if thought fit, to approve the re-election of Mr. Liao, Yi Chien David as a non-executive director of the Bank.
 - 7.07 To consider and, if thought fit, to approve the re-election of Mr. Chan Siu Chung as a non-executive director of the Bank.
 - 7.08 To consider and, if thought fit, to approve the appointment of Mr. Mu Guoxin as a non-executive director of the Bank.
 - 7.09 To consider and, if thought fit, to approve the re-election of Mr. Chen Junkui as a non-executive director of the Bank.
 - 7.10 To consider and, if thought fit, to approve the appointment of Mr. Luo Xiaopeng as a non-executive director of the Bank.
 - 7.11 To consider and, if thought fit, to approve the re-election of Mr. Woo Chin Wan, Raymond as an independent non-executive director of the Bank.
 - 7.12 To consider and, if thought fit, to approve the re-election of Mr. Cai Haoyi as an independent non-executive director of the Bank.
 - 7.13 To consider and, if thought fit, to approve the re-election of Mr. Shi Lei as an independent non-executive director of the Bank.
 - 7.14 To consider and, if thought fit, to approve the re-election of Mr. Zhang Xiangdong as an independent non-executive director of the Bank.

NOTICE OF AGM

- 7.15 To consider and, if thought fit, to approve the re-election of Ms. Li Xiaohui as an independent non-executive director of the Bank.
- 7.16 To consider and, if thought fit, to approve the appointment of Mr. Ma Jun as an independent non-executive director of the Bank.
8. To consider and, if thought fit, to approve the appointment and re-election of shareholder supervisors and external supervisors of the Bank:
- 8.01 To consider and, if thought fit, to approve the re-election of Mr. Xu Jiming as a shareholder supervisor of the Bank.
- 8.02 To consider and, if thought fit, to approve the re-election of Mr. Wang Xueqing as a shareholder supervisor of the Bank.
- 8.03 To consider and, if thought fit, to approve the re-election of Mr. Li Yao as an external supervisor of the Bank.
- 8.04 To consider and, if thought fit, to approve the re-election of Mr. Chen Hanwen as an external supervisor of the Bank.
- 8.05 To consider and, if thought fit, to approve the appointment of Mr. Su Zhi as an external supervisor of the Bank.
9. To consider and, if thought fit, to approve the proposal in relation to extension of the validity period of the resolution on the capital increase to Bank of Communications (Hong Kong) Limited and the authorization.

By order of the Board of
Bank of Communications Co., Ltd.
Gu Sheng
Company Secretary

Shanghai, the PRC
13 May 2022

Notes:

1. Closure of register of members for H Shares and eligibilities for attending the AGM

The shareholders whose names appear on the register of members for H Shares of the Bank at the close of business on Friday, 27 May 2022 are entitled to attend the AGM with their passports or other identity papers.

The register of members for H Shares of the Bank will be closed from Saturday, 28 May 2022 to Tuesday, 28 June 2022 (both days inclusive), during which period no transfer of the H Shares will be registered.

NOTICE OF AGM

Holders of the H Shares intending to attend the AGM shall lodge all the transfer documents for H Shares together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Bank in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Friday, 27 May 2022.

2. Closure of register of members for H Shares and eligibilities for Final Dividend

The Board has proposed to distribute a cash dividend of RMB0.355 per share (inclusive of tax) for the year ended 31 December 2021 (the “**Final Dividend**”). If the resolution regarding the payment of the Final Dividend is approved by the shareholders of the Bank at the AGM, the Final Dividend is expected to be distributed on Tuesday, 12 July 2022 to the shareholders whose names appear on the register of members of A Shares of the Bank at the close of business on Monday, 11 July 2022, and on Tuesday, 2 August 2022 to the shareholders whose names appear on the register of members of H Shares of the Bank at the close of business on Monday, 11 July 2022.

The register of members for H Shares of the Bank will be closed from Wednesday, 6 July 2022 to Monday, 11 July 2022 (both days inclusive) during which period no transfer of H Shares will be registered. In order to be qualified to receive the Final Dividend, for holders of H Shares, all transfer documents together with the relevant share certificates must be lodged with the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Tuesday, 5 July 2022.

3. Proxy

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Bank.

A proxy of a shareholder who has appointed more than one proxy may only vote on a poll in respect of the shares actually held. The instrument appointing a proxy must be in writing under the hand of the appointer or his/her attorney duly authorized in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified.

To be valid, the notarially certified power of attorney, or other documents of authorisation, and the proxy form must be delivered to the Bank’s share registrar by hand, post or fax as soon as possible and in any event not less than 24 hours before the time appointed for the AGM or any adjournment thereof. The Bank’s share registrar is Computershare Hong Kong Investor Services Limited, whose address is 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax:(852) 2865 0990).

4. Reply slip

Shareholders intending to attend the AGM should return the reply slip (which will be despatched to the shareholders together with this notice) to the Board Office of the Bank or Computershare Hong Kong Investor Services Limited on or before Tuesday, 7 June 2022 by hand, post or fax. Failure to return the reply slip will not affect a shareholder’s right to attend the AGM or any adjournment thereof in person. The Board Office of the Bank is located at No. 188 Yin Cheng Zhong Lu, Pudong New District, Shanghai, the PRC (Tel: (8621) 5876 6688, Fax: (8621) 5879 8398, Postcode: 200120). The contact persons are Mr. Pan and Mr. Yang. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

5. Method of voting at the AGM

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the AGM will demand a poll in relation to the proposed resolutions at the AGM.

NOTICE OF AGM

6. Other issues

The AGM (on-site meeting) is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents and the authorisation documents mentioned above. A photocopy of such identity documents and authorization documents should also be provided. For photocopies of documents for an individual shareholder, the photocopies shall be signed by the individual. For photocopies of documents for a corporate shareholder, the photocopies shall be stamped with the corporate chop.

As at the date of this notice, the directors of the Bank are Mr. Ren Deqi, Mr. Liu Jun, Mr. Li Longcheng, Mr. Wang Linping*, Mr. Chang Baosheng*, Mr. Liao, Yi Chien David*, Mr. Chan Siu Chung*, Mr. Song Hongjun*, Mr. Chen Junkui*, Mr. Liu Haoyang*, Mr. Yeung Chi Wai, Jason[#], Mr. Woo Chin Wan, Raymond[#], Mr. Cai Haoyi[#], Mr. Shi Lei[#], Mr. Zhang Xiangdong[#] and Ms. Li Xiaohui[#].*

* *Non-executive directors*

Independent non-executive directors