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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 APPOINTMENT OF DIRECTOR 2023-2024 ISSUANCE OF CAPITAL INSTRUMENTS 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, 27 June 2023, is set out on pages 10 to 13 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, 6 June 2023.

12 May 2023

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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, 27 June 2023
“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
“Director(s)”	means the director(s) of the Bank
“Hong Kong”	means Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”	means Hong Kong dollars, the lawful currency of Hong Kong
“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 8 May 2023, 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
“PRC”	means the People’s Republic of China

DEFINITIONS

“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. Mu Guoxin
Mr. Chen Junkui
Mr. Luo Xiaopeng

Independent Non-executive Directors:

Mr. Woo Chin Wan, Raymond
Mr. Cai Haoyi
Mr. Shi Lei
Mr. Zhang Xiangdong
Ms. Li Xiaohui
Mr. Ma Jun

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

12 May 2023

To the Shareholders

Dear Sir or Madam,

**FIXED ASSETS INVESTMENT PLAN
PROPOSED APPOINTMENT OF DIRECTOR
2023-2024 ISSUANCE OF CAPITAL INSTRUMENTS
AND
NOTICE OF AGM**

1. INTRODUCTION

Reference is made to the announcement of the Bank dated 11 May 2023, in relation to the proposed appointment of Director. The purpose of the circular is to provide you with detailed information in relation

LETTER FROM THE BOARD

to, among other things, (i) fixed assets investment plan; (ii) proposed appointment of Director; and (iii) 2023-2024 issuance of capital instruments, 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 RMB6.391 billion for the year 2023, representing a decrease of RMB0.580 billion or 8.32% as compared with the planned amount last year, and representing an increase of RMB0.405 billion or 6.77% as compared with the actual amount last year. Among them, the investment in information technology decreased by RMB0.246 billion compared with the actual amount last year; the investment in daily operation and guarantee increased by RMB0.651 billion as compared with the actual amount last year. It is expected that by the end of the year 2023, the balance of net fixed assets will account for approximately 0.36% of the total assets of the Bank.

The proposed investment in fixed assets for the year 2023 will be mainly used for the investment in information technology of the Bank and safeguarding the smooth operation of various businesses. Among them, the investment in information technology will be RMB4.593 billion, accounting for 71.87% and representing a decrease of RMB0.714 billion compared with the budget amount last year; the investment in daily operation guarantee will be RMB1.798 billion, accounting for 28.13% and representing an increase of RMB0.134 billion compared with the budget 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 APPOINTMENT OF DIRECTOR

The Board has resolved to propose to appoint Mr. Wong Tin Chak ("**Mr. Wong**"), as an independent non-executive Director, a member of the Audit Committee of the Board and a member of the Risk Management and Related Party Transactions Control Committee of the Board.

In accordance with the laws, regulations and the Articles of Association, Mr. Wong's position as an independent non-executive Director and positions in the special committees of the Board shall become effective after he is appointed as an independent non-executive Director by the AGM and his qualification as an independent non-executive director is approved by the Banking Regulatory Authority of the State Council. After the qualification of Mr. Wong as an independent non-executive director are approved, Mr. Woo Chin Wan, Raymond intends to cease to serve as an independent non-executive Director, a member of the Audit Committee of the Board and a member of the Personnel and Remuneration Committee of the Board.

The biographical details of Mr. Wong are as follows:

Mr. Wong Tin Chak, born in 1964, is with Chinese (Hong Kong) nationality, an Associate of the Institute of Chartered Accountants in England and Wales. Since November 2022, Mr. Wong has been the Chief Partner of Shanghai Dekun Tianyu Management Consulting Partnership (Limited Partnership) and a member of the Digital Economy Strategy Committee of the Chinese Association of Development Strategy

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Studies. He has previously worked as, among others, a Chief Commercial Officer, a Risk Advisory Managing Partner and a member of Management Committee of Deloitte China, a member of the Risk Advisory Management Committee of Deloitte Asia Pacific, an Audit and Assurance Deputy Managing Partner and a Partner of Deloitte Touche Tohmatsu Certified Public Accountants and a Partner of Deloitte Touche Tohmatsu. Mr. Wong obtained a Bachelor of Social Science degree from The University of Hong Kong in 1988, majoring in accounting and economics.

As at the Latest Practicable Date, Mr. Wong had retired from Deloitte China for less than two years. Meanwhile, the Bank had engaged Deloitte Consulting (Shanghai) Co., Ltd. to provide management consulting services (“**management consulting services**”) for individual projects within two years immediately before the date Mr. Wong was proposed to be appointed as an independent non-executive Director. Mr. Wong confirmed that the management consulting services do not include any the provision of services or opinions in relation to assurance or audit and are independent of the business line that Mr. Wong had worked for. Mr. Wong believes that his previous positions with Deloitte China has no impact on his independence for the following reasons: (1) Mr. Wong has not participated in the business and operation of the Bank at present or in the two years immediately before the date he was proposed to be appointed as an independent non-executive Director; (2) although Mr. Wong served as a Chief Commercial Officer of Deloitte China in the two years immediately before the date he was proposed to be appointed as an independent non-executive Director, he did not personally represent Deloitte China to provide or participate in providing any management consulting services or audit service to the Bank, its subsidiaries and the core connected persons of the abovementioned persons. With respect to the independence criteria as set out in Rule 3.13 of the Listing Rules, the management consulting services are not material and are independent of the business line that Mr. Wong had worked for, and will not affect his independence; and (3) Mr. Wong has retired from Deloitte China in May 2022 and resigned from all positions in Deloitte.

Mr. Wong has confirmed his independence in writing to the Bank in accordance with Rule 3.13 of the Listing Rules. Based on the above and considering that Mr. Wong has more than 30 years of professional service experience, the Bank also considers that Mr. Wong’s previous positions in Deloitte China has no impact on his independence and he complies with the independence guidelines as set out in Rule 3.13 of the Listing Rules and he is independent according to the terms of such guidelines; the Bank also considers that Mr. Wong has the qualifications, expertise, knowledge and experience required as an independent non-executive Director and will be able to make independent and professional judgments as an independent non-executive Director when deliberating matters of the Bank.

This nomination was proposed by the Board, initially reviewed by the Personnel and Remuneration Committee of the Board, deliberated by the Board and put forward at the AGM for the Shareholders’ consideration in accordance with the Articles of Association after considering Mr. Wong’s qualification, expertise, knowledge and experience, independence and the specific needs of the Bank. Mr. Wong is an expert in the field of auditing and risk management. If Mr. Wong is appointed as a Director, he will bring rich practical experience and valuable insights in auditing, financial management and corporate governance to the Board, which will help further promoting the diversity of composition of the Board. As at the Latest Practicable Date, Mr. Wong has not held any directorship in any other listed company, and thus he can give the Bank sufficient time and attention. After the approval of the resolution regarding the appointment of Mr. Wong as an independent non-executive Director is passed at the AGM, the Bank will submit relevant

LETTER FROM THE BOARD

qualification documents of Mr. Wong to the Banking Regulatory Authority of the State Council for review. The Declaration of the Nominator of Independent Director and the Declaration of the Candidate of Independent Director have been submitted to the relevant regulatory authorities.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wong has not held any other positions in the Bank or any of its subsidiaries, nor has he held any directorship in any other listed company in the past three years, nor has he had any relationship with any Director, senior management or substantial Shareholder of the Bank.

As at the Latest Practicable Date, Mr. Wong did not 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 Future Ordinance).

The term of office of Mr. Wong will start from the approval of his qualification by the Banking Regulatory Authority of the State Council to the expiry date of the term of the tenth session of the Board. After the expiry of the term of office, he is eligible for re-election (save that the accumulative term of an independent non-executive director shall not exceed six years). If appointed, Mr. Wong will receive remuneration from the Bank and the amount of his remuneration will be determined in accordance with the remuneration standards for independent non-executive Directors approved in general meeting of the Bank. Currently, according to the approval of the Bank's 2018 annual general meeting, the Bank's annual remuneration structure for independent non-executive Directors is "annual fixed basic salary plus special committee performance allowance", among which: the annual fixed basic remuneration amounts to RMB250,000 per person per year before tax and the performance allowances for the chairman and members of the special committee of the Board amount to RMB50,000 per year and RMB30,000 per year before tax, respectively, and the performance allowances for multiple special committees can be calculated cumulatively.

Save as disclosed above and as at the Latest Practicable Date, the Board is not aware of any other matters in relation to the appointment of Mr. Wong that need to be brought to the attention of the Shareholders nor any other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

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

4. 2023-2024 ISSUANCE OF CAPITAL INSTRUMENTS

In order to ensure the persistent healthy development of the business of the Bank, further supplement capital of the Bank and strengthen the capital foundation, the Bank intends to issue undated capital bonds and tier 2 capital bonds for the years of 2023-2024. Pursuant to the Articles of Association and Authorization Plan to the Board by the General Meeting of the Bank, the proposed issuance of undated capital bonds and tier 2 capital bonds is subject to the approval by the Shareholders at the general meeting of the Bank.

LETTER FROM THE BOARD

i. The issuance plan of undated capital bonds:

Issuance size:	in an amount of not more than RMB40 billion or equivalent foreign currency(ies)
Type of the instrument:	write-down undated capital bonds, which meet the relevant requirements as stipulated in the prevailing administrative measures for the capital of commercial banks and Guiding Opinion on the Innovation of Capital Instrument of Commercial Banks (Revised), can be used to replenish capital of commercial banks
Target markets:	domestic and offshore markets
Maturity:	to be consistent with the duration of the Bank's continuous operation
Means of loss absorption:	upon the occurrence of the triggering events as specified in the issuing documents, the loss shall be absorbed by means of write-down
Interest rate of issuance:	to be determined with reference to market interest rates
Use of proceeds:	to replenish other tier 1 capital of the Bank
Term of validity of the resolution:	from the date of approval by the AGM to 31 December 2024

ii. The issuance plan of Tier 2 Capital Bonds:

Issuance size:	in an amount of not more than RMB100 billion or equivalent foreign currency(ies)
Type of the instrument:	write-down tier 2 capital bonds, which comply with the relevant requirements as stipulated in the prevailing administrative measures for the capital of commercial banks and Guiding Opinion on the Innovation of Capital Instrument of Commercial Banks (Revised), and can be used for capital replenishment of commercial banks
Target markets:	domestic and offshore markets
Maturity:	not less than 5 years

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Means of loss absorption:	upon the occurrence of the triggering events specified in the issuing documents, the loss shall be absorbed by means of write-down
Interest rate of issuance:	to be determined with reference to market interest rates
Use of proceeds:	to replenish tier 2 capital of the Bank
Term of validity of the resolution:	from the date of approval by the AGM to 31 December 2024

iii. Matters of authorisation

(1) Authorization matters related to bond issuance

In order to smoothly promote the issuance of capital instruments, it is recommended to put forward at the AGM for the Shareholders' consideration to authorize the Board, and the Board further authorizes the senior management or its authorized representatives, to handle all matters of issuance of the bonds. The abovementioned authorization will take effect from the date of approval by the AGM to 31 December 2024.

(2) Relevant authorization matters during the duration of the bonds

It is put forward at the AGM for the Shareholders' consideration to authorize the Board, and the Board further authorizes the senior management or its authorized representatives, within the framework and principles deliberated and approved by the AGM, from the date of completion of each tranche of bond issuance, according to the specific circumstances, with full authority to handle the relevant matters during the duration of the bonds. Specific authorization content and scope include but not limited to arranging repayment of principal and interest, exercising redemption options on the premise that redemption conditions are met, and writing-down upon the occurrence of the triggering events specified in the issuing documents, etc.

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

5. 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, 27 June 2023. The notice convening the AGM is set out on pages 10 to 13 of this circular.

LETTER FROM THE BOARD

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, 6 June 2023.

6. 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.
Zhou Wanfu
Vice President

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 2022 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, 27 June 2023, 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 2022.
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 2022.
3. To consider and, if thought fit, to approve the financial report of the Bank for the year ended 31 December 2022.
4. To consider and, if thought fit, to approve the profit distribution plan of the Bank for the year ended 31 December 2022.
5. To consider and, if thought fit, to approve the fixed assets investment plan of the Bank for the year ending 31 December 2023.
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 2023 for the provision of auditing services and other relevant services to the Bank for a total remuneration of RMB36.096 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 2023; and to authorize the Board to determine and enter into respective engagement with them.
7. To consider and, if thought fit, to approve the appointment of Mr. Wong Tin Chak, as an independent non-executive director of the Bank.

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As Special Resolution

8. To consider and, if thought fit, to approve the proposal to issue capital instruments in 2023-2024:

“THAT:

- (a) the Bank be and is hereby authorized to issue write-down undated capital bonds of no more than RMB40 billion or equivalent foreign currency(ies) and write-down tier 2 capital bonds of no more than RMB100 billion or equivalent foreign currency(ies); and
- (b) the Board be and is hereby authorized, and is further authorized to delegate the authorization to the senior management or its authorized representatives to handle all matters related to issuance of the bonds. The abovementioned authorization will take effect from the date of approval by the AGM to 31 December 2024.
- (c) the Board be and is hereby authorized, and is further authorized to delegate the authorization to the senior management or its authorized representatives, within the framework and principles deliberated and approved by the AGM, from the date of completion of each tranche of bond issuance, according to the specific circumstances, with full authority to handle the relevant matters during the duration of the bonds. Specific authorization content and scope include but not limited to arranging repayment of principal and interest, exercising redemption options on the premise that redemption conditions are met, and writing-down upon the occurrence of the triggering events specified in the issuing documents, etc.

By order of the Board of
Bank of Communications Co., Ltd.
Zhou Wanfu
Vice President

Shanghai, the PRC
12 May 2023

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 Thursday, 25 May 2023 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, 27 May 2023 to Tuesday, 27 June 2023 (both days inclusive), during which period no transfer of the H Shares will be registered.

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 Thursday, 25 May 2023.

NOTICE OF AGM

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

The Board has proposed to distribute a cash dividend of RMB0.373 per share (inclusive of tax) for the year ended 31 December 2022 (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 Wednesday, 12 July 2023 to the shareholders whose names appear on the register of members of A shares of the Bank at the close of business on Tuesday, 11 July 2023, and on Wednesday, 2 August 2023 to the shareholders whose names appear on the register of members of H shares of the Bank at the close of business on Tuesday, 11 July 2023.

The register of members for H shares of the Bank will be closed from Thursday, 6 July 2023 to Tuesday, 11 July 2023 (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 Wednesday, 5 July 2023.

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, 6 June 2023 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. Ji. 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.

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

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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. Mu Guoxin*, Mr. Chen Junkui*, Mr. Luo Xiaopeng*, Mr. Woo Chin Wan, Raymond[#], Mr. Cai Haoyi[#], Mr. Shi Lei[#], Mr. Zhang Xiangdong[#], Ms. Li Xiaohui[#] and Mr. Ma Jun[#].*

* *Non-executive directors*

Independent non-executive directors