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# **POSTAL SAVINGS BANK OF CHINA CO., LTD.** **中國郵政儲蓄銀行股份有限公司**

*(A joint stock limited liability company incorporated in the People's Republic of China)*

**(Stock Code: 1658)**

**(Stock Code of Preference Shares: 4612)**

## **NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2019 second extraordinary general meeting (the “**2019 Second EGM**”) of Postal Savings Bank of China Co., Ltd. (the “**Bank**”) will be held at the head office of the Bank (No.3 Financial Street, Xicheng District, Beijing) at 9:00 a.m. on Tuesday, October 29, 2019 to deal with the following matters:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the re-election of Mr. Zhang Xuewen as Executive Director of the Bank;
2. To consider and approve the re-election of Ms. Yao Hong as Executive Director of the Bank;
3. To consider and approve the re-election of Mr. Fu Tingmei as Independent Non-executive Director of the Bank;
4. To consider and approve the election of Mr. Wen Tiejun as Independent Non-executive Director of the Bank;
5. To consider and approve the election of Mr. Chung Shui Ming Timpson as Independent Non-executive Director of the Bank;
6. To consider and approve the election of Ms. Pan Yingli as Independent Non-executive Director of the Bank;
7. To consider and approve the re-election of Mr. Chen Yuejun as Shareholder Representative Supervisor of the Bank;
8. To consider and approve the re-election of Mr. Li Yujie as Shareholder Representative Supervisor of the Bank;

9. To consider and approve the re-election of Mr. Zhao Yongxiang as Shareholder Representative Supervisor of the Bank;
10. To consider and approve the re-election of Mr. Wu Yu as External Supervisor of the Bank;
11. To consider and approve the election of Mr. Bai Jianjun as External Supervisor of the Bank;
12. To consider and approve the election of Mr. Chen Shimin as External Supervisor of the Bank;
13. To consider and approve the Remuneration Settlement Plan for Directors for 2018; and
14. To consider and approve the Remuneration Settlement Plan for Supervisors for 2018.

### **SPECIAL RESOLUTION**

15. To consider and approve the Proposed Issuance of Write-down Undated Capital Bonds.

### **REPORTING MATTERS**

16. To consider and approve the The Related Party Transaction Report of the Most Recent Three Years and the Most Recent Period under the “Framework Agreement on Agency Banking Businesses between Postal Savings Bank of China Co., Ltd. and Agency Branches of China Post Group Corporation”.

Details of the above resolutions are set out in the circular of the 2019 Second EGM of the Bank dated September 12, 2019. Unless otherwise indicated, the capitalized terms used in this notice shall have the same meaning as those defined in the circular.

By order of the Board of Directors  
**Postal Savings Bank of China Co., Ltd.**  
**Du Chunye**  
*Joint Company Secretary*

Beijing, the PRC  
September 12, 2019

*As at the date of this notice, the Board comprises Mr. Zhang Jinliang as Chairman and non-executive Director; Mr. Zhang Xuewen and Ms. Yao Hong as executive Directors; Mr. Han Wenbo, Mr. Tang Jian, Mr. Liu Yaogong, Mr. Liu Yue and Mr. Ding Xiangming as non-executive Directors; Mr. Ma Weihua, Ms. Bi Zhonghua, Mr. Fu Tingmei, Mr. Gan Peizhong and Mr. Hu Xiang as independent non-executive Directors.*

\* *Postal Savings Bank of China Co., Ltd. is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.*

*Notes:*

1. According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions proposed at the 2019 Second EGM will be voted by poll. After the 2019 Second EGM, relevant voting results will be published on the website of the Bank ([www.psb.com](http://www.psb.com)) as well as the disclosure website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).
2. A shareholder entitled to attend and vote at the 2019 Second EGM announced to be convened herein is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a shareholder of the Bank.
3. The proxy form together with notarized authorization letters of signatories or other authorization documents (if any) shall be invalid unless they are filled out and returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Registered Office of the Bank (for Domestic Shareholders) not less than 24 hours before the time designated for holding the 2019 Second EGM or any adjournment thereof. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2019 Second EGM or any adjournment thereof if you so wish.
4. To determine the name list of H Shareholders entitled to attend the 2019 Second EGM, the Bank will suspend registration of transfer of H Shares from Sunday, September 29, 2019 to Tuesday, October 2, 2019 (both days inclusive). To attend the 2019 Second EGM, H Shareholders shall, before 4:30 p.m. on Friday, September 27, 2019, submit the shares and share transfer documents to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong.
5. For joint holders, only the one whose name stands first in the Register shall be entitled to attend the 2019 Second EGM and vote in respect thereof.
6. Shareholders who intend to attend the 2019 Second EGM in person or by proxy shall submit the reply slip for 2019 Second EGM in person or by mail to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Registered Office of the Bank (for Domestic Shareholders) on or before Wednesday, October 9, 2019.
7. Shareholders or their proxies shall present their identity documents when attending the 2019 Second EGM:
  - (1) Legal representatives of legal person Shareholders who attend the meeting shall provide their valid personal identification, valid proof of their capacity as legal representatives and proof of identity as a Shareholder; where the legal representatives delegate others to attend the meeting, proxies of the Shareholder shall provide, in addition to the documents above, their valid personal identification and written form of proxy provided by the legal representatives (including those signed by an authorized person) according to laws. Where the other persons are authorized to attend the meeting by the legal person Shareholders, they shall provide their valid personal identification, resolution of the authorization by the board of directors of legal person Shareholders or other decision making institution and proof of identity as a Shareholder.
  - (2) Natural person Shareholders who attend the meeting in person shall provide their valid personal identification and proof of identity as a Shareholder; where others are delegated to attend the meeting, proxies of Shareholders shall provide their valid personal identification, the authorization letters from the Shareholders and documents proving their shareholder identities.

8. According to the Articles of Association, if the number of shares of the Bank pledged by the shareholder is equal to or greater than 50% of the shares held by such shareholder in the Bank, the voting right attached to the pledged shares may not be exercised at the shareholders' meeting. Upon completion of the share pledge registration, the shareholder shall timely provide the Bank with information relating to the share pledge.
9. The 2019 Second EGM is expected to last for not more than half a day. Shareholders or their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.
10. The address of Computershare Hong Kong Investor Services Limited is 17M Floor and Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
11. The address of the Bank's Registered Office is No. 3 Financial Street, Xicheng District, Beijing.  
  
Tel.: 86-10-68858158  
Fax: 86-10-68858165
12. Unless otherwise specified, the dates and time contained in this notice are in Hong Kong time.