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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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.

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SINCE 1908 YOUR WEALTH MANAGEMENT BANK

# 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, 4605 (Preference Share))**

**FIXED ASSETS INVESTMENT PLAN  
PROPOSAL IN RELATION TO THE UTILIZATION REPORT OF FUNDS RAISED  
EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS ON THE  
PROPOSAL ON THE PUBLIC ISSUANCE OF A SHARE CONVERTIBLE  
CORPORATE BONDS  
AND THE AUTHORIZATION PERIOD  
REVISED ANNUAL REMUNERATION PLAN FOR INDEPENDENT NON-  
EXECUTIVE DIRECTORS  
REVISED ANNUAL REMUNERATION PLAN FOR EXTERNAL SUPERVISORS  
PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS  
PROPOSED APPOINTMENT AND RE-ELECTION OF SHAREHOLDER  
SUPERVISORS AND EXTERNAL SUPERVISORS  
AND  
NOTICE OF AGM  
NOTICE OF THE 2019 FIRST H SHAREHOLDERS CLASS MEETING**

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The notice convening the AGM and the H Shareholders Class Meeting to be held at Wyndham Grand Plaza Royale Oriental Shanghai, No. 2288 Pudong Avenue, Shanghai, the PRC at 9:30 a.m. on Friday, 21 June 2019, is set out on pages 20 to 24 and pages 25 to 27 of this circular respectively.

If you intend to appoint a proxy to attend the AGM and the H Shareholders Class Meeting, you are required to complete and return the accompanying proxy forms 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 and the H Shareholders Class Meeting or any adjourned meeting thereof. Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM and the H Shareholders Class Meeting or at any adjourned meeting thereof should you so wish.

If you intend to attend the AGM and the H Shareholders Class Meeting 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 Friday, 31 May 2019.

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## DEFINITIONS

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

“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
“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
“AGM”	means the general meeting of the Bank to be held at 9:30 a.m. on Friday, 21 June 2019
“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 29 April 2019, 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, for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region and Taiwan

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## DEFINITIONS

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“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
“Supervisory Committee”	means the supervisory committee of the Bank

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## LETTER FROM THE BOARD

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SINCE 1908 YOUR WEALTH MANAGEMENT BANK

# 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, 4605 (Preference Share))

*Executive Directors:*

Mr. Ren Deqi  
Mr. Hou Weidong  
Mr. Wu Wei

*Non-executive Directors:*

Mr. Wong Tung Shun, Peter  
Mr. Wang Taiyin  
Mr. Song Guobin  
Mr. He Zhaobin  
Ms. Wong Pik Kuen, Helen  
Mr. Liu Hanxing  
Mr. Luo Mingde  
Mr. Liu Haoyang

*Independent Non-executive Directors:*

Mr. Yu Yongshun  
Ms. Li Jian  
Mr. Liu Li  
Mr. Yeung Chi Wai, Jason  
Mr. Woo Chin Wan, Raymond  
Mr. Cai Haoyi

*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

6 May 2019

*To the Shareholders*

Dear Sir or Madam,

**FIXED ASSETS INVESTMENTS PLAN  
PROPOSAL IN RELATION TO THE UTILIZATION REPORT OF FUNDS RAISED  
EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS ON THE  
PROPOSAL ON THE PUBLIC ISSUANCE OF A SHARE CONVERTIBLE  
CORPORATE BONDS  
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REVISED ANNUAL REMUNERATION PLAN FOR INDEPENDENT NON-  
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PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS  
PROPOSED APPOINTMENT AND RE-ELECTION OF SHAREHOLDER  
SUPERVISORS AND EXTERNAL SUPERVISORS  
AND  
NOTICE OF AGM  
NOTICE OF THE 2019 FIRST H SHAREHOLDERS CLASS MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

Reference is made to the announcement of the Bank dated 29 April 2019 in relation to extension of the validity period of the resolutions on the proposal on the public issuance of A share convertible corporate bonds and the authorization period, proposed appointment and re-election of Directors, and proposed appointment and re-election of shareholder Supervisors and external Supervisors.

The purpose of the circular is to provide you with detailed information in relation to, among other things, (i) fixed assets investment plan; (ii) proposal in relation to the utilization report of funds raised; (iii) extension of the validity period of the resolutions on the proposal on the public issuance of A share convertible corporate bonds and the authorization period; (iv) revised annual remuneration plan for independent non-executive Directors; (v) revised annual remuneration plan for external Supervisors; (vi) proposed appointment and re-election of Directors; and (vii) proposed appointment and re-election of shareholder Supervisors and external Supervisors, in order for you to make an informed decision to vote for or against the proposed resolutions at the AGM and the H Shareholders Class Meeting.

### 2. FIX ASSETS INVESTMENT PLAN

The investment plan in respect of fixed assets (the fixed assets and the construction-in progress) of the Bank will be RMB5 billion for the year 2019, representing a decrease of 17.76% as compared with the plan last year, and an increase of 9.08% as compared with the actual amount last year. It is expected that by the end of the year 2019, the balance of net fixed assets will account for approximately 0.6% of the total assets of the Bank.

The proposed investment in fixed assets for the year 2019 will be primarily used to explore various onshore and offshore businesses development of the Bank, which will be principally used for purchases, construction and renovation of business premises, transportation instruments and purchases of equipment, accounting for 48.4%, 1.6% and 50.0% of the total investment, respectively.

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

### 3. PROPOSAL IN RELATION TO THE UTILIZATION REPORT OF FUNDS RAISED

The Board has resolved on 11 April 2019 to approve the proposal in relation to The Utilisation Report of Funds Raised of Bank of Communications Co., Ltd.(the "**Utilization Report of Funds Raised**").

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

Please refer to Appendix I to this circular for details of the Utilization Report of Funds Raised.

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## LETTER FROM THE BOARD

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### 4. EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS ON THE PROPOSAL ON THE PUBLIC ISSUANCE OF A SHARE CONVERTIBLE CORPORATE BONDS AND THE AUTHORIZATION PERIOD

The 2017 annual general meeting, the 2018 first H shareholders class meeting and 2018 first A shareholders class meeting dated on 29 June 2018 held by the Bank considered and approved the Proposal in Respect of the Plan of Public Issuance of A Share Convertible Corporate Bonds (the “**Issuance of A Share Convertible Bonds**”), and authorized the Board to exercise full power to deal with matters relating to the Issuance of A Share Convertible Bonds under the framework and principles considered and passed by the general meeting and shareholders class meetings and to delegate the aforesaid authorization to the chairman of the Board, presidents of Bank, executive vice presidents in charge and the secretaries of the Board, with the aforesaid authorization, unless otherwise stated by laws and regulations, all of whom can exercise the power jointly or separately. The validity period of the resolutions on the Issuance of A Share Convertible Bonds (the “**Validity Period of the Resolutions**”) and the authorization period related to the Issuance of A Share Convertible Bonds (the “**Authorization Period**”) as approved by the general meeting and shareholders class meetings aforementioned shall both be twelve months, from 29 June 2018 to 28 June 2019.

At present, the preparation work of the Issuance of A Share Convertible Bonds is being made in an active and steady manner by the Bank. In order to guarantee the consistency and effectiveness of the work related to the Issuance of A Share Convertible Bonds and to carry out the follow-up work smoothly, the 26th meeting of the 8th session of the Board held on 29 April 2019 considered and approved the Proposal in Respect of the Extension of the Validity Period of the Resolutions and the Authorization Period on the Public Issuance of A Share Convertible Corporate Bonds at the General Meeting, consenting to the extension of both the Validity Period of the Resolutions and the Authorization Period relating to Issuance of A Share Convertible Bonds for twelve months from the expiration date of the aforesaid validity period to 28 June 2020.

Except for extension of the Validity Period of the Resolutions and the Authorization Period, the other matters and contents related to the Issuance of A Share Convertible Bonds considered and approved by the 2017 annual general meeting, the 2018 first A shareholders class meeting and 2018 first H shareholders class meeting of the Bank remains unchanged.

Such proposal will be put forward at the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting for Shareholders’ consideration and approval by way of special resolution.

### 5. REVISED ANNUAL REMUNERATION PLAN FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

In order to give full play to the role of independent Directors and continuously improve the level of corporate governance, on the basis of the annual remuneration for independent directors of other listed banks in China, the Board has resolved to propose to revise the annual remuneration structure for independent non-executive Directors of the Bank from “annual fixed basic salary” to “annual fixed basic salary plus special committee performance allowance”, among which: the annual fixed basic remuneration of RMB250,000 per

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## LETTER FROM THE BOARD

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person per year before tax remains unchanged; the performance allowances for the chairman and members of the special committee 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.

If the independent non-executive Director of the Bank has served for less than one year, the remuneration shall be paid according to the actual number of months during the tenure of office. The personal income tax involved in the remuneration shall be withheld and paid by the Bank.

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

### **6. REVISED ANNUAL REMUNERATION PLAN FOR EXTERNAL SUPERVISORS**

In order to give full play to the role of external Supervisors and continuously improve the level of corporate governance, on the basis of the annual remuneration for external supervisors of other listed banks in China, the Board has resolved to propose to revise the annual remuneration structure for external Supervisors of the Bank from "annual fixed basic salary" to "annual fixed basic salary plus special committee performance allowance", among which: the annual fixed basic remuneration of RMB200,000 per person per year before tax remains unchanged; the performance allowances for the chairman and members of the special committee of the Supervisory Committee 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.

If the external Supervisor of the Bank has served for less than one year, the remuneration shall be paid according to the actual number of months during the tenure of office. The personal income tax involved in the remuneration shall be withheld and paid by the Bank.

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

### **7. PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS**

At the meeting held on 29 April 2019, the Board proposed that, Mr. Chan Siu Chung, Mr. Song Hongjun, and Mr. Chen Junkui were nominated as the non-executive Directors, and Mr. Shi Lei was nominated as the independent non-executive Director. On the same day, the Board also resolved to re-elect Mr. Ren Deqi, Mr. Hou Weidong, and Mr. Wu Wei as the executive Directors, Ms. Wong Pik Kuen, Helen and Mr. Liu Haoyang as the non-executive Directors, Ms. Li Jian, Mr. Liu Li, Mr. Yeung Chi Wai, Jason, Mr. Woo Chin Wan, Raymond and Mr. Cai Haoyi as the independent non-executive Directors. The other Directors who have not been re-elected shall continue to perform their duties according to article 127 of the Articles of Association.

In consideration of the candidates of the independent non-executive Directors, the nomination committee has considered their past performance, their written confirmation of independence to the Company under Rule 3.13 of Listing Rules and takes consideration of their skills, background, knowledge and experiences. Ms. Li Jian, Mr. Liu Li, Mr. Yeung Chi Wai, Jason, Mr. Woo Chin Wan, Raymond, Mr. Cai Haoyi and Mr. Shi Lei have extensive experience in different sectors, including finance, accounting, and



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## LETTER FROM THE BOARD

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law, etc. In addition, their education, background, experience and practice enable them to provide relevant valuable opinions, and contribute to the diversity of the Board. None of them holds a position as a director in seven or more than seven listed companies, therefore, they are able to devote sufficient time and attention to the Company.

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

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 the appointment of new Director candidates, namely Mr. Chan Siu Chung, Mr. Song Hongjun, Mr. Chen Junkui and Mr. Shi Lei are subject to the approval of the CBIRC on their qualifications.

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

The Bank will not enter into any service contract with each Directors which provides for a specific term. The term of office of Mr. Ren Deqi, Mr. Hou Weidong, Mr. Wu Wei, Ms. Wong Pik Kuen, Helen, Mr. Liu Haoyang, Ms. Li Jian, Mr. Liu Li, Mr. Yeung Chi Wai, Jason, Mr. Woo Chin Wan, Raymond and Mr. Cai Haoyi will take effect from the date of approval by the Shareholders at the AGM, and the term of office of Mr. Chan Siu Chung, Mr. Song Hongjun, Mr. Chen Junkui and Mr. Shi Lei 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, Mr. Hou Weidong, and Mr. Wu Wei 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 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; other appointed Directors will not receive any remuneration from the Bank.

After Mr. Chan Siu Chung, Mr. Song Hongjun, Mr. Chen Junkui and Mr. Shi Lei are appointed as Directors of the Bank, Mr. Wong Tung Shun, Mr. Liu Hanxing, Mr. Luo Mingde, and Mr. Yu Yongshun will end their term as Directors.

### **8. PROPOSED APPOINTMENT AND RE-ELECTION OF SHAREHOLDER SUPERVISORS AND EXTERNAL SUPERVISORS**

At the meeting held on 29 April 2019, the Supervisory Committee proposed to appoint Mr. Feng Xiaodong as shareholder Supervisors and Mr. Chen Hanwen as an external Supervisor. On the same day, the Supervisory Committee also proposed to re-elect Mr. Wang Xueqing, as the shareholder Supervisor, and Ms. Tang Xinyu, Ms. Xia Zhihua and Mr. Li Yao as external Supervisors.

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

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## LETTER FROM THE BOARD

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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 publish an announcement when relevant resolutions are passed by the employee representatives' general meeting and take effect.

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

The Bank will not enter into any service contract which provides for a specific term with each of the shareholder Supervisors and external Supervisors. According to the Articles of Association, the term of office of each Supervisor, including employee Supervisors, 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, external Supervisors will receive remuneration from the Bank; and other appointed shareholder Supervisors will not receive any remuneration from the Bank.

Mr. Gu Huizhong, Mr. Zhao Yuguo, Mr. Liu Mingxing and Ms. Zhang Lili, each as a shareholder Supervisor, will end their term as Supervisors of the Bank from the date of the AGM.

### **9. THE AGM AND THE SHAREHOLDERS CLASS MEETINGS**

The AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting will be held at the Wyndham Grand Plaza Royale Oriental Shanghai, No.2288 Pudong Avenue, Shanghai, the PRC at 9:30 a.m. on Friday, 21 June 2019. The notices convening the AGM and the H Shareholders Class Meeting are set out on pages 20 to 24 and pages 25 to 27 of this circular respectively.

To the best of the Directors' knowledge, information and belief, no Shareholder shall abstain from voting on any resolutions at the AGM and the 2019 first A Shareholders Class Meeting. SSF, holding 1,877,513,451 A Shares and 9,049,265,332 H Shares, and the Ministry of Finance, holding 15,148,693,829 A Shares and 4,553,999,999 H Shares, will abstain from voting on the special resolution for approving the proposal on extension of the validity period of the resolutions on the proposal on the public issuance of A share convertible corporate bonds and the authorities period at the 2019 first H shareholders class meeting. Save as the SSF and the Ministry of Finance, no other Shareholder shall abstain from voting at the 2019 first H Shareholders Class Meeting.

If you intend to appoint a proxy to attend the AGM and/or the H Shareholders Class Meeting, you are required to complete and return the accompanying proxy forms in accordance with the instructions printed thereon. For holders of H shares, the proxy forms 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 the H Shareholders Class Meeting or any adjourned meeting thereof. Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM or the H Shareholders Class Meeting or at any adjourned meeting thereof should you so wish.

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## LETTER FROM THE BOARD

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If you intend to attend the AGM and the H Shareholders Class Meeting 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 Friday, 31 May 2019.

### **10. RECOMMENDATION**

The Board considers that resolutions set out in the notice of the AGM and the H Shareholders Class Meeting 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 and H Shareholders Class Meeting.

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

**UTILIZATION REPORT OF FUND RAISED OF  
BANK OF COMMUNICATIONS CO., LTD.**

Pursuant to the requirements of Regulations on Utilization Report of Fund Raised From Previous Issuances issued by the China Securities Regulatory Commission (“CSRC”) (Zheng Jian Fa Xing Zi [2007] No. 500), the Board of the Bank of Communication Co., Ltd. (the “Bank”) has formulated this Utilization Report of Fund Raised From Previous Issuances by the end of 31 December 2018 as follows.

**PREVIOUS FUNDS RAISED**

Pursuant to the Approval of China Banking and Insurance Regulatory Commission on the Bank of Communication Co., Ltd.’s Issuance of Preference Shares (Yin Jian Fu [2015] No. 660) and the Approval of China Securities Regulatory Commission on the Bank of Communication Co., Ltd.’s Non-public Issuance of Preference Shares (Zheng Jian Xu Ke [2016] No. 1312), the Bank made a non-public issuance of 450,000,000 domestic preference shares (the “**Preference Shares Issued**”) on September 2016. The Preference Shares Issued have a face value of RMB100 per share, are proved at bar (face value) and raised total funds of RMB45,000,000,000. After the deduction of issuance expenses of RMB47,958,491, the net funds raised from the Preference Shares Issued are RMB44,952,041,509 (the “**Previous Funds Raised**”).

As at 7 September 2016, the funds of RMB45,000,000,000 (including issuance expenses of RMB47,958,491) were remitted to the Bank’s special account, which means that all the funds raised were received. The receiving of the funds raised has been verified by PricewaterhouseCoopers Zhong Tian LLP with the issuance of Verification Report on Bank of Communication Co., Ltd.’s Funds Raised by Non-public Issuance of Preference Shares (PricewaterhouseCoopers Zhong Tian Verification [2016] No. 1039).

**ACTUAL USE OF PREVIOUS FUNDS RAISED**

After the deduction of issuance expenses, the Bank added all of the net funds of RMB44,952,041,509 raised from the Preference Shares Issued to its other tier-1 capital. As at 31 December 2018, the amount of funds raised in the special account is RMB0. The Bank used the Previous Funds Raised entirely as supplements to other tier-1 capital, in line with the purpose of funds committed in the offering document of the Preference Shares Issued.

The table below sets forth the actual use of the Previous Funds Raised as at 31 December 2018:

**APPENDIX I****PROPOSAL IN RELATION TO THE  
UTILIZATION REPORT OF FUNDS RAISED***Unit: Renminbi Yuan*

Net amount of funds raised : 44,952,041,509						Accumulated total amount of funds used : 44,952,041,509				
Total amount of funds in relation to a change in original use: 0						Accumulated total amount of funds used:				
Percentage of amount of funds in relation to a change of original use: 0%						2016: 44,952,041,509				
Investment Project			Total funds invested			Accumulated funds invested as at 31 December 2018				Date that the project is scheduled to be functionally available (or proportion of No. project completion)
No.	Committed investment project	Actual investment Project	Committed investment amount	Adjusted investment amount	Actual investment amount	Committed investment amount	Adjusted investment amount	Actual investment amount	The difference between actual investment amount and committed amount	
1	Replenishment of other tier-1 capital	Replenishment of other tier-1 capital	44,952,041,509	44,952,041,509	44,952,041,509	44,952,041,509	44,952,041,509	44,952,041,509	0	NA

As at 31 December 2018, the Bank has used the Previous Funds Raised entirely as supplements to other tier-1 capital of the Bank in accordance to the committed purpose of the funds raised.

The actual benefit of the utilization of the Previous Funds Raised as at 31 December 2018 is as below:

*Unit: Renminbi Yuan*

Actual investment project		Accumulated capacity utilization rate of the investment project as at 31 December 2018	Committed benefit	Actual benefits in the last three years and one quarter			Accumulated actual utilization rate as at 31 December 2018	Whether to reach the estimate No. benefit
No.	Name of project			2018	2017	2016		
1	Replenishment of other tier-1 capital	NA	NA	NA	NA	NA	NA	NA

The Bank has compared the actual use of the aforesaid raised funds with the relevant contents in the annual report, interim report and other information disclosed in the disclosure documents issued from 2016 to 31 December 2018. There is no discrepancy between actual use and the relevant contents disclosed therein.

The Board of Directors of  
**Bank of Communications Co., Ltd.**  
 10 April 2019

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

**EXECUTIVE DIRECTORS:**

Mr. Ren Deqi, aged 55, is of Chinese nationality with the professional title of senior economist. Mr. Ren served as the vice chairman, executive Director and president of the Bank from August 2018. Mr. Ren served as executive director and executive vice president of Bank of China from December 2016 to June 2018, during such period, Mr. Ren also served as a non-executive director of BOC Hong Kong (Holdings) Limited from October 2015 to June 2018, president of Shanghai RMB Trading Unit of BOC from September 2016 to June 2018 and executive vice president of Bank of China from July 2014 to November 2016. Mr. Ren successively served as deputy general manager of credit approval department, general manager of risk control department, general manager of credit management department, president of the Hubei Provincial Branch and general manager of risk management department of China Construction Bank from August 2003 to May 2014. Mr. Ren had worked successively in the Changling Sub-branch of Yueyang Branch, Yueyang City Central Sub-branch, Yueyang Branch, credit management committee office and credit risk management department of China Construction Bank from July 1988 to August 2003. Mr. Ren obtained his Master's degree in Engineering from Tsinghua University in 1988.

Mr. Hou Weidong, aged 59, is of Chinese nationality with the professional title of senior engineer. Mr. Hou has been serving as an executive Director since October 2015, executive vice president and chief information officer of the Bank since December 2010. (Mr. Hou ceased to concurrently act as the chief information officer since January 2017.) Mr. Hou served as the chief information officer of the Bank from August 2004 to December 2010, general manager of the information technology department of the Bank from November 2002 to August 2004 and deputy general manager of computer department of the Bank from April 2002 to November 2002. Mr. Hou successively served as deputy general manager of technology security department and general manager of data centre in ICBC from November 1998 to April 2002. Mr. Hou obtained his Doctoral degree in Economics from Peking University in 2003.

Mr. Wu Wei, aged 49, with Chinese nationality. Mr. Wu has been serving as an executive Director, the vice president and chief financial officer of the Bank since January 2019. He served as vice president and chief financial officer of the Bank from September 2017 to January 2019, chief financial officer of the Bank from April 2015 to August 2017 and concurrently held position as general manager of the asset and liability management department. He successively served as the general manager of the investment banking department of the Bank and president of the investment banking business centre of the Bank from July 2013 to April 2015 (during which Mr. Wu concurrently acted as the general manager of the asset and liability management department from December 2014). Mr. Wu served as the general manager of the financial budget department of the Bank from October 2011 to July 2013 and the president of Liaoning Provincial Branch of the Bank from January 2010 to October 2011. From July 1998 to January 2010, Mr. Wu successively served as the supervisor, deputy head of the finance division of the finance and accounting department, the deputy general manager of the finance and accounting department, and then deputy general manager and general manager of the financial budget department of the Bank. Mr. Wu worked at the internal audit division of the People's Bank of China, Wuhan Branch from July 1994 to October 1995. In 1998, Mr. Wu received a Doctoral degree in Economics from the Graduate School of the Chinese Academy of Fiscal Sciences of the Ministry of Finance.

**NON-EXECUTIVE DIRECTORS:**

Ms. Wong Pik Kuen, Helen, aged 57, with Chinese Hong Kong nationality. Ms. Wong has been serving as a non-executive Director of the Bank since August 2016. She currently serves as the CEO of HSBC in Greater China and vice chairwoman of HSBC Qianhai Securities Limited. Ms. Wong successively served as the deputy chief executive officer, president and chief executive officer of HSBC Bank (China) Co., Ltd. from August 2009 to February 2015. Ms. Wong successively served as the manager of syndicated loans of HSBC, the senior manager of capital markets department, the head of debt issuance department in Greater China and the managing director of the global banking department in Hong Kong from July 1992 to July 2009. Ms. Wong served as the senior manager of First National Bank of Austria Hong Kong Branch from February 1990 to June 1992, the manager of the credit and market development department of Development Bank of Singapore (Asia) Limited from May 1987 to January 1990, the manager of China department of Bank of Tokyo Hong Kong Branch from October 1986 to May 1987 and the manager of Oversea-Chinese Banking Co., Ltd. Hong Kong Branch from May 1984 to October 1986. Ms. Wong obtained her Bachelor's degree in Social Science from the University of Hong Kong in 1983.

Mr. Chan Siu Chung, aged 56, with Chinese Hong Kong nationality. Mr. Chan has been serving as the Co-head of Markets for Asia-Pacific at the Hong Kong and Shanghai Banking Corporation Limited since August 2013. Mr. Chan joined the Hong Kong and Shanghai Banking Corporation Limited in 1986, and from July 1986 to July 2013, Mr. Chan successively served as the senior dealer, senior interest rate dealer, head of Hong Kong Dollar interest rate and derivatives trading, head of trading in Hong Kong, and concurrently served as Deputy Head of Global Markets Asia Pacific and head of trading in Hong Kong. Mr. Chan graduated from the University of Hong Kong with a Bachelor's degree in Electrical Engineering in 1986 and obtained his Master's degree from Macquarie University in Australia of Applied Finance in 1994.

Mr. Song Hongjun, aged 53, with Chinese nationality. Mr. Song has been serving as the director of pension accounting department of the National Council for Social Security Fund since September 2018. From August 2001 to September 2018, Mr. Song successively served as the deputy division chief of financial division of finance and accounting department, the division chief and deputy head of fund and finance department, and the deputy head of pension accounting department of the National Council for Social Security Fund. From August 1989 to August 2001, Mr. Song successively served as a cadre, the staff member, and senior staff member in financial division of commerce, banking and finance department of Ministry of Finance, the principal staff member in the second financial division of commerce and finance department, the principal staff member in the first division of national debt and finance department, and the deputy division chief of the first financial division of finance department. Mr. Song graduated from Dongbei University of Finance and Economics in 1989, and obtained his Master's degree in Public Administration from the joint program between Peking University and Chinese Academy of Governance in 2008.

Mr. Chen Junkui, aged 44, with Chinese nationality. Mr. Chen has been serving as the deputy director-general of financial management and supervision (internal audit) department of the State Tobacco Monopoly Administration since February 2019. Mr. Chen successively served as the deputy head, head of the finance and asset department of China Tobacco Machinery Group Co., Ltd. from December 2005 to February 2019, the principal staff member in financial management department of China Tobacco Investment Management Co. from September 2005 to December 2005, a cadre of financial department and the senior staff member and principal staff member of financial department of National Tobacco Commodity

Company (Cigarette Filter Material Company) from September 2000 to September 2005, and worked in Beijing Bureau of Geology and Mineral from July 1997 to September 2000. Mr. Chen obtained his Master's degree in Management Science from Capital University of Economics and Business in 2002.

Mr. Liu Haoyang, aged 46, is of Chinese nationality with the professional title of accountant, has been serving as a non-executive Director of the Bank since August 2016. Mr. Liu currently serves as the deputy general manager in the capital operation department of Capital Airports Holding Company since November 2015. He served as the deputy general manager of Capital Airports Financial Co., Ltd. from October 2012 to November 2015, the CFO of Inner Mongolia Airport Group from June 2009 to October 2012, the assistant to the general manager and the deputy general manager of Capital Airports Holding Company from March 2005 to June 2009, assistant manager in the financial department of Jinfei Civil Aviation Economic Development Centre from July 2001 to March 2005, the assistant manager in the financial department of Beijing Huadu Breeding Co., Ltd. from July 1994 to September 1998. Mr. Liu obtained his Master's degree in Management from School of Economics and Management of the China Agricultural University in 2001.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS:**

Ms. Li Jian, aged 65, with Chinese nationality. Ms. Li has been serving as an independent non-executive Director of the Bank since October 2014. Ms. Li currently serves as doctoral supervisor of Finance School and supervisor of post-doctoral research station in Central University of Finance and Economics. Ms. Li has been teaching in Central University of Finance and Economics since 1983. At present, Ms. Li also holds positions such as member of China Society for Finance and Banking, managing member of Chinese Association of Market Economy and independent non-executive director of Bank of Beijing Co., Ltd., China Life Asset Management Company Limited, PICC Life Insurance Company Limited and Dongxing Securities Co., Ltd. Ms. Li obtained her Doctoral degree in Economics from Xi'an Jiaotong University in 1997. Ms. Li enjoyed the special government allowance of the State Council starting in 2004.

Mr. Liu Li, aged 63, is of Chinese nationality with the professional title of certified public accountant. Mr. Liu has been serving as an independent non-executive Director of the Bank since September 2014. Mr. Liu currently holds positions such as professor in Guanghua School of Management of Peking University and deputy head and doctoral supervisor in Finance and Securities Research Centre of Peking University. Mr. Liu has been teaching in Guanghua School of Management (formerly known as business management department of Economic School) of Peking University since January 1986 and taught in Beijing University of Iron and Steel Technology from September 1984 to December 1985. At present, Mr. Liu also holds positions such as independent director of China Machinery Engineering Corporation, China International Capital Corporation, CNPC Capital Co., Ltd. and Shenzhen Success Electronic Co., Ltd. Mr. Liu obtained his Master's degree in Physics from Peking University in 1984 and MBA from Catholic University of Louvain in Belgium in 1989.

Mr. Yeung Chi Wai, Jason, aged 64 and is a lawyer with Chinese Hong Kong nationality. He has been serving as an independent non-executive Director of the Bank since October 2016. Mr. Yeung currently serves as the group chief compliance and risk management officer of Fung Holdings (1937) Limited and its listing companies in Hong Kong since July 2015. At present, he also holds positions such as independent director of China Telecommunications Corporation and member of Hospital Authority Board of Hong Kong.



Mr. Yeung served as the deputy chief executive (personal banking business) of BOC Hong Kong (Holdings) Limited from April 2011 to February 2015, before then Mr. Yeung served as the board secretary of BOC Hong Kong (Holdings) Limited and Bank of China Limited. Mr. Yeung worked in the Hong Kong Government, the Hong Kong Securities and Futures Commission, law firms and companies to deal with works related to Securities Law and supervision over the market. Mr. Yeung graduated from University of Hong Kong, College of Law, United Kingdom, and the University of Western Ontario, Canada in 1978, 1985, and 1991, respectively, and obtained his Master's degree in Business Administration from the University of Western Ontario, Canada in 2001.

Mr. Woo Chin Wan, Raymond, aged 64, with Chinese Hong Kong nationality, is a Hong Kong Certified Public Accountant and a Canadian Chartered Accountant. Mr. Woo has been serving as an independent non-executive Director of the Bank since November 2017. Mr. Woo joined Ernst & Young in June 1985 and served therein until his retirement in June 2015. During his tenure of service in Ernst & Young, Mr. Woo successively served as senior accountant, manager, senior manager, partner, and managing partner. During such period, Mr. Woo served as the managing partner of Ernst & Young Greater China from 2011 to June 2015, a director and the general manager of Ernst & Young Hua Ming from 2007 to 2012 and a member of Ernst & Young's Greater China Leadership Team from 1998 to 2015. From December 1984 to June 1985, Mr. Woo worked at S. W. Woo and Company Limited and concurrently served as a lecturer in the department of management studies of University of Hong Kong until June 1986. Mr. Woo served in Price Waterhouse Canada from September 1982 to October 1984 and Price Waterhouse Hong Kong from September 1979 to August 1980. At present, Mr. Woo serves as the independent non-executive director of Dah Chong Hong Holdings Limited and Lenovo Group Limited. Mr. Woo obtained his Master's degree in Business Administration from York University (Canada) in 1982.

Mr. Cai Haoyi, aged 64, is of Chinese nationality with the professional title of researcher. Mr. Cai has been serving as an independent non-executive Director of the Bank since August 2018. Currently, Mr. Cai is a master supervisor of the PBC School of Finance at Tsinghua University, a doctoral supervisor at University of International Business and Economics, a post-doctoral supervisor at the Financial Research Institute of the People's Bank of China. Mr. Cai served as the chairman of the board of supervisors of China Everbright Bank Company Limited from November 2012 to June 2015 and a non-executive director of Bank of China from August 2007 to November 2012. Mr. Cai worked in the People's Bank of China from July 1986 to March 2007 and successively served as principal staff member of the graduate department of the Financial Research Institute, deputy director of political affairs division, director of political affairs division, director of general office, deputy director of the graduate department, deputy director of Financial Research Institute, deputy director of Research Bureau and secretary-general of Monetary Policy Committee. Mr. Cai graduated from Financial Research Institute of the People's Bank of China with a Ph.D. in Economics in 2001, and received Special Government Allowance issued by the State Council starting in 2003.

Mr. Shi Lei, aged 61, with Chinese nationality, currently serves as a professor, a doctoral supervisor of Fudan University, and the head of the Public Economic Research Centre of Fudan University. Mr. Shi joined Fudan University in 1993, since then, he subsequently served as the head of the China Socialism Market Economy Research Centre, the director of the publicity department of the Communist Party Committee of Fudan University, and the secretary of the Communist Party Committee of Fudan University Economics College. Currently, Mr. Shi also serves as the independent non-executive director of Ko Yo

Chemical (Group) Limited and Sanxiang Impression Co., Ltd. Mr. Shi obtained his Doctorate degree from the Institute of Economics at Shanghai Academy of Social Sciences in 1993. Mr. Shi enjoys the special allowance of the State Council.

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. The above-mentioned Director candidates do not have any relationship with any Director, senior management or substantial shareholders.

As at the Latest Practicable Date, Mr. Ren Deqi holds 100,000 H shares of the Bank, Mr. Hou Weidong holds 80,000 A shares and 20,000 H shares of the Bank, Mr. Wu Wei holds 96,000A shares and 20,000 H shares, and Mr. Chan Siu Chung holds 49,357 H shares of the Bank and 98 shares of the subsidiary of the Bank, BoCom International Holdings Company Limited. Save as disclosed above, no 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 Hong Kong Listing Rules.

The Bank is of the view that Mr. Shi Lei has satisfied the requirement of independence as set out in Rule 3.13 of the Hong Kong Listing Rules.

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

**SHAREHOLDER SUPERVISORS:**

Mr. Feng Xiaodong, aged 52, with Chinese nationality, Senior Economist, shareholder Supervisor. From March 2019 to the present, Mr. Feng has worked as the general counsel director and the director of the audit and legal affairs department of China First Automobile Works (FAW) Group Co., Ltd. (which underwent an organizational change on 28 March 2019). From May 2018 to March 2019, Mr. Feng worked as the director of the audit and legal affairs department (office of the supervisor committee) of China FAW Group Co., Ltd. (name of the organization was changed on 16 May 2018). From December 2017 to May 2018, Mr. Feng acted as the director of the compliance department (office of the supervisor committee) of China FAW Group Co., Ltd. From September 2017 to December 2017, Mr. Feng worked as the director of the Compliance Department (office of the supervisor committee) of China FAW Group. From April 2013 to September 2017, Mr. Feng worked as the director of the audit department of China FAW Group and concurrently as the office director of the supervisor committee (of FAW Car Co., Ltd.). From April 2009 to April 2013, Mr. Feng worked as the deputy director of the organizational and personnel department of China Faw Group. From July 2002 to April 2009, Mr. Feng worked as the deputy director of the human resources department of China FAW Group. From December 2000 to July 2002, Mr. Feng served worked as the director of the personnel department of FAW Foundry Co. Ltd. From May 1997 to December 2000, Mr. Feng worked as the head of the deployment of the personnel department of China FAW Group. From October 1993 to May 1997, Mr. Feng worked as the business director of the deployment division of the personnel department of China FAW Group. From December 1992 to October 1993, Mr. Feng worked as a deputy chief of the workers division of the labor department of China FAW. From July 1988 to December 1992, Mr. Feng worked as a workers manager at the workers division of the labor department of China FAW. Mr Feng has been serving as the external director of Faw Jiefang Automotive Company since July 2016, the supervisor of Guosen Securities Company Limited from August 2017, and the supervisor of Guotai Junan Securities Co., Ltd. from May 2018. Mr. Feng obtained his doctoral degree in Management from Jilin University in 2014.

Mr. Wang Xueqing, aged 51, with Chinese nationality, shareholder Supervisor. Mr. Wang has been serving as a Supervisor since June 2017. Mr. Wang has been serving as the chief accountant of Daqing Oilfield Co., Ltd. (Daqing Petroleum Administration Bureau) and a member of Communist Party Committee of Daqing Oilfield Co. Ltd. since October 2016. Mr. Wang served as the director of finance department of Daqing Oilfield Company from October 2009 to February 2018. From July 2008 to October 2009, Mr. Wang served as the director of financial assets of the first department of Daqing Oilfield Company. He was the head, chief executive, first deputy director and director of the accounting department (centre) of the financial assets department in Daqing Oilfield Company from November 1999 to July 2008. At present, Mr. Wang holds different positions including chairman of Daqing Petroleum (Hong Kong) Co. Ltd., chairman of Daqing Energy (Hong Kong) Co. Ltd., director of Qingdao Qingxin Plastic Co. Ltd, chairman of the board of supervisors of Daqing Oilfield Lishen Pump Co. Ltd., director of DPS Indonesia Co. Ltd., chairman of the board of supervisors of PTINDOSPECENERGY, and vice president of China Equipment Management Association. Mr. Wang obtained his Master's degree from Tianjin University of Finance and Economics in Accounting in 2002. He is a senior accountant at professor level currently.

**EXTERNAL SUPERVISORS:**

Ms. Tang Xinyu, aged 66, with Chinese nationality, external Supervisor. Ms. Tang has been serving as an external Supervisor of the Bank since June 2014. Ms. Tang served as president of enterprise annuity council of Bank of China from January 2011 to July 2013, as chairman of board of directors of Bank of China International Securities Limited from February 2007 to January 2011, as general manager of human resource department of the headquarters of Bank of China from October 2004 to September 2006, as deputy secretary of the Communist Party Committee, secretary of Committee for Discipline Inspection and deputy general manager of Bank of China Beijing Branch from February 2003 to October 2004, as deputy general manager of general internal audit office and general manager of internal audit department of Bank of China from January 1998 to February 2003, as senior manager and associate general manager successively of economic research department of Hong Kong and Macao management office of Bank of China, National Commercial Bank, Hong Kong Branch and Bank of China, Hong Kong Branch from May 1988 to January 1998, as vice researcher and deputy division chief (1986) of information division of international financial research institute of Bank of China from 1981 to May 1988 and as teaching assistant in the Western Languages Department of Peking University from 1977 to 1981. Ms. Tang obtained her bachelor's degree in English from Peking University in 1977 and obtained her MBA degree from the Chinese University of Hong Kong in 1996.

Ms. Xia Zhihua, aged 64, with Chinese nationality, external Supervisor. Ms. Xia has been serving as an external Supervisor of the Bank since June 2016. Ms. Xia served as a member of the Communist Party Committee and the chairman of the board of supervisors of China Life Insurance Co. Ltd. from March 2006 to July 2015. She was accredited by the State Council to serve as deputy head of the general office of the board of supervisors, supervisor (deputy director general level), head of the general office of the board of supervisors and supervisor (bureau level) of China Great Wall Asset Management Corporation, China Economic Development Trust and Investment Company, China Life Insurance (Group) Company and China Export & Credit Insurance Corporation successively from July 2000 to December 2005. Moreover, Ms. Xia served as associate inspector of national treasury bureau of the Ministry of Finance in June 2000. She also served as deputy director-general of national debt financial department and department of national debt of the Ministry of Finance from July 1997 to June 2000. She successively served as principal staff, deputy division chief and division chief of state debt management department of the Ministry of Finance from December 1988 to June 1997 and principal staff of cultural and educational administrative department of Ministry of Finance from December 1984 to November 1988. Ms. Xia obtained Master's degree in Economics from Xiamen University in 1984. At present, Ms. Xia serves as an international internal auditor and a senior economist, enjoying the special government allowance awarded by the State Council.

Mr. Li Yao, aged 48, with Chinese nationality, external Supervisor. Mr. Li has been serving as an external Supervisor of the Bank since October 2017. Mr. Li has been teaching at the School of Finance, Shanghai University of Finance and Economics since April 2000 and served as vice professor and professor successively. He served as vice President of School of Finance from December 2014 to January 2018. From September 2002 to September 2003, Mr. Li served as a visiting vice professor in Visiting Scholar (CCSEP) Program for the purpose of governmental exchange between Chinese and Canadian exchange at Rotman School of Management, University of Toronto. Mr. Li served as the visiting professor of China Scholarship Fund Youth Backbone Program in the management buyout and private equity research centre of Nottingham

University Business School from August 2009 to January 2010. Mr. Li served as a visiting professor of the Fulbright Visiting Research Scholars Program of Boston College in the United States From August 2018 to July 2019. Mr. Li also served as an independent director of Chongqing Rural Commercial Bank Co. Ltd. from October 2014 to December 2015. Mr. Li obtained Ph.D. in Economics from East China Normal University in 1998.

Mr. Chen Hanwen, aged 51, with Chinese nationality, external Supervisor. Mr. Chen is currently a Tier 2 professor and UIBE (Hui Yuan) distinguished professor of the University of International Business and Economics (UIBE), doctoral supervisor, coordinator of postdoctoral programs, chair professor of China Business Executives Academy, Dalian, co-editor-in-chief of China Journal of Accounting Studies published by the Accounting Society of China, editorial board member of the Audit Research published by China Audit Society, member of the Professional Title Assessment Committee of the National Audit Office, member of the Professional Steering Committee of the Chinese Institute of Certified Public Accountants, executive director of China Audit Society and selected for Accounting Master Training Project by the Ministry of Finance. Mr. Chen worked as the secretary general of the Academic Committee of Xiamen University from January 2014 to June 2015, the vice president of the graduate school from August 2012 to June 2015, the vice president of School of Management from June 2008 to August 2012, dean of the accounting department of Xiamen University from May 2004 to December 2008, and received the prestigious Xiamen University Nanqiang Award for outstanding contributions. Mr. Chen currently acts as an independent director of Yango Group Co., Ltd (from April 2017 to April 2020), Dalian Wanda Commercial Properties (from May 2017 to March 2022), Beijing Sanyuan Gene Pharmacy Co. Ltd.(from November 2018 to November 2021), Xiamen International Bank (from May 2013 to May 2019) and Xiamen Bank (from January 2015 to January 2021). Mr. Chen acted as independent non-executive director of Industrial Securities from September 2011 to November 2017 and Minsheng Holdings from December 2015 to December 2017. Mr. Chen received his doctoral degree in Economics from Xiamen University in 1997.

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. The above-mentioned Supervisor candidates do not 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).

Save as disclosed above, the Board and the Supervisory Committee 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 Hong Kong Listing Rules.

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## NOTICE OF AGM

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SINCE 1908 YOUR WEALTH MANAGEMENT BANK

# 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, 4605 (Preference Share))**

### 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 ended 31 December 2018 will be held at Wyndham Grand Plaza Royale Oriental Shanghai, No.2288 Pudong Avenue, Shanghai, the PRC at 9:30 a.m. on Friday, 21 June 2019, 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 2018.
2. To consider and, if thought fit, to approve the report of the supervisory committee of the Bank for the year ended 31 December 2018.
3. To consider and, if thought fit, to approve the financial report of the Bank for the year ended 31 December 2018.
4. To consider and, if thought fit, to approve the profit distribution plan of the Bank for the year ended 31 December 2018.
5. To consider and, if thought fit, to approve the fixed assets investment plan of the Bank for the year ending 31 December 2019.
6. To consider and, if thought fit, to approve the appointment of PricewaterhouseCoopers as the international auditor and PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor of the Bank for the year 2019 for the provision of auditing services and other relevant services to the Bank for a total remuneration of RMB34.445 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 for the year 2019; and to authorise the Board to determine and enter into respective engagement with them.
7. To consider and, if thought fit, to approve the proposal in relation to the utilisation report of funds raised by Bank of Communications Co., Ltd.

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## NOTICE OF AGM

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### **As Special Resolution**

8. To consider and, if thought fit, to approve the extension of the validity period of the resolutions on the proposal on the public issuance of A share convertible corporate bonds and the authorization period.

### **As Ordinary Resolutions**

9. To consider and, if thought fit, to approve the revised annual remuneration plan for independent non-executive directors of the Bank.
10. To consider and, if thought fit, to approve the revised annual remuneration plan for external supervisors of the Bank.
11. To consider and, if thought fit, to appointment and re-election of directors of the Bank:
  - 11.01 To consider and, if thought fit, to approve the re-election of Mr. Ren Deqi as an executive director of the Bank.
  - 11.02 To consider and, if thought fit, to approve the re-election of Mr. Hou Weidong as an executive director of the Bank.
  - 11.03 To consider and, if thought fit, to approve the re-election of Mr. Wu Wei as an executive director of the Bank.
  - 11.04 To consider and, if thought fit, to approve the re-election of Ms. Wong Pik Kuen, Helen as a non-executive director of the Bank.
  - 11.05 To consider and, if thought fit, to approve the appointment of Mr. Chan Siu Chung as a non-executive director of the Bank.
  - 11.06 To consider and, if thought fit, to approve the appointment of Mr. Song Hongjun as a non-executive director of the Bank.
  - 11.07 To consider and, if thought fit, to approve the appointment of Mr. Chen Junkui as a non-executive director of the Bank.
  - 11.08 To consider and, if thought fit, to approve the re-election of Mr. Liu Haoyang as a non-executive director of the Bank.
  - 11.09 To consider and, if thought fit, to approve the re-election of Ms. Li Jian as an independent non-executive director of the Bank.
  - 11.10 To consider and, if thought fit, to approve the re-election of Mr. Liu Li as an independent non-executive director of the Bank.

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## NOTICE OF AGM

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- 11.11 To consider and, if thought fit, to approve the re-election of Mr. Yeung Chi Wai, Jason as an independent non-executive director of the Bank.
- 11.12 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.
- 11.13 To consider and, if thought fit, to approve the re-election of Mr. Cai Haoyi as an independent non-executive director of the Bank.
- 11.14 To consider and, if thought fit, to approve the appointment of Mr. Shi Lei as an independent non-executive director of the Bank.
- 12. To consider and, if thought fit, to approve the appointment and re-election of shareholder supervisors and external supervisors of the Bank:
  - 12.01 To consider and, if thought fit, to approve the appointment of Mr. Feng Xiaodong as a shareholder supervisor of the Bank.
  - 12.02 To consider and, if thought fit, to approve the re-election of Mr. Wang Xueqing as a shareholder supervisor of the Bank.
  - 12.03 To consider and, if thought fit, to approve the re-election of Ms. Tang Xinyu as an external supervisor of the Bank.
  - 12.04 To consider and, if thought fit, to approve the re-election of Ms. Xia Zhihua as an external supervisor of the Bank.
  - 12.05 To consider and, if thought fit, to approve the re-election of Mr. Li Yao as an external supervisor of the Bank.
  - 12.06 To consider and, if thought fit, to approve the appointment of Mr. Chen Hanwen as an external supervisor of the Bank.

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

Shanghai, the PRC  
6 May 2019

*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 Tuesday, 21 May 2019 are entitled to attend the AGM with their passports or other identity papers.



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## NOTICE OF AGM

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The register of members for H shares of the Bank will be closed from Wednesday, 22 May 2019 to Friday, 21 June 2019 (both days inclusive), during which time 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Tuesday, 21 May 2019.

The Board has recommended a final dividend for the year ended 31 December 2018 of RMB0.30 per share (inclusive of tax) (the **"Final Dividend"**). If the resolution regarding the payment of the Final Dividend is approved by the Shareholders at the AGM, it is expected to be distributed on Thursday, 25 July 2019 to the shareholders whose names appear on the register of members of H shares of the Bank on Tuesday, 2 July 2019, and on Tuesday, 9 July 2019 to the shareholders whose names appear on the register of members of A shares of the Bank at the close of business on Monday, 8 July 2019.

The Register of Members will be closed from Thursday, 27 June 2019 to Tuesday, 2 July 2019 (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 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, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, 26 June 2019.

### 2. 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).

### 3. 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 Friday, 31 May 2019 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 Yincheng 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).

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## NOTICE OF AGM

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### 4. 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.

### 5. 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 Bank chop.

*As at the date of this notice, the directors of the Bank are Mr. Ren Deqi, Mr. Wong Tung Shun, Peter\*, Mr. Hou Weidong, Mr. Wu Wei, Mr. Wang Taiyin\*, Mr. Song Guobin\*, Mr. He Zhaobin\*, Ms. Wong Pik Kuen, Helen\*, Mr. Liu Hanxing\*, Mr. Luo Mingde\*, Mr. Liu Haoyang\*, Mr. Yu Yongshun<sup>#</sup>, Ms. Li Jian<sup>#</sup>, Mr. Liu Li<sup>#</sup>, Mr. Yeung Chi Wai, Jason<sup>#</sup>, Mr. Woo Chin Wan, Raymond<sup>#</sup>, and Mr. Cai Haoyi<sup>#</sup>.*

\* Non-executive directors

<sup>#</sup> Independent non-executive directors

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## NOTICE OF THE 2019 FIRST H SHAREHOLDERS CLASS MEETING

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SINCE 1908 YOUR WEALTH MANAGEMENT BANK

# 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, 4605 (Preference Share))**

## NOTICE OF THE 2019 FIRST H SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the 2019 First H Shareholders Class Meeting (the “**H Shareholders Class Meeting**”) of Bank of Communications Co., Ltd. (the “**Bank**”) will be held at Wyndham Grand Plaza Royale Oriental Shanghai, No.2288 Pudong Avenue, Shanghai, the PRC at 9:30 a.m., on Friday, 21 June 2019, for the purpose of passing the following resolution:

### **As Special Resolution:**

1. To consider and, if thought fit, to approve the extension of the validity period of the resolutions on the proposal on the public issuance of A share convertible corporate bonds and the authorization period.

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

Shanghai, the PRC  
6 May 2019

### *Notes:*

#### **1. Circular**

Details of the proposal and resolution to be considered at the H Shareholders Class Meeting are set out in the circular of the Bank dated 6 May 2019, including, among others, detailed information regarding the above proposal.

#### **2. Closure of register of members and eligibility for attending the H Shareholders Class Meeting**

Holders of H shares whose names appear on the register of members for H shares of the Bank at the close of business on Tuesday, 21 May 2019 are entitled to attend the H Shareholders Class Meeting with their passports or other identity papers.

The register of members for H shares of the Bank will be closed from Wednesday, 22 May 2019 to Friday, 21 June 2019 (both days inclusive), during which time no transfer of the H shares will be registered.

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## NOTICE OF THE 2019 FIRST H SHAREHOLDERS CLASS MEETING

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Holders of the H shares intending to attend the H Shareholders Class Meeting 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 Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Tuesday, 21 May 2019.

### 3. Proxy

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

A proxy of H share shareholder who has appointed more than one proxy may only vote on a poll in respect of the H 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 H share 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 H 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 H Shareholders Class Meeting or any adjournment thereof. The Bank's H 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

H share shareholders intending to attend the H Shareholders Class Meeting 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 Friday, 31 May 2019 by hand, post or fax. Failure to return the reply slip will not affect a H share shareholder's right to attend the H Shareholders Class Meeting or any adjournment thereof in person. The Board Office of the Bank is located at No. 188 Yincheng 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 H Shareholders Class Meeting

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions put forward at the H Shareholders Class Meeting will be voted by way of poll except where the chairman of the H Shareholders Class Meeting, 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.

### 6. Other issues

The H Shareholders Class Meeting (on-site meeting) is expected to last for half a day. H share shareholders (in person or by proxy) attending the H Shareholders Class Meeting shall be responsible for their own travelling and accommodation expenses. H share shareholders or their proxies attending the H Shareholders Class Meeting 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 H share shareholder, the photocopies shall be signed by the individual. For photocopies of documents for a corporate H share shareholder, the photocopies shall be stamped with the Bank chop.

According to the Articles of Association of the Bank and the circumstances of the H Shareholders Class Meeting, the resolution proposed at the H Shareholders Class Meeting is not required to be reviewed and approved by the preference shareholders. Therefore, the preference shareholders will not attend the H Shareholders Class Meeting.

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## NOTICE OF THE 2019 FIRST H SHAREHOLDERS CLASS MEETING

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*As at the date of this notice, the directors of the Bank are Mr. Ren Deqi, Mr. Wong Tung Shun, Peter\*, Mr. Hou Weidong, Mr. Wu Wei, Mr. Wang Taiyin\*, Mr. Song Guobin\*, Mr. He Zhaobin\*, Ms. Wong Pik Kuen, Helen\*, Mr. Liu Hanxing\*, Mr. Luo Mingde\*, Mr. Liu Haoyang\*, Mr. Yu Yongshun<sup>#</sup>, Ms. Li Jian<sup>#</sup>, Mr. Liu Li<sup>#</sup>, Mr. Yeung Chi Wai, Jason<sup>#</sup>, Mr. Woo Chin Wan, Raymond<sup>#</sup>, and Mr. Cai Haoyi<sup>#</sup>.*

\* *Non-executive directors*

# *Independent non-executive directors*