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**YOUR WEALTH MANAGEMENT BANK**

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

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

## POLL RESULTS OF AGM HELD ON WEDNESDAY, 25 JUNE 2014

The board of directors (the “**Board**”) of Bank of Communications Co., Ltd. (the “**Bank**”) is pleased to announce that the annual general meeting for the year 2013 (the “**AGM**”) was held at Wyndham Grand Plaza Royale Oriental Shanghai Hotel, No. 2288 Pudong Avenue, Pudong New District, Shanghai, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on Wednesday, 25 June 2014.

At the AGM, the proposed resolutions set out in the notice of the AGM dated 9 May 2014 and the supplemental notice of the AGM dated 10 June 2014 were voted by poll.

### POLL RESULTS OF AGM

The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Valid Votes		
		For	Against	Abstained
1.	To consider and, if thought fit, to approve the report of the board of directors of the Bank for the year ended 31 December 2013.	52,644,123,766 99.9693%	1,224,800 0.0023%	14,929,400 0.0284%
	As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2.	To consider and, if thought fit, to approve the report of the supervisory committee of the Bank for the year ended 31 December 2013.	52,644,123,766 99.9693%	1,224,800 0.0023%	14,929,400 0.0284%
	As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		Number of Valid Votes		
		For	Against	Abstained
3.	To consider and, if thought fit, to approve the audited accounts of the Bank for the year ended 31 December 2013.	52,644,213,766 99.9695%	1,224,800 0.0023%	14,839,400 0.0282%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4.	To consider and, if thought fit, to approve the profit distribution plan of the Bank for the year ended 31 December 2013.	52,645,577,766 99.9721%	63,800 0.0001%	14,636,400 0.0278%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5.	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 2014 for the provision of auditing services and other relevant services to the Bank for a total remuneration of RMB27.8 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 2014; and to authorize the Board to determine and enter into respective engagement with them.	52,645,622,796 99.9722%	4,570 0.000009%	14,650,600 0.0278%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
6.	To consider and, if though fit, to approve the fixed assets investment plan of the Bank for the year ending 31 December 2014.	52,644,079,166 99.9692%	1,116,600 0.0021%	15,082,200 0.0286%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
7.	To consider and, if though fit, to approve the remuneration plan for the directors of the Bank for the year ended 31 December 2013.	52,605,862,417 99.8967%	39,774,409 0.0755%	14,641,140 0.0278%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
8.	To consider and, if though fit, to approve the remuneration plan for the supervisors of the Bank for the year ended 31 December 2013.	52,605,862,417 99.8967%	39,774,409 0.0755%	14,641,140 0.0278%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of Valid Votes		
		For	Against	Abstained
9.	To consider and, if thought fit, to approve the appointment of Ms. Li Jian as an independent non-executive director of the Bank.	52,641,986,988 99.9653%	3,204,334 0.0061%	15,086,644 0.0286%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
10.	To consider and, if thought fit, to approve the appointment of Mr. Song Shuguang as a shareholder representative supervisor of the Bank.	52,519,276,105 99.7322%	125,915,217 0.2391%	15,086,644 0.0286%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
11.	To consider and, if thought fit, to approve the appointment of Ms. Tang Xinyu as an external supervisor of the Bank.	52,641,486,988 99.9643%	3,704,334 0.0070%	15,086,644 0.0286%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
12.	To consider and, if thought fit, to approve the appointment of Mr. Liu Changshun as a non-executive director of the Bank.	52,520,523,966 99.7346%	124,641,812 0.2367%	15,112,188 0.0287%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
13.	To consider and, if thought fit, to approve the appointment of Mr. Liu Li as an independent non-executive director of the Bank.	52,631,129,186 99.9446%	14,036,592 0.0267%	15,112,188 0.0287%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

As at the date of the AGM, the number of total issued shares of the Bank was 74,262,726,645 shares, which was the total number of shares entitling the holders to attend and vote for, against or abstain from all the resolutions proposed at the AGM. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM.

Shareholders and authorized proxies holding an aggregate of 52,660,308,066 shares, representing 70.9108% of the total issued share capital of the Bank, were present at the AGM. The AGM was chaired by Mr. Niu Ximing, the Chairman of the Board.

In compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, acted as scrutineer for the vote-taking at the AGM. Mr. Tu Zhi and Mr. Li Qinxue, as shareholders' representatives, Ms. Chen Qing, as a supervisor representative of the Bank and the lawyer from King & Wood Mallesons, the PRC legal advisor of the Company, were appointed to count the votes at the AGM.

## LAWYERS' CERTIFICATION

Ms. Liu Dongya, the lawyer from King & Wood Mallesons PRC, witnessed the AGM and issued a legal opinion certifying that the convening and procedures of the AGM conform to the requirements of the law, administrative regulations and the articles of association of the Bank; the qualifications of the attendees and the convener of the AGM are legal and valid; and the voting process and the voting results are lawful and valid.

## PAYMENT OF THE FINAL DIVIDEND

Declaration and payment of a final cash dividend for the year ended 31 December 2013 of RMB0.26 (before tax) per share (the “**Final Dividend**”) has been approved at the AGM.

The Final Dividend is expected to be distributed on 15 August 2014 (Friday) to the holders of H shares whose names appear on the register of members of the Bank for H shares on 10 July 2014 (Thursday). Cheques will be despatched to holders of H shares who are entitled to receive such dividend by ordinary post at the holders' risk on 15 August 2014 (Friday) by the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, and dividends will be paid in Hong Kong dollars. Renminbi will be converted to Hong Kong dollars based on the average exchange rate between Renminbi and Hong Kong dollars prevailing on the five trading days (being 18 June 2014 (Wednesday) to 20 June 2014 (Friday) and 23 June 2014 (Monday) to 24 June 2014 (Tuesday)) before the date of the AGM as announced by the People's Bank of China (RMB0.79399 = HK\$1.00).

The register of members of the Bank for H shares will be closed from Saturday, 5 July 2014 to Thursday, 10 July 2014 (both days inclusive), during which time no transfer of shares will be registered. In order to qualify for receiving the Final Dividend, all the transfer documents of the holders of H shares of the Bank must be lodged at the H shares registrar and transfer office of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited 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 Friday, 4 July 2014.

In accordance with the Enterprise Income Tax Law of the PRC and the Rules for the Implementation of the Enterprise Income Tax Law of the PRC, both implemented in 2008, with effect from 1 January 2008, the Bank shall be obliged to withhold and pay PRC enterprise income tax on behalf of non-resident enterprise shareholders with a tax rate of 10% when the Bank distributes any dividends to non-resident enterprise shareholders whose names appear on the register of members of the Bank for H shares. As such, any H shares of the Bank registered other than in the name(s) of individual(s), including HKSCC Nominees Limited, other nominees, trustees, or other organizations or groups, shall be deemed to be held by non-resident enterprise shareholder(s) and the PRC enterprise income tax shall be withheld from any dividends payable thereon.

Pursuant to Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document issued by the State Administration of Tax, the dividend and/or bonus shares to be distributed by the PRC non-foreign invested enterprises whose shares have been issued in Hong Kong to the overseas resident individual shareholders is subject to the individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries where they are residing and the PRC.

The Bank shall comply with the relevant rules and regulations to withhold and pay the PRC income tax on behalf of the relevant shareholders who are listed on the register of members of the Bank for H shares on 10 July 2014 (Thursday) for the Final Dividend.

By order of the Board of  
**Bank of Communications Co., Ltd.**  
**Du Jianglong**  
*Company Secretary*

Shanghai, the PRC  
25 June 2014

*As at the date of this announcement, the directors of the Bank are Mr. Niu Ximing, Mr. Peng Chun, Mr. Qian Wenhui, Ms. Yu Yali, Mr. Hu Huating\*, Ms. Du Yuemei\*, Mr. Wang Taiyin\*, Mr. Wong Tung Shun, Peter\*, Ms. Fung Yuen Mei, Anita\*, Mr. Ma Qiang\*, Mr. Lei Jun\*, Ms. Zhang Yuxia\*, Mr. Wang Weiqiang#, Mr. Peter Hugh Nolan#, Mr. Chen Zhiwu#, Mr. Choi Yiu-kwan#, Mr. Liu Tinghuan# and Mr. Yu Yongshun#.*

\* *Non-executive directors*

# *Independent non-executive directors*