



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/1/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Bank of Communications Co., Ltd. (the "Company")

Date Submitted 3 February 2020

#### I. Movements in Authorised Share Capital

(THE FOLLOWING SHOWS MOVEMENTS IN THE REGISTERED SHARE CAPITAL (AS OPPOSED TO AUTHORISED SHARE CAPITAL) OF THE COMPANY AS THE COMPANY IS INCORPORATED IN THE PRC.)

##### 1. Ordinary Shares

|                                                              |                           |                    |                                   |
|--------------------------------------------------------------|---------------------------|--------------------|-----------------------------------|
| (1) Stock code : <u>03328</u> Description : <u>H Shares</u>  |                           |                    |                                   |
|                                                              | No. of ordinary<br>shares | Par value<br>(RMB) | Authorised share capital<br>(RMB) |
| Balance at close of preceding month                          | <u>35,011,862,630</u>     | <u>1.00</u>        | <u>35,011,862,630</u>             |
| Increase/(decrease)                                          | <u>NIL</u>                | <u></u>            | <u>NIL</u>                        |
| Balance at close of the month                                | <u>35,011,862,630</u>     | <u>1.00</u>        | <u>35,011,862,630</u>             |
| (2) Stock code : <u>601328</u> Description : <u>A Shares</u> |                           |                    |                                   |
|                                                              | No. of ordinary<br>shares | Par value<br>(RMB) | Authorised share capital<br>(RMB) |
| Balance at close of preceding month                          | <u>39,250,864,015</u>     | <u>1.00</u>        | <u>39,250,864,015</u>             |
| Increase/(decrease)                                          | <u>NIL</u>                | <u></u>            | <u>NIL</u>                        |
| Balance at close of the month                                | <u>39,250,864,015</u>     | <u>1.00</u>        | <u>39,250,864,015</u>             |

## 2. Preference Shares

| Stock code : <u>4605</u> Description : <u>U.S.\$2,450,000,000 5.00% Non-Cumulative Perpetual Offshore Preference Shares (“Offshore Preference Shares”)</u> |  | No. of preference shares | Par value (RMB) | Authorised share capital (U.S.\$) (See Remark 1) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------|-----------------|--------------------------------------------------|
| Balance at close of preceding month                                                                                                                        |  | <u>122,500,000</u>       | <u>100.00</u>   | <u>2,450,000,000</u>                             |
| Increase/(decrease)                                                                                                                                        |  | <u>NIL</u>               | <u></u>         | <u>NIL</u>                                       |
| Balance at close of the month                                                                                                                              |  | <u>122,500,000</u>       | <u>100.00</u>   | <u>2,450,000,000</u>                             |

  

| Stock code : <u>360021</u> Description : <u>RMB45,000,000,000 3.90% Non-Cumulative Perpetual Domestic Preference Shares (“Domestic Preference Shares”)</u> |  | No. of preference shares | Par value (RMB) | Authorised share capital (RMB) (See Remark 2) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------|-----------------|-----------------------------------------------|
| Balance at close of preceding month                                                                                                                        |  | <u>450,000,000</u>       | <u>100.00</u>   | <u>45,000,000,000</u>                         |
| Increase/(decrease)                                                                                                                                        |  | <u>NIL</u>               | <u></u>         | <u>NIL</u>                                    |
| Balance at close of the month                                                                                                                              |  | <u>450,000,000</u>       | <u>100.00</u>   | <u>45,000,000,000</u>                         |

## 3. Other Classes of Shares

| Stock code : <u>N/A</u> Description : <u>N/A</u> |  | No. of other classes of shares | Par value (State currency) | Authorised share capital (State currency) |
|--------------------------------------------------|--|--------------------------------|----------------------------|-------------------------------------------|
| Balance at close of preceding month              |  | <u>NIL</u>                     | <u>N/A</u>                 | <u>NIL</u>                                |
| Increase/(decrease)                              |  | <u>NIL</u>                     | <u></u>                    | <u>NIL</u>                                |
| Balance at close of the month                    |  | <u>NIL</u>                     | <u>N/A</u>                 | <u>NIL</u>                                |

Total authorised share capital at the end of the month (**TOTAL REGISTERED SHARE CAPITAL AND PREFERENCE SHARES**) (RMB):

134,244,476,645 (See Remark 3)

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |                       | No. of preference shares          |                                   | No. of other classes of shares |
|---------------------------------------|------------------------|-----------------------|-----------------------------------|-----------------------------------|--------------------------------|
|                                       | (1)<br>H Shares        | (2)<br>A Shares       | (1)<br>Offshore Preference Shares | (2)<br>Domestic Preference Shares |                                |
| Balance at close of preceding month   | <u>35,011,862,630</u>  | <u>39,250,864,015</u> | <u>122,500,000</u>                | <u>450,000,000</u>                | <u>NIL</u>                     |
| Increase/ (decrease) during the month | <u>NIL</u>             | <u>NIL</u>            | <u>NIL</u>                        | <u>NIL</u>                        | <u>NIL</u>                     |
| Balance at close of the month         | <u>35,011,862,630</u>  | <u>39,250,864,015</u> | <u>122,500,000</u>                | <u>450,000,000</u>                | <u>NIL</u>                     |

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) **NO SHARE OPTIONS ISSUED BY THE COMPANY**

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |           |        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------------------------------------------------------------------------------------|---------------------------|-----------|-----------|--------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
|                                                                                                          | Granted                   | Exercised | Cancelled | Lapsed |                                                                      |                                                                                           |
| 1. _____<br>_____<br>_____<br>( / / )<br>shares<br>(Note 1)                                              |                           |           |           |        |                                                                      |                                                                                           |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares<br>(Note 1)                                              |                           |           |           |        |                                                                      |                                                                                           |
| 3. _____<br>_____<br>_____<br>( / / )<br>shares                                                          |                           |           |           |        |                                                                      |                                                                                           |

For Main Board and GEM listed issuers

(Note 1)

|                            |            |
|----------------------------|------------|
| Total A. (Ordinary shares) | <u>NIL</u> |
| (Preference shares)        | <u>NIL</u> |
| (Other class)              | <u>NIL</u> |

Total funds raised during the month from exercise of  
options (State currency) \_\_\_\_\_

Warrants to Issue Shares of the Issuer which are to be Listed **NO WARRANTS ISSUED BY THE COMPANY**

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------------------------------------|---------------------------|-------------------------------------------|----------------------------|-------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1.<br>_____<br>( / / )                                   | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| Stock code (if listed)                                   | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| Class of shares issuable ( <i>Note 1</i> )               | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| Subscription price                                       | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| EGM approval date<br>(if applicable) (dd/mm/yyyy)        | _____                     | ( / / )                                   | _____                      | _____                               | _____                                                                | _____                                                                                     |
| 2.<br>_____<br>( / / )                                   | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| Stock code (if listed)                                   | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| Class of shares issuable ( <i>Note 1</i> )               | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| Subscription price                                       | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| EGM approval date<br>(if applicable) (dd/mm/yyyy)        | _____                     | ( / / )                                   | _____                      | _____                               | _____                                                                | _____                                                                                     |
| 3.<br>_____<br>( / / )                                   | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| Stock code (if listed)                                   | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| Class of shares issuable ( <i>Note 1</i> )               | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| Subscription price                                       | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| EGM approval date<br>(if applicable) (dd/mm/yyyy)        | _____                     | ( / / )                                   | _____                      | _____                               | _____                                                                | _____                                                                                     |
| 4.<br>_____<br>( / / )                                   | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| Stock code (if listed)                                   | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| Class of shares issuable ( <i>Note 1</i> )               | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| Subscription price                                       | _____                     | _____                                     | _____                      | _____                               | _____                                                                | _____                                                                                     |
| EGM approval date<br>(if applicable) (dd/mm/yyyy)        | _____                     | ( / / )                                   | _____                      | _____                               | _____                                                                | _____                                                                                     |
| Total B. (Ordinary shares) <u>NIL</u>                    |                           |                                           |                            |                                     |                                                                      |                                                                                           |
| (Preference shares) <u>NIL</u>                           |                           |                                           |                            |                                     |                                                                      |                                                                                           |
| (Other class) <u>NIL</u>                                 |                           |                                           |                            |                                     |                                                                      |                                                                                           |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                                                                                                                                                          | Currency of amount outstanding                                  | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|------------------------------------|----------------------------|------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. Offshore Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the Offshore Preference Shares | U.S.\$                                                          | 2,450,000,000                      | -                          | 2,450,000,000                | -                                                                    | 2,918,736,559 H shares ( <i>see Remark 4</i> )                                            |
| Stock code (if listed)                                                                                                                                                         | 4605                                                            |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )                                                                                                                                     | H shares                                                        |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                                                                                                                                                             | The initial conversion price is HK\$6.51, subject to adjustment |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)                                                                                                                                 | (18/05/2015)                                                    |                                    |                            |                              |                                                                      |                                                                                           |
| 2. Domestic Preference Shares, convertible compulsorily upon occurrence of a trigger event pursuant to the terms and conditions with respect to the Domestic Preference Shares | RMB                                                             | 45,000,000,000                     | -                          | 45,000,000,000               | -                                                                    | 7,200,000,000 A shares ( <i>see Remark 5</i> )                                            |
| Stock code (if listed)                                                                                                                                                         | 360021                                                          |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 2</i> )                                                                                                                                     | A shares                                                        |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                                                                                                                                                             | The initial conversion price is RMB6.25, subject to adjustment  |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)                                                                                                                                 | (18/05/2015)                                                    |                                    |                            |                              |                                                                      |                                                                                           |
| 3.                                                                                                                                                                             |                                                                 |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                                                                                                                                                         |                                                                 |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )                                                                                                                                     |                                                                 |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                                                                                                                                                             |                                                                 |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)                                                                                                                                 | ( / / )                                                         |                                    |                            |                              |                                                                      |                                                                                           |
| 4.                                                                                                                                                                             |                                                                 |                                    |                            |                              |                                                                      |                                                                                           |
| Stock code (if listed)                                                                                                                                                         |                                                                 |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )                                                                                                                                     |                                                                 |                                    |                            |                              |                                                                      |                                                                                           |

For Main Board and GEM listed issuers

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|------------------------------------------------|--------------------------------|------------------------------------|----------------------------|------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| Subscription price                             |                                |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                            | Total C. (Ordinary shares)   | NIL                                                                  |                                                                                           |
|                                                |                                |                                    |                            | (Offshore Preference shares) | NIL                                                                  |                                                                                           |
|                                                |                                |                                    |                            | (Domestic Preference shares) | NIL                                                                  |                                                                                           |
|                                                |                                |                                    |                            | (Other class)                | NIL                                                                  |                                                                                           |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes) **NO OTHER AGREEMENTS OR ARRANGEMENTS TO ISSUE SHARES ENTERED INTO BY THE COMPANY**

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1.                                                                                                      |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
|                                                                                                         | ( / / )                                                              |                                                                                           |
| ordinary shares (Note 1)                                                                                |                                                                      |                                                                                           |
| 2.                                                                                                      |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
|                                                                                                         | ( / / )                                                              |                                                                                           |
| shares (Note 1)                                                                                         |                                                                      |                                                                                           |
| 3.                                                                                                      |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
|                                                                                                         | ( / / )                                                              |                                                                                           |
| shares (Note 1)                                                                                         |                                                                      |                                                                                           |

For Main Board and GEM listed issuers

|                            |     |
|----------------------------|-----|
|                            |     |
| Total D. (Ordinary shares) | NIL |
| (Preference shares)        | NIL |
| (Other class)              | NIL |
|                            |     |



Other Movements in Issued Share Capital **NO OTHER MOVEMENTS IN THE ISSUED SHARE CAPITAL OF THE COMPANY**

| Type of Issue     |                                 |                                                                                                                          | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------|---------------------------------|--------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. Rights issue   | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )                                                   | _____<br>_____                                                                            |
| 2. Open offer     | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )                                                   | _____<br>_____                                                                            |
| 3. Placing        | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )                                                   | _____<br>_____                                                                            |
| 4. Bonus issue    |                                 | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )                                                   | _____<br>_____                                                                            |
| 5. Scrip dividend | At price : State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment                                                        | ( / / )                                                              | _____                                                                                     |

For Main Board and GEM listed issuers

| Type of Issue              |                                                                                                                                                                                         | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
|                            | date : (dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)                                                                                                                       | _____                                                                | _____                                                                                     |
| 6. Repurchase of shares    | Class of shares repurchased ( <i>Note 1</i> ) _____<br>Cancellation date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)                                        | _____                                                                | _____                                                                                     |
| 7. Redemption of shares    | Class of shares redeemed ( <i>Note 1</i> ) _____<br>Redemption date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)                                             | _____                                                                | _____                                                                                     |
| 8. Consideration issue     | At price : State currency _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____                                                                | _____                                                                                     |
| 9. Capital reorganisation  | Class of shares issuable ( <i>Note 1</i> ) _____<br>Issue and allotment date : ( / / )<br>(dd/mm/yyyy)<br>EGM approval date: ( / / )<br>(dd/mm/yyyy)                                    | _____                                                                | _____                                                                                     |
| 10. Other (Please specify) | At price : State currency _____<br>Class of shares issuable ( <i>Note 1</i> ) _____                                                                                                     | _____                                                                | _____                                                                                     |

For Main Board and GEM listed issuers

| Type of Issue |                                         | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|-----------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
|               | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|               | EGM approval date: (dd/mm/yyyy)         | ( / / )                                                              |                                                                                           |
|               | Total E. (Ordinary shares)              | NIL                                                                  |                                                                                           |
|               | (Preference shares)                     | NIL                                                                  |                                                                                           |
|               | (Other class)                           | NIL                                                                  |                                                                                           |

|                                                                                                                         |     |     |
|-------------------------------------------------------------------------------------------------------------------------|-----|-----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | NIL |
|                                                                                                                         | (2) | NIL |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               | (1) | NIL |
|                                                                                                                         | (2) | NIL |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | NIL |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |     |

Remarks (if any):

1. Calculated in accordance with the number of Offshore Preference Shares and the amount of proceeds raised from the issuance of each share, which is US\$20 for each Offshore Preference Share issued.
2. Calculated in accordance with the number of Domestic Preference Shares and the amount of proceeds raised from the issuance of each share, which is RMB100 for each Domestic Preference Share issued.
3. Calculated based on the aggregate of ordinary share capital and the total proceeds raised from the issuance of all Offshore Preference Shares and Domestic Preference Shares, in which the total amount of proceeds raised from the issuance of all Offshore Preference Shares is converted into Renminbi at the middle exchange rate between U.S. dollars and Renminbi of RMB6.1150 to US\$1.00 as published by the People's Bank of China on 29 July 2015.
4. The initial conversion price is equal to the average trading price of the H shares of the Company for the 20 trading days preceding 26 March 2015, the date of passing of the board resolution in respect of the issuance plan of the Offshore Preference Shares, i.e. HK\$6.51 per H Share. The number of H shares issuable upon conversion of all Offshore Preference Shares is equal to the aggregate liquidation preference of all the Offshore Preference Shares (being U.S.\$20 each, as converted into Hong Kong dollars at the fixed exchange rate of U.S.\$1.00 to HK\$7.7555) divided by the initial conversion price rounded down to the nearest whole number of H shares.
5. The initial mandatory conversion price is equal to the average trading price of the A shares of the Company for the 20 trading days preceding 26 March 2015, the date of the passing of the board resolution in respect of the issuance plan of the Domestic Preference Shares, i.e. RMB6.25 per share. The number of A shares issuable upon conversion of all Domestic Preference Shares is equal to the aggregate par value of Domestic Preference Shares (being RMB100 each) divided by the initial mandatory conversion price.

Submitted by: Gu Sheng

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*