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If you have sold or transferred all your shares in **Bank of Communications Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



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

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

(Stock Code: 03328, 4605 (Preference Share))

**INCREASE IN THE AMOUNT OF EXTERNAL DONATIONS
FOR THE YEAR 2020
PROPOSED APPOINTMENT OF DIRECTORS
PROPOSED APPOINTMENT OF EXTERNAL SUPERVISOR
FIX ASSETS INVESTMENT PLAN
AND
NOTICE OF AGM**

The notice convening the AGM to be held at Bocom Financial Tower, No. 188 Yincheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Tuesday, 30 June 2020, is set out on pages 10 to 12 of this circular.

If you intend to appoint a proxy to attend the AGM, 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 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 at any adjourned meeting thereof should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited, or to the Board Office of the Bank on or before Tuesday, 9 June 2020.

12 May 2020

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DEFINITIONS

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

“AGM”	means the general meeting of the Bank to be held at 9:30 a.m. on Tuesday, 30 June 2020
“Articles of Association”	means the articles of association of Bank of Communications Co., Ltd. (as amended from time to time)
“A Share(s)”	means the domestic share(s) of par value of RMB1.00 each in the share capital of ordinary shares of the Bank which is/are listed on the Shanghai Stock Exchange and traded in Renminbi
“Bank”	means Bank of Communications Co., Ltd. (交通銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H shares and A shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Board”	means the board of directors of the Bank
“Board of Supervisors”	means the board of supervisors of the Bank
“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
“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 6 May 2020, 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 Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC”	means the People’s Republic of China

DEFINITIONS

“RMB”	means Renminbi, the lawful currency of the PRC
“Shareholder(s)”	means the holder(s) of the share(s) of the Bank
“Share(s)”	means A Share(s) and/or H Share(s)
“Supervisor(s)”	means the supervisor(s) of the Bank

LETTER FROM THE BOARD



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

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 03328, 4605 (Preference Share))

Executive Directors:

Mr. Ren Deqi

Non-executive Directors:

Mr. Wang Taiyin

Mr. Song Guobin

Mr. He Zhaobin

Mr. Chan Siu Chung

Mr. Song Hongjun

Mr. Chen Junkui

Mr. Liu Haoyang

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

Independent Non-executive Directors:

Ms. Li Jian

Mr. Liu Li

Mr. Yeung Chi Wai, Jason

Mr. Woo Chin Wan, Raymond

Mr. Cai Haoyi

Mr. Shi Lei

12 May 2020

To the Shareholders

Dear Sir or Madam,

**INCREASE IN THE AMOUNT OF EXTERNAL DONATIONS
FOR THE YEAR 2020
PROPOSED APPOINTMENT OF DIRECTORS
PROPOSED APPOINTMENT OF EXTERNAL SUPERVISOR
FIX ASSETS INVESTMENT PLAN
AND
NOTICE OF AGM**

LETTER FROM THE BOARD

1. INTRODUCTION

Reference is made to the announcement of the Bank dated 28 April 2020 in relation to the proposed appointment of Directors, and the proposed appointment of external Supervisor.

The purpose of the circular is to provide you with detailed information in relation to, among other things, (i) increase in the amount of external donations for the year 2020; (ii) proposed appointment of Directors; (iii) proposed appointment of external Supervisor; and (iv) fixed assets investment plan, in order for you to make an informed decision to vote for or against the proposed resolutions at the AGM.

2. INCREASE IN THE AMOUNT OF EXTERNAL DONATIONS FOR THE YEAR 2020

In order to resolutely implement the decisions and arrangements of the CPC Central Committee and the State Council, make overall plans for COVID-19 pandemic prevention and control and poverty alleviation and actively fulfil social responsibility, in addition to the 2020 donation amount of RMB48.18 million specified in the Authorization Plan of the Shareholders Meeting to the Board of Directors of the Bank, the Board proposed as follows:

- (1) an increase of RMB21.67 million in the amount of external donation for the year 2020 will be granted to the Board. If approved at the general meeting, the Board proposed to delegate the aforesaid authorization in relation to the increase of RMB21.67 million in the amount of external donation to the president of the Bank or his authorized representative for examination and approval of specific uses. This authorization shall be valid from the date of approval at the general meeting to 31 December 2020.
- (2) in view of the fact that the COVID-19 pandemic has not yet ended, in order to further improve the work in relation to the donation of pandemic prevention materials in 2020, it is proposed that the Board be authorized at the general meeting then to delegate that authorization to the president of the Bank or his authorized representative to conduct the donation of pandemic prevention materials which shall be confirmed through the corporate governance procedure subsequently.

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

3. PROPOSED APPOINTMENT OF DIRECTORS

At the meeting held on 28 April 2020, the Board has proposed to appoint Mr. Liao, Yi Chien David as a non-executive Director and a member of the Personnel & Remuneration Committee of the Board; Mr. Zhang Xiangdong as an independent non-executive Director, chairman of the Risk Management and Related Party Transactions Control Committee of the Board and a member of the Audit Committee of the Board, Ms. Li Xiaohui as an independent non-executive Director, chairman of the Audit Committee of the Board and a member of the Risk Management and Related Party Transactions Control Committee of the Board.

LETTER FROM THE BOARD

The biographical details of the above-mentioned proposed Directors are as follows:

Mr. Liao, Yi Chien David, born in 1972, a citizen of Hong Kong, China. Mr. Liao has been group general manager of HSBC since September 2016. Mr. Liao was appointed as head of Asia Pacific Global Banking Coverage of HSBC in April 2020. Mr. Liao assumed the role as president and chief executive officer of HSBC China in April 2015 and head of Global Banking and Markets at HSBC China in December 2013 (also became executive vice president of HSBC China in March 2014). He was appointed as treasurer of HSBC China in 2005. He joined HSBC in 1997. Mr. Liao previously worked at IBJ International (now Mizuho International). Mr. Liao obtained a bachelor's degree with honours from the University of London in 1995.

Mr. Zhang Xiangdong, born in 1957, Chinese nationality, is a senior economist. Mr. Zhang served as a non-executive director of Bank of China Limited from July 2011 to June 2018 and a non-executive director of China Construction Bank Corporation from November 2004 to June 2010 (acting as chairman of the Risk Management Committee of the Board of Directors from April 2005 to June 2010). From January 2004 to December 2008, Mr. Zhang concurrently served as member of China International Economic and Trade Arbitration Commission. From August 2001 to November 2004, he successively served as vice president of Haikou Branch of the People's Bank of China and deputy director general of Hainan Branch of the State Administration of Foreign Exchange concurrently, deputy director general and inspector of the General Affairs Department of the State Administration of Foreign Exchange. From September 1999 to September 2001, Mr. Zhang concurrently served as a member of the Issuance Approval Committee of China Securities Regulatory Commission. Mr. Zhang graduated from Renmin University of China with a bachelor's degree in law in 1986, graduated with a postgraduate degree in international economic law from Renmin University of China in 1988, and obtained a master's degree in law in 1990.

Ms. Li Xiaohui, born in 1967, Chinese nationality, is a certified public accountant. Ms. Li has been a professor and doctoral supervisor at the School of Accounting, Central University of Finance and Economics from September 2003. From July 2001 to August 2003, she worked in the Professional Standards Department of the Chinese Institute of Certified Public Accountants. From April 1993 to August 1998, Ms. Li worked successively in Cangzhou Accounting Firm, Cangshi Accounting Firm and the State-owned Assets Administration under Hebei Province Department of Finance. Ms. Li is a national leading accountant, and a member of the Professional Technical Advisory Committee of the Chinese Institute of Certified Public Accountants, a member of the Audit Committee of the Accounting Society of China and a member of the Audit Standards Committee of the China Internal Audit Association. Ms. Li currently serves as independent director of Fangda Special Steel Technology Co., Ltd., State Grid Information and Communication Co., Ltd., Jizhong Energy Co., Ltd., and Camel Group Co., Ltd. Ms. Li previously served as director of Fangda Carbon New Material Co., Ltd., Bank of Beijing Co., Ltd. and China U-Ton Holdings Limited. Ms. Li received a doctorate degree in Economics from Central University of Finance and Economics in 2001.

Save as disclosed above and as at the Latest Practicable Date, the above-mentioned proposed Directors do 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 proposed Directors do not have any relationship with any Director, senior management or substantial Shareholders.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the above-mentioned proposed Directors do not have or are deemed to have any interest or short positions in the shares, underlying shares or debentures of the Bank or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance).

Save as disclosed above and as at the Latest Practicable Date, the Board is not aware of any other matters in relation to the above-mentioned proposed appointment of Directors 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 Listing Rules.

The Bank is of the view that Mr. Zhang Xiangdong and Ms. Li Xiaohui have satisfied the requirement of independence as set out in Rule 3.13 of the Listing Rules.

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 Bank under Rule 3.13 of the Listing Rules and their professional expertise, educational background, work experience, part-time positions, etc. Mr. Zhang Xiangdong and Ms. Li Xiaohui have extensive experience in different sectors, including finance and accounting, 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 Bank.

In accordance with the requirements of relevant laws, regulations, regulatory rules and the Articles of Association, the above-mentioned proposed appointment of Directors are subject to the approval of the Shareholders at the AGM and the approval of the CBIRC on their qualifications.

The Bank will not enter into any service contract with the Directors which provides for a specific term. Pursuant to the Articles of Association, the terms of office of Mr. Liao as a non-executive Director, Mr. Zhang Xiangdong and Ms. Li Xiaohui as independent non-executive Directors will commence from the date of approval by the CBIRC on their qualifications and end on the date of expiry of the term of office of the ninth session of the Board and they shall be eligible for re-election and re-appointment after the expiry of their terms of office. If appointed, Mr. Liao, Yi Chien David and Mr. Zhang Xiangdong will not receive remuneration from the Bank, and Ms. Li Xiaohui will receive remuneration in amount (before tax) of RMB330 thousand per year from the Bank. If Ms. Li Xiaohui has served for less than one year, the remuneration shall be paid according to the actual number of months during the tenure of office.

After the qualification of Mr. Zhang Xiangdong serving as an independent non-executive Director is approved, Ms. Li Jian will cease to serve as an independent non-executive Director, chairman of the Risk Management and Related Party Transactions Control Committee of the Board and a member of the Audit Committee of the Board. After the qualification of Ms. Li Xiaohui serving as an independent non-executive Director is approved, Mr. Liu Li will cease to serve as an independent non-executive Director, chairman of the Audit Committee of the Board and a member of the Risk Management and Related Party Transactions Control Committee of the Board.

Such proposals will be put forward at the AGM for Shareholders' consideration and approval by way of ordinary resolutions.

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4. PROPOSED APPOINTMENT OF EXTERNAL SUPERVISOR

On 28 April 2020, the Board of Supervisors proposed to appoint Mr. Ju Jiandong as an external Supervisor.

The biographical details of Mr. Ju Jiandong are as follows:

Mr. Ju Jiandong, born in 1963, is currently a unigroup chair professor of PBC School of Finance in Tsinghua University, distinguished professor under the Chang Jiang Scholars Programme of the Ministry of Education, and a distinguished professor of the School of International Business Administration of Shanghai University of Finance and Economics. Mr. Ju Jiandong has served as an independent director of COFCO Meat Holdings Limited since November 2018. From March 2014 to September 2017, he worked as dean and professor of the School of International Business Administration of Shanghai University of Finance and Economics. From August 2009 to July 2015, he worked as a professor at the School of Economics and Management of Tsinghua University. From May 2011 to August 2014, he worked as a (tenured) professor of economics at the University of Oklahoma. Mr. Ju Jiandong served as an adviser to the World Bank in June and August 2009 and March 2011. From June 2007 to August 2009, he served as a resident scholar in the Research Department of the International Monetary Fund. Mr. Ju Jiandong received his Ph. D. in Economics from Pennsylvania State University in May 1995.

Save as disclosed above and as at the Latest Practicable Date, the above-mentioned proposed external Supervisor does not hold any other positions in the Bank or any of its subsidiaries, or holds any directorships in other listed companies in the last three years. The above-mentioned proposed external Supervisor does not have any relationship with any Director, senior management or substantial Shareholders.

As at the Latest Practicable Date, the above-mentioned proposed external Supervisor does not have 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 and as at the Latest Practicable Date, the Board of Supervisors is not aware of any other matters in relation to the proposed appointment of external Supervisor that need to be brought to the attention of the Shareholders or any information that needs to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

In accordance with the requirements of relevant laws, regulations, regulatory rules and the Articles of Association, the above-mentioned proposed appointment of the external Supervisor is subject to the approval by the Shareholders at the AGM.

The Bank will not enter into any service contract with the Supervisor which provides for a specific term. Pursuant to the Articles of Association, the term of office of Mr. Ju Jiandong as an external Supervisor will commence from the date of approval of relevant resolution at the AGM and end on the date of expiry of the term of office of the ninth session of the Board of Supervisors. Mr. Ju Jiandong shall be eligible for re-election and re-appointment after the expiry of his term of office. If appointed, Mr. Ju Jiandong will receive

LETTER FROM THE BOARD

remuneration in amount (before tax) of RMB260 thousand per year from the Bank. If he has served for less than one year, the remuneration shall be paid according to the actual number of months during the tenure of office.

After the proposal of appointing Mr. Ju Jiandong as an external Supervisor is approved at the AGM, Ms. Tang Xinyu will no longer serve as an external Supervisor, chairman of the Financial and Internal Control Supervision Committee of the Board of Supervisors, a member of the Performance and Due Diligence Committee of the Board of Supervisors and a member of the Nomination Committee of the Board of Supervisors.

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

5. FIX ASSETS INVESTMENTS 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 2020, which was the same as last year's plan, representing an increase of RMB1.932 billion or 62.97% as compared with actual amount last year, or an increase of RMB0.323 billion or 10.53% as compared with actual amount last year after excluding special factors. It is expected that by the end of the year 2020, the balance of net fixed assets will account for approximately 0.54% of the total assets of the Bank.

The proposed investment in fixed assets for the year 2020 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 in amount of RMB1.932 billion, purchases of equipment in amount of RMB2.948 billion and transportation instruments in amount of RMB0.12 billion, accounting for 38.64%, 58.96% and 2.4% of the total investment, respectively. In the middle of 2020, under the premise of total control, the Bank will make appropriate adjustments between major categories and branches according to actual conditions.

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

6. THE AGM

The AGM will be held at Bocom Financial Tower, No. 188 Yincheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Tuesday, 30 June 2020. The notice convening the AGM is set out on pages 10 to 12 of this circular.

To the best of the Directors' knowledge, information and belief, no Shareholder shall abstain from voting on any resolution at the AGM.

If you intend to appoint a proxy to attend the AGM, 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

LETTER FROM THE BOARD

East, Wan Chai, Hong Kong, by hand, post or fax as soon as practicable and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM or at any adjourned meeting thereof should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Board Office of the Bank on or before Tuesday, 9 June 2020.

7. RECOMMENDATIONS

The Board considers that resolutions set out in the notice of the AGM are in the best interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of relevant resolutions proposed at the AGM.

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

NOTICE OF AGM



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

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

(Stock Code: 03328, 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 2019 will be held at Bocom Financial Tower, No. 188 Yincheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Tuesday, 30 June 2020, 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 2019.
2. To consider and, if thought fit, to approve the report of the board of supervisors of the Bank for the year ended 31 December 2019.
3. To consider and, if thought fit, to approve the financial report of the Bank for the year ended 31 December 2019.
4. To consider and, if thought fit, to approve the profit distribution plan of the Bank for the year ended 31 December 2019.
5. To consider and, if thought fit, to approve the fixed assets investment plan of the Bank for the year ending 31 December 2020.
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 2020 for the provision of auditing services and other relevant services to the Bank for a total remuneration of RMB36.817 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 2020; and to authorise the Board to determine and enter into respective engagement with them.
7. To consider and approve an increase in the amount of external donations for the year ending 31 December 2020.
8. To consider and, if thought fit, to approve the appointment of Mr. Liao, Yi Chien David as a non-executive director of the Bank.

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9. To consider and, if thought fit, to approve the appointment of Mr. Zhang Xiangdong as an independent non-executive director of the Bank.
10. To consider and, if thought fit, to approve the appointment of Ms. Li Xiaohui as an independent non-executive director of the Bank.
11. To consider and, if thought fit, to approve the appointment of Mr. Ju Jiandong 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
12 May 2020

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 Friday, 29 May 2020 are entitled to attend the AGM with their passports or other identity papers.

The register of members for H shares of the Bank will be closed from Saturday, 30 May 2020 to Tuesday, 30 June 2020 (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 Friday, 29 May 2020.

The Board has recommended a final dividend for the year ended 31 December 2019 of RMB0.315 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 Wednesday, 5 August 2020 to the shareholders whose names appear on the register of members of H shares of the Bank on Monday, 13 July 2020, and on Tuesday, 14 July 2020 to the shareholders whose names appear on the register of members of A shares of the Bank at the close of business on Monday, 13 July 2020.

The Register of Members will be closed from Wednesday, 8 July 2020 to Monday, 13 July 2020 (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 Tuesday, 7 July 2020.

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.

NOTICE OF AGM

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 Tuesday, 9 June 2020 by hand, post or fax. Failure to return the reply slip will not affect a shareholder's right to attend the AGM or any adjournment thereof in person. The Board Office of the Bank is located at No. 188 Yin Cheng Zhong Lu, China (Shanghai) Pilot Free Trade Zone, 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).

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. Wang Taiyin, Mr. Song Guobin*, Mr. He Zhaobin*, Mr. Chan Siu Chung*, Mr. Song Hongjun*, Mr. Chen Junkui*, Mr. Liu Haoyang*, Ms. Li Jian#, Mr. Liu Li#, Mr. Yeung Chi Wai, Jason#, Mr. Woo Chin Wan, Raymond#, Mr. Cai Haoyi# and Mr. Shi Lei#.*

* Non-executive directors

Independent non-executive directors