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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.
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.

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