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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))

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular and the notice (the “**AGM Notice**”) of the 2019 annual general meeting (the “**AGM**”) of Bank of Communications Co., Ltd. (the “**Bank**”), both dated 12 May 2020, which contain the relevant resolutions to be put forward at the AGM for shareholders’ consideration and approval.

Unless otherwise stated, capitalized terms used in this supplemental notice shall have the same meanings as those defined in the AGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that 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 as originally scheduled, for the purpose of considering and, if thought fit, passing the following additional resolutions (other than those set out in the AGM Notice), which were submitted to the Bank by the Ministry of Finance of the People’s Republic of China, a shareholder holding more than 3% of the shares of the Bank, in compliance with the relevant provisions of the laws and the articles of association of the Bank (the “**Articles of Association**”):

As Ordinary Resolution

12. To consider and, if thought fit, to approve the appointment of Mr. Liu Jun as an executive director of the Bank.

As Special Resolution

13. To consider and, if thought fit, to approve the proposal in relation to the issuance of special financial bonds for loans to small and micro enterprises.

The biographical details of Mr. Liu Jun and details of the proposal in relation to the issuance of special financial bonds for loans to small and micro enterprises are set out in the Appendices I and II to this supplemental notice.

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

Shanghai, the PRC
9 June 2020

Notes:

- (1) Please refer to the Bank's circular and notice of the AGM dated 12 May 2020 for detailed information in respect of other resolutions to be put forward at the AGM, eligibility for attending the AGM, appointment of proxy, registration procedures, detailed information in relation to closure of register of members and other relevant matters.
- (2) Since the proxy form enclosed with the Bank's circular and notice of the AGM dated 12 May 2020 (the "**First Proxy Form**") does not contain the additional resolutions as set out in this supplemental notice, a new proxy form (the "**Second Proxy Form**") has been prepared and is enclosed and will be despatched to the shareholders together with this supplemental notice. The Second Proxy Form is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Bank (www.bankcomm.com).
- (3) The Bank hereby states that the English name of the proposed non-executive director in resolution No. 8 set out in the English version of the First Proxy Form (also resolution No. 8 in the Second Proxy Form) shall be "Mr. Liao, Yi Chien David" (廖宜建先生) instead of "Mr. Liao Yijian". No change was made to the Chinese version of the First Proxy Form.
- (4) Holders of the H shares of the Bank who intend to appoint a proxy to attend the AGM but have not yet lodged the First Proxy Form with the H share registrar and transfer office of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited, should complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited 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. In this case, the First Proxy Form should no longer be lodged with the H share registrar and transfer office of the Bank.
- (5) Holders of the H shares of the Bank who have already lodged the First Proxy Form with the H share registrar and transfer office of the Bank should note that:
 - (i) If no Second Proxy Form is lodged with the H share registrar and transfer office of the Bank, the First Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. In addition to the resolutions as set out in the AGM Notice and the First Proxy Form, the proxy duly appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolutions as set out in this supplemental notice;

- (ii) If the Second Proxy Form is lodged with the H share registrar and transfer office of the Bank at or before 9:30 a.m. on Monday, 29 June 2020, the Second Proxy Form, whether duly completed or not, will revoke and supersede the First Proxy Form previously lodged by the shareholder. The Second Proxy Form will be treated as a valid proxy form if duly completed; and
- (iii) If the Second Proxy Form is lodged with the H share registrar and transfer office of the Bank after 9:30 a.m. on Monday, 29 June 2020, the Second Proxy Form will be treated as an invalid proxy form and the First Proxy Form previously lodged by the shareholder will not be revoked. The First Proxy Form will be treated as a valid proxy form if duly completed. In addition to the resolutions as set out in the AGM Notice and the First Proxy Form, the proxy duly appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolutions as set out in this supplemental notice.
- (6) Shareholders are reminded that completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude them from attending and voting in person at the AGM, or at any adjourned meeting thereof, should they so wish.

As at the date of this supplemental notice, the directors of the Bank are Mr. Ren Deqi, Mr. He Zhaobin, Mr. Song Guobin*, Mr. Li Longcheng*, 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

APPENDIX I

The biographical details of Mr. Liu Jun are set out as below:

Mr. Liu Jun, born in 1972, Chinese nationality, senior economist. Mr. Liu served as executive vice president of China Investment Corporation from November 2016 to May 2020, deputy general manager of China Everbright Group Ltd. from December 2014 to November 2016, and executive director and deputy general manager of China Everbright Group Limited from June 2014 to December 2014 (from June 2014 to November 2016, Mr. Liu successively served as chairman of Sun Life Everbright Life Insurance Company Limited, vice chairman of China Everbright Holdings Company Limited., executive director and vice chairman of China Everbright Limited, executive director and vice chairman of China Everbright International Limited, and chairman of China Everbright Industrial (Group) Co., Ltd.). He served as assistant to the president and executive vice president of China Everbright Bank from September 2009 to June 2014 (during which he concurrently acted as president of Shanghai Branch of China Everbright Bank and general manager of Financial Market Centre of China Everbright Bank). From July 1993 to September 2009, he successively worked at the International Business Department, Hong Kong Representative Office, the Treasury Department and the Investment Banking Department of China Everbright Bank. Mr. Liu received a doctorate degree in business administration from Hong Kong Polytechnic University in 2003.

Save as disclosed above and as at the date of this supplemental notice, Mr. Liu Jun does not have any relationship with any director, senior management or substantial shareholders of the Bank, nor did he 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.

As at the date of this supplemental notice, Mr. Liu Jun does 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 corporations (within the meaning of Part XV of the Securities and Futures Ordinance).

The Bank will not enter into any service contract with Mr. Liu Jun which provides for a specific term. Pursuant to the articles of association of the Bank, the terms of office of Mr. Liu Jun as an executive director of the Bank will commence from the date of approval by the China Banking and Insurance Regulatory Commission on his qualification and end on the date of expiry of the term of office of the ninth session of the board of directors of the Bank (the “**Board**”) and Mr. Liu Jun shall be eligible for re-election and re-appointment after the expiry of his terms of office. If appointed, Mr. Liu Jun will receive a remuneration comprising basic salary, discretionary bonus and statutory social security benefits from the Bank, the amount of which will be determined in accordance with the articles of association of the Bank and relevant regulations after taking into consideration of the assessment of the operating performance of the Bank for the year.

Save as disclosed above and as at the date of this supplemental notice, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Liu Jun that need to be brought to the attention of the shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

APPENDIX II

The details of the proposal in relation to the issuance of special financial bonds for loans to small and micro enterprises are set out as below:

In order to further broaden the sources of funds, strengthen financial support for small and micro businesses, and enhance the capability of serving the real economy, the Bank proposes to issue the special financial bonds for loans to small and micro enterprises. Pursuant to the Authorization to the Board by the General Meeting of the Bank in relation to the approval right of bonds issuance, the below issuance plan and authorization matters are subject to the approval of shareholders at the general meeting of the Bank.

The major terms of the proposal in relation to the issuance of special financial bonds for loans to small and micro enterprises are as follows:

Types of bonds	special financial bonds for loans to small and micro enterprises.
Target markets:	national inter-bank bond market.
Size of the issuance:	in an amount of not more than RMB40 billion (inclusive)
Maturity:	not more than 5 years, which will be determined according to the Bank's asset-liability structure and the market conditions and investor needs before the issuance.
Interest rate of issuance:	to be determined with reference to market interest rates.
Use of proceeds:	all funds will be specially used to grant loans to small and micro enterprises, increase credit support to small and micro enterprises, and promote the steady development of the Bank's business for small and micro enterprises
Term of validity of the resolution:	12 months from the date of approval by the general meeting.

In order to smoothly promote the issuance of special financial bonds for loans to small and micro enterprises, it is recommended to the general meeting that the Board is authorized, to delegate the authorization to the senior management or its authorized representative to deal with the specific matters, including, among others:

- (i) pursuant to the issuance plan, the rules and approval requirements promulgated by relevant regulatory authorities, to formulate the specific terms and conditions for the issuance of the bonds and determine the date of issuance, the size of issuance, the term of the bonds, the interest rate of the bonds, the issue price, the objects of the issuance, the method of issuance, the method of payment and all relevant matters.
- (ii) to modify, sign, and implement all agreements, contracts and related documents during the issuance of the bonds, to engage the intermediary agencies and to deal with other relevant matters in relation to the issuance of the bonds.
- (iii) to deal with the relevant approval procedures in relation to the issuance of the bonds, to formulate, modify and submit the application materials related to issuance in accordance with the requirements of relevant government departments and regulatory authorities.
- (iv) to make corresponding adjustments to the relevant matters of the issuance of the bonds in accordance with requirements from the policies of relevant government departments and regulatory authorities and changes of market conditions except where re-voting at a general meeting or Board meeting is required by any relevant laws and regulations and the articles of association of the Bank.

The above authorization period shall be 12 months from the date of approval by the general meeting.