



# 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))

## Second Proxy Form for the 2019 AGM to be held on Tuesday, 30 June 2020

I/We<sup>(Note 1)</sup>, \_\_\_\_\_  
Of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_<sup>(Note 2)</sup> H shares of RMB1.00 each in the share capital of Bank of Communications Co., Ltd. (the "Bank"), hereby appoint the **Chairman of the AGM**<sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy to attend the annual general meeting of the Bank (the "AGM") to be held at Bocom Financial Tower, No. 188 Yincheng Zhong Lu, Shanghai, the People's Republic of China (the "PRC") at 9:30 a.m. on Tuesday, 30 June 2020, and any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM dated 12 May 2020 (the "AGM Notice") and the supplemental notice of the AGM dated 9 June 2020 (the "Supplemental AGM Notice"), and to vote on behalf of me/us under my/our name(s) as indicated below<sup>(Note 4)</sup> in respect of the resolutions.

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
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 supervisory committee 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.			

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
12.	To consider and, if thought fit, to approve the appointment of Mr. Liu Jun as an executive director of the Bank.			
SPECIAL RESOLUTION		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>	Abstained <sup>(Note 4)</sup>
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.			

Signature (s) <sup>(Note 5)</sup>: \_\_\_\_\_ Date: \_\_\_\_\_

*Notes:*

**Important:** Since the proxy form enclosed with the AGM Notice (the “First Proxy Form”) does not contain the additional resolution as set out in the Supplemental AGM Notice, this new proxy form (the “Second Proxy Form”) has been prepared and is enclosed and will be despatched to the shareholders together with the Supplemental AGM Notice. The Second Proxy Form is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.bankcomm.com](http://www.bankcomm.com)).

Holders of 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.

Holders of 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 resolution as set out in the Supplemental AGM 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 resolution as set out in the Supplemental AGM Notice.
1. Please insert full name(s) and address(es) as registered in the register of members in **BLOCK LETTERS**.
  2. Please insert the number of shares registered in your name(s) relating to this form of proxy. If no number is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
  3. If any proxy other than the Chairman of the AGM is preferred, cross out the words “**the Chairman of the AGM** or” and insert the full name and address of the proxy (or proxies) desired in the space provided. If you are a shareholder of the Bank who is entitled to attend and vote at the said AGM, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf on a poll. A proxy need not be a shareholder of the Bank. **Any changes to this proxy form should be initiated by the person who signs it.**
  4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO VOTE ABSTAINED THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “ABSTAINED”.** If no direction is given, the proxy will be entitled to vote as he thinks fit. Unless you direct in the proxy form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM. Any abstain vote shall be regarded as voting rights for the purpose of calculating the result of the resolution, while any waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of the resolution.
  5. This proxy form must be signed by you, or your attorney duly authorized in writing or, if you are a corporation, must either be executed under seal or under the hand of a director or duly authorized attorney(s). If this proxy form is signed by an attorney of a shareholder, the power of attorney or other authority (if any) under which it is signed must be notarized.
  6. In the case of joint holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the AGM whether attending in person or by proxy, the vote of the person, whose name stands first on the register of members of the Bank in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
  7. To be valid, this proxy form together with the power of attorney or other authorization document (if any) must be deposited at the H share registrar and transfer office of the Bank by hand, post or fax not less than 24 hours before the time fixed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and delivery of this proxy form will not preclude shareholders from attending and voting at the AGM if he/she so wishes. The H share registrar and transfer office of the Bank is Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.
  8. 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 this 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.
  9. Identity documents must be shown by shareholder(s) or proxies to attend the AGM.