
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **BOCOM International Holdings Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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BOCOM INTERNATIONAL HOLDINGS COMPANY LIMITED

交銀國際控股有限公司

(incorporated in Hong Kong with limited liability)
(Stock Code: 3329)

NOTICE OF ANNUAL GENERAL MEETING, PROPOSALS FOR RE-ELECTION OF DIRECTORS, PROPOSAL FOR ELECTION OF A NEW DIRECTOR, APPOINTMENT OF NEW AUDITOR AND GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

A notice convening the AGM of BOCOM International Holdings Company Limited to be held at Conference Room 1, 9/F, Man Yee Building, 68 Des Voeux Road Central, Hong Kong and online through the online platform https://meetings.computershare.com/BOCOMI_2022AGM on Wednesday, 29 June 2022 at 11:00 a.m. is set out on pages 9 to 12 of this circular.

As set out in the section headed "SPECIAL ARRANGEMENTS FOR THE AGM" of this circular, in light of the continuing risks posed by COVID-19 and the current regulatory requirements and guidelines under the laws of Hong Kong, the AGM will be a hybrid meeting. **The Company encourages Shareholders to exercise their rights to attend and vote at the AGM by electronic facilities.** Other than those who are required to attend the AGM physically to form a quorate meeting, Shareholders will not be able to gain access to the meeting venue of the AGM in person. **All Shareholders are encouraged to (i) appoint the Chairman of the AGM as their proxy** by completing the enclosed form of proxy in accordance with the instructions printed on the form and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the AGM or any adjournment of the AGM (as the case may be); **or (ii) attend, raise questions and vote at the AGM electronically through the online platform. There will be no distribution of gifts at the AGM.** For details, please refer to the section headed "SPECIAL ARRANGEMENTS FOR THE AGM" of this circular.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of Annual General Meeting	9
Special Arrangements for the AGM	13
Appendix I — Details of the Directors proposed for re-election	16
Appendix II — Details of a new Director proposed for election	18
Appendix III — Explanatory statement on the Buy-back Mandate	19

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room 1, 9/F, Man Yee Building, 68 Des Voeux Road Central, Hong Kong and online through the online platform https://meetings.computershare.com/BOCOMI_2022AGM on Wednesday, 29 June 2022 at 11:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“BOCOM”	Bank of Communications Co., Ltd., a joint stock limited liability company incorporated in the People’s Republic of China, the A shares of which are listed and traded on Shanghai Stock Exchange (Stock Code: 601328) and the H shares of which are listed and traded on the Stock Exchange (Stock Code: 3328), and being the ultimate controlling Shareholder
“BOCOM Group”	BOCOM and its subsidiaries (excluding the Group)
“BOCOM Nominee”	Bank of Communications (Nominee) Company Limited, a company incorporated in Hong Kong with limited liability and a subsidiary of BOCOM and a shareholder of the Company holding Shares on trust for BOCOM
“Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	BOCOM International Holdings Company Limited (交銀國際控股有限公司), a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3329)
“controlling shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“core connected person(s)”	has the meaning ascribed to it in the Listing Rules

DEFINITIONS

“Director(s)”	director(s) of the Company
“Expectation Investment”	Expectation Investment Limited, a company incorporated in Hong Kong with limited liability, an indirect subsidiary of BOCOM and a shareholder of the Company
“General Mandate”	the general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	30 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	Code on Takeovers and Mergers



BOCOM INTERNATIONAL HOLDINGS COMPANY LIMITED
交銀國際控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 3329)

Executive Directors:

Mr. TAN Yueheng (*Chairman*)

Mr. CHENG Chuange (*Deputy Chief Executive Officer*)

Registered Office:

9/F, Man Yee Building

68 Des Voeux Road Central
Hong Kong

Non-executive Directors:

Ms. LIN Zhihong

Ms. PO Ying

Independent Non-executive Directors:

Mr. TSE Yung Hoi

Mr. MA Ning

Mr. LIN Zhijun

2 June 2022

Dear Shareholders,

**NOTICE OF ANNUAL GENERAL MEETING,
PROPOSALS FOR RE-ELECTION OF DIRECTORS,
PROPOSAL FOR ELECTION OF A NEW DIRECTOR,
APPOINTMENT OF NEW AUDITOR
AND
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating, in particular, to (i) the re-election of Directors; (ii) the election of a new Director; (iii) the appointment of new auditor; and (iv) the grant of the General Mandate and Buy-back Mandate and to provide you with the notice of AGM.

PROPOSED RE-ELECTION OF DIRECTORS

The Board currently consists of 7 Directors, comprising Mr. TAN Yueheng, Mr. CHENG Chuange, Ms. LIN Zhihong, Ms. PO Ying, Mr. TSE Yung Hoi, Mr. MA Ning and Mr. LIN Zhijun.

LETTER FROM THE BOARD

Pursuant to Article 109 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall be those who have been longest in office since their last re-election or appointment and so that as between persons who become or were last re-elected Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot. A retiring Director shall be eligible for re-election.

Accordingly, Ms. LIN Zhihong, Mr. TSE Yung Hoi and Mr. LIN Zhijun, being Directors who have been longest in office since their last re-election or appointment, shall retire by rotation at the AGM. Ms. LIN Zhihong needs to devote more time to her other work at BOCOM and will not offer herself for re-election at the AGM while the other two retiring Directors, being eligible, have offered themselves for re-election.

The nomination committee of the Company, having reviewed the composition of the Board and assessed the performance of Mr. TSE Yung Hoi and Mr. LIN Zhijun, recommended that they stand for re-election at the AGM, in accordance with the Company's current nomination policy and board diversity policy (including without limitation, gender, age, cultural and educational background, ethnicity, geographical location, professional experience, skills, knowledge and length of service). Mr. TSE Yung Hoi and Mr. LIN Zhijun, who are both Independent Non-executive Directors, have substantial expertise and experience in the field of economics and finance and accounting, respectively, and they have confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The nomination committee of the Company has also assessed and is satisfied with the independence of Mr. TSE Yung Hoi and Mr. LIN Zhijun.

In view of the extensive knowledge and invaluable experience of Mr. TSE Yung Hoi and Mr. LIN Zhijun and the time and commitment they devoted to the Company, the Board accepted the nominations from the nomination committee. These Directors will bring a broader perspective to the Board and provide new thoughts for the Company's overall strategic planning and business development. The Board is of the view that the re-election of these Directors is in the best interests of the Company and the Shareholders as a whole. Mr. TSE Yung Hoi and Mr. LIN Zhijun had abstained from the relevant resolutions regarding their respective nominations.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

PROPOSED ELECTION OF A NEW DIRECTOR

Pursuant to Articles 106 and 112 of the Articles of Association, where recommended by the Board for election, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board.

LETTER FROM THE BOARD

The nomination committee of the Company, having reviewed the composition of the Board, recommended the election of Mr. WANG Xianjia as a Director to fill the casual vacancy of the Board in accordance with the Company's current nomination policy and board diversity policy. Mr. WANG Xianjia possesses the knowledge, work experience and business competence required to serve as a director of a financial institution. He currently does not hold 7 or more listed company directorships. As such, the nomination committee believes that he has sufficient time to devote to the Company, and will contribute experience and knowledge, and give valuable advice to the Company.

In view of the knowledge and experience possessed by Mr. WANG Xianjia and the time and commitment he will devote to the Company, the Board accepted the nomination from the nomination committee. The Board recommends that Mr. WANG Xianjia be elected as a new non-executive Director as his appointment will be beneficial to the Company, and a relevant resolution will be proposed at the AGM.

Details of Mr. WANG Xianjia are set out in Appendix II to this circular.

REMUNERATION OF DIRECTORS

The remuneration of the Directors is determined with reference to their duties, responsibilities, experience and to the prevailing market conditions. Pursuant to the Articles of Association, the fees payable to the Directors for their services will from time to time be determined by an ordinary resolution; any Director who holds any executive office or who serves on any committee, or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Director, may be paid such additional remuneration by way of salary, commission or otherwise as the Board may determine. The amount of remuneration paid or payable for the year ended 31 December 2021 to each of the Directors are set out in the Company's 2021 annual report.

PROPOSED APPOINTMENT OF NEW AUDITOR

Reference is made to the announcement of the Company dated 10 May 2022 relating to the proposed change of auditor. PricewaterhouseCoopers will retire as the auditor of the Company upon expiration of its current term of office with effect from the conclusion of the AGM.

Special notice had been given by a Shareholder, pursuant to Sections 400(1)(a) and 578 of the Companies Ordinance, of the intention to propose the following resolution as an ordinary resolution at the AGM:

"THAT KPMG, Certified Public Accountants, Hong Kong, be appointed as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and the Board is authorised to fix its remuneration."

Due to the Company's intention to align its appointment of auditor with that of its controlling Shareholder, the Board has resolved, with the recommendation from the audit and risk management committee, to propose the appointment of KPMG as the new auditor

LETTER FROM THE BOARD

of the Company immediately following the retirement of PricewaterhouseCoopers and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

The Board is of the view that the proposed change of auditor would align the audit arrangements between the Company and its controlling Shareholder with a view to enhancing the efficiency of the audit which would be in the best interests of the Company as well as the Shareholders as a whole.

On 10 May 2022, the Company has received a written confirmation from PricewaterhouseCoopers that there are no matters or circumstances in connection with its retirement that need to be brought to the attention of the Shareholders. The Board confirms that there are no other matters or circumstances that need to be brought to the attention of the Shareholders in connection with the above change of auditor of the Company. The Board and the audit and risk management committee also confirm that there are no disagreements or unresolved matters between the Company and PricewaterhouseCoopers on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

PROPOSED GRANTING OF THE GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 29 June 2021, the Directors were granted general mandates to allot, issue and deal with Shares and to buy back Shares. Such mandates will expire at the conclusion of the AGM.

At the AGM, ordinary resolutions will be proposed to grant to the Directors (i) a general unconditional mandate to buy back Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed not exceeding 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution of the Buy-back Mandate; and (ii) a general unconditional mandate to allot, issue and deal with additional Shares not exceeding the aggregate of (a) 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution of the General Mandate; and (b) the aggregate number of Shares bought back by the Company (if any) under the Buy-back Mandate.

An explanatory statement on the Buy-back Mandate, as required by the Listing Rules and the Companies Ordinance, is set out in the Appendix III to this circular.

DECLARATION OF FINAL DIVIDEND

Reference is made to the announcement of the Company dated 23 March 2022 in relation to the annual results of the Group for the year ended 31 December 2021 (the “**Annual Results Announcement**”). The Board recommended the payment of a final dividend of HK\$0.05 per share to Shareholders whose names appear on the register of members of the Company on Thursday, 7 July 2022, subject to the approval by the Shareholders at the AGM. The payment date in respect of the final dividend as originally scheduled and stated

LETTER FROM THE BOARD

in the Annual Results Announcement is changed. If the resolution for the proposed final dividend is passed at the AGM, the final dividend is expected to be paid on or about Monday, 18 July 2022.

The register of members of the Company will be closed on Thursday, 7 July 2022, for the purpose of determining the entitlements of the Shareholders to the proposed final dividend upon the passing of the relevant resolution. No transfer of the Shares may be registered on that date. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, 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 Wednesday, 6 July 2022.

AGM

The notice of AGM is set out on pages 9 to 12 of this circular.

The register of members of the Company will be closed from Friday, 24 June 2022 to Wednesday, 29 June 2022 (both dates inclusive), for the purpose of determining the entitlements of the Shareholders to attend and vote at the AGM, during which period no transfer of the Shares will be registered. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, 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 Thursday, 23 June 2022.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.bocomgroup.com).

In light of the continuing risks posed by COVID-19 and the current regulatory requirements and guidelines under the laws of Hong Kong, the AGM will be a hybrid meeting. **The Company encourages Shareholders to exercise their rights to attend and vote at the AGM by electronic facilities.** Other than those who are required to attend the AGM physically to form a quorate meeting, Shareholders will not be able to gain access to the meeting venue of the AGM in person. **All Shareholders are encouraged to (i) appoint the Chairman of the AGM as their proxy** by completing the enclosed form of proxy in accordance with the instructions printed on the form and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the AGM or any adjournment of the AGM (as the case may be); **or (ii) attend, raise questions and vote at the AGM electronically through the online platform. There will be no distribution of gifts at the AGM.** For details, please refer to the section headed "SPECIAL ARRANGEMENTS FOR THE AGM" of this circular.

LETTER FROM THE BOARD

VOTING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Board considers that all the proposed resolutions set out in the notice of AGM, including, among others, (i) the re-election of Directors; (ii) the election of a new Director; (iii) the appointment of new auditor; and (iv) the grant of the General Mandate and the Buy-back Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

By order of the Board
BOCOM International Holdings Company Limited
TAN Yueheng
Chairman and Executive Director

NOTICE OF ANNUAL GENERAL MEETING



BOCOM INTERNATIONAL HOLDINGS COMPANY LIMITED 交銀國際控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 3329)

NOTICE IS HEREBY GIVEN that the annual general meeting of BOCOM International Holdings Company Limited (the “**Company**”) will be held at Conference Room 1, 9/F, Man Yee Building, 68 Des Voeux Road Central, Hong Kong and online through the online platform https://meetings.computershare.com/BOCOMI_2022AGM on Wednesday, 29 June 2022 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditor for the year ended 31 December 2021.
2. To declare a final dividend of HK\$0.05 per share.
3. To re-elect Directors and to authorise the Board of Directors to fix the remuneration of Directors.
4. To elect Mr. Wang Xianjia as a new Director and to authorise the Board of Directors to fix his remuneration.
5. To appoint KPMG as the new auditor of the Company and to authorise the Board to fix its remuneration.

and to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

6. “**THAT:**
 - (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for the Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers whether during or after the end of the Relevant Period (as defined below) be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of Shares allotted or agreed to be allotted by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, other than pursuant to a (i) rights issue, (ii) any scrip dividend

NOTICE OF ANNUAL GENERAL MEETING

scheme or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares or (iii) a specific authority granted by the Shareholders in general meeting, shall not exceed the aggregate of:

(A) 20% of the total number of Shares in issue as at the date of passing of this resolution; and

(B) (if the Directors of the Company are so authorised by a separate ordinary resolution of the Shareholders) the aggregate number of Shares bought back by the Company (if any) under the general mandate to buy back Shares referred to in the resolution numbered 7 below,

and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution numbered 6, “Relevant Period” means the period from the passing of the resolution until the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the end of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting; and

(iii) the date on which the mandate is varied or revoked by an ordinary resolution of the Shareholders in general meeting.

(d) for the purpose of this resolution numbered 6, “Shares” means ordinary shares of the Company and “Shareholders” means holders of the Shares.”

7. **“THAT:**

(a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back the Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed (and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose), be and is hereby generally and unconditionally approved;

(b) the maximum number of Shares to be bought back by the Company pursuant to the approval in paragraph (a) shall not exceed in aggregate 10% of the total number of Shares in issue as at the date of passing of this resolution and at such price or prices as may be determined by the Directors of the Company, provided the purchase price shall not be 5% or more than the average closing market price for the five preceding trading days on which the Shares were traded on the Stock Exchange, and otherwise in accordance with

NOTICE OF ANNUAL GENERAL MEETING

all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the said approval shall be limited accordingly; and

- (c) for the purpose of this resolution numbered 7, “Relevant Period” means the period from the passing of the resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the end of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting; and
 - (iii) the date on which the mandate is varied or revoked by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (d) for the purpose of this resolution numbered 7, “Shares” means ordinary shares of the Company, “Shareholders” means holders of the Shares and “Stock Exchange” means The Stock Exchange of Hong Kong Limited.”
8. “**THAT** conditional on the passing of resolutions 6 and 7, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue, grant or otherwise deal with additional Shares in the Company pursuant to resolution 6 be and is hereby extended by the addition thereto of the total number of Shares bought back by the Company under the general mandate granted pursuant to resolution 7, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing of resolutions 6 and 7.”

By Order of the Board
BOCOM International Holdings Company Limited
YI LI
Company Secretary

Hong Kong, 2 June 2022

Notes:

1. In light of the continuing risks posed by COVID-19 and the current regulatory requirements and guidelines under the laws of Hong Kong, the AGM will be a hybrid meeting. The Company encourages Shareholders to exercise their rights to attend and vote at the AGM by electronic facilities. Other than those who are required to attend the AGM physically to form a quorate meeting, Shareholders will not be able to gain access to the meeting venue of the AGM in person.

By logging in the dedicated online platform https://meetings.computershare.com/BOCOMI_2022AGM (the “**Platform**”), Shareholders will be able to view a live webcast of the AGM, submit questions, and cast vote in real-time. Non-registered Shareholders who wish to attend and vote at the AGM online should (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominee Limited through which their shares are held (together, the “**Intermediary**”) to appoint themselves as proxy or corporate representative to attend the AGM online, and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

NOTICE OF ANNUAL GENERAL MEETING

2. In order to determine the eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 24 June 2022 to Wednesday, 29 June 2022 (both dates inclusive). To qualify to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, 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 Thursday, 23 June 2022.
3. For the purpose of determining the entitlements of the shareholders to the proposed final dividend upon the passing of the relevant resolution, the register of members of the Company will be closed on Thursday, 7 July 2022. To qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, 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 Wednesday, 6 July 2022.
4. Any member of the Company entitled to attend and vote at the above meeting (or any adjournment thereof) is entitled to appoint one or more persons as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
5. In the case of joint registered holders of any shares in the Company, any one of such persons may vote at the above meeting, either through the online platform or by proxy, in respect of such shares as if he/she were solely entitled to voting; but if more than one of such joint holders are present at the above meeting through the online platform or by proxy, that one so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect of such shares.
6. A form of proxy by the Shareholders at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.bocomgroup.com). Shareholders are encouraged to appoint the Chairman of the AGM as their proxy by completing the enclosed form of proxy in accordance with the instructions printed on the form and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the AGM or any adjournment of the AGM (as the case may be). If the proxy appointed is not the Chairman of the Meeting, you are requested to provide a valid email address of your proxy for him or her to receive the login details to participate online via the online platform. If no email address is provided, your proxy cannot participate and cast votes via the online platform. Completion and return of the form of proxy will not preclude you from subsequently attending and voting online at the AGM or any adjournment of the AGM (as the case may be) by means of electronic facilities should you so wish and, in such event, the form of proxy shall be deemed to be revoked.
7. Subject to the continuing development of COVID-19, the Company may be required to change the AGM arrangements on short notice. Shareholders are advised to check the Company's website and the Stock Exchange's website for further announcements and updates on the meeting arrangements that may be issued.
8. Shareholders are suggested to telephone the Company's hotline at (852) 3710 3328 for arrangements of the meeting in the event that a gale warning (tropical cyclone no. 8 or above) or black rainstorm warning is hoisted on the day of the meeting.

As at the date of this notice, the board of Directors of the Company comprises Mr. TAN Yueheng and Mr. CHENG Chuange as executive Directors; Ms. LIN Zhihong and Ms. PO Ying as non-executive Directors; Mr. TSE Yung Hoi, Mr. MA Ning and Mr. LIN Zhijun as independent non-executive Directors.

SPECIAL ARRANGEMENTS FOR THE AGM

SPECIAL ARRANGEMENTS FOR THE AGM

In light of the continuing risks posed by COVID-19 and the current regulatory requirements and guidelines under the laws of Hong Kong, the AGM will be a hybrid meeting. **The Company encourages Shareholders to exercise their rights to attend and vote at the AGM by electronic facilities.** Shareholders will not be permitted to gain access to the meeting venue of the AGM in person, other than those who are required to attend the AGM physically to form a quorate meeting and the limited number of other attendees to ensure the proper conduct of the meeting. Any other person who attempts to do so will not be permitted entry to the venue of the AGM.

Accordingly, all registered Shareholders and non-registered Shareholders are encouraged to **(i) appoint the Chairman of the AGM as their proxy; or (ii) attend, raise questions and vote at the AGM electronically through online platform.** By logging in the dedicated online platform https://meetings.computershare.com/BOCOMI_2022AGM (the “Platform”), Shareholders will be able to view a live webcast of the AGM, submit questions, and cast vote in real-time. **There will be no distribution of gifts at the AGM.**

Platform Login Session

The Platform will be opened for registered Shareholders and non-registered Shareholders to login 30 minutes prior to the commencement of the AGM. The Platform can be accessed from any location with internet connection by a smart phone, tablet device, or computer. Shareholders should allow ample time to login to the Platform to complete the related procedures and remain logged in until the commencement of and during the AGM.

Login details for registered Shareholders

Login details for joining the AGM online are included in the Company’s notification letter to registered Shareholders sent together with this circular.

Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend and vote at the AGM online should (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominee Limited through which their shares are held (together, the “**Intermediary**”) to appoint themselves as proxy or corporate representative to attend the AGM online, and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary. Login details to access the Platform will be sent by Computershare to the email address of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 3: 00 p.m. on 28 June, 2022 should reach out to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, for assistance. Without the login details, non-registered Shareholders would not be able to attend and vote using the Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

SPECIAL ARRANGEMENTS FOR THE AGM

Registered and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

VOTING BY PROXY OF SHAREHOLDERS

Shareholders are encouraged to submit their completed proxy forms well in advance of the AGM. Completion and return of the form of proxy will not preclude you from subsequently attending and voting online at the AGM or any adjournment of the AGM (as the case may be) by means of electronic facilities should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

Appointment of proxy by registered Shareholders

A form of proxy by the Shareholders at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.bocomgroup.com). Shareholders are encouraged to appoint the Chairman of the AGM as their proxy by completing the enclosed form of proxy in accordance with the instructions printed on the form and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the AGM or any adjournment of the AGM (as the case may be). If the proxy appointed is not the Chairman of the Meeting, you are requested to provide a valid email address of your proxy for him or her to receive the login details to participate online via the online platform. If no email address is provided, your proxy cannot participate and cast votes via the online platform.

Appointment of proxy by non-registered Shareholders

Non-registered Shareholders should contact their Intermediary as soon as possible for assistance in the appointment of proxy.

Subject to the continuing development of COVID-19, the Company may be required to adopt further changes to the AGM arrangements on short notice. Shareholders are advised to check the websites of the Company (www.bocomgroup.com) and The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) for any further announcement(s) and information relating to the AGM.

SPECIAL ARRANGEMENTS FOR THE AGM

If Shareholders have any enquiries pertaining to the arrangements for the AGM, or the registration process, please contact the Company's share registrar, Computershare Hong Kong Investor Services Limited as follows:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre

183 Queen's Road East

Wanchai, Hong Kong

Telephone: +852 2862 8555

Facsimile: +852 2865 0990

Website: www.computershare.com/hk/contact

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

The following are the details of the Directors proposed to be re-elected at the AGM.

(1) Mr. TSE Yung Hoi

TSE Yung Hoi, aged 69, is an Independent Non-executive Director of the Company. He was appointed as a Director of the Company in June 2014. Mr. TSE is also currently the chairman of BOCI-Prudential Asset Management Limited. He was the deputy general manager of the investment management department and the deputy general manager of the trading department of the head office of Bank of China from 1998 to 2002, and the deputy chief executive officer of BOC International Holdings Limited from 2002 to 2012.

Mr. TSE is currently an independent non-executive director of Vico International Holdings Limited (stock code: 01621) and DTXS Silk Road Investment Holdings Company Limited (stock code: 00620), all of which are listed on the Stock Exchange. He was an independent non-executive director of Huafa Property Services Group Company Limited (formerly known as “HJ Capital (International) Holdings Company Limited”) (stock code: 00982) from July 2014 to July 2020, Huarong International Financial Holdings Limited (stock code: 00993) from October 2015 to June 2016, Guoan International Limited (stock code: 00143) from March 2016 to June 2020, China Tower Corporation Limited (stock code: 00788) from May 2018 to January 2022, Well Link Bank from June 2018 to May 2020 and Jinmao Hotel and Jinmao (China) Hotel Investments and Management Limited from June 2020 to October 2020, respectively, the first four of which are listed on the Stock Exchange.

Mr. TSE graduated from Fudan University with a bachelor’s degree in English in July 1975. He was awarded the Bronze Bauhinia Star by the Hong Kong Government in July 2013. He is also the life honorary president of the Chinese Securities Association of Hong Kong, the Vice Chairman of the Chinese General Chamber of Commerce and a member of the 12th Chinese People’s Political Consultative Conference Shanghai Committee, a member of the Advisory Committee of the SFC.

Mr. TSE has entered into a letter of appointment with the Company. The term of appointment commenced on 31 October 2019 and will end on 30 October 2022. Pursuant to the terms of the letter of appointment, Mr. TSE receives director’s fees of HK\$360,000 per annum as an Independent Non-executive Director of the Company.

Save as disclosed above, Mr. TSE (i) has not held any other position with any member of the Group; (ii) is not related to any Director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) does not have any interest in Shares within the meaning of Part XV of the SFO; and (iv) has not been a director of any listed public company in Hong Kong or overseas during the past three years. Save as disclosed above, Mr. TSE has confirmed that there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION

(2) Mr. LIN Zhijun

LIN Zhijun, aged 67, is an Independent Non-executive Director of the Company. He was appointed as a Director of the Company in October 2016. Mr. LIN is an independent non-executive director of CITIC Dameng Holdings Limited (stock code: 1091), China Everbright Limited (stock code: 0165), Sinotruk (Hong Kong) Limited (stock code: 3808) and Dali Foods Group Company Limited (stock code: 3799), all of which are listed on the Stock Exchange. He was an independent non-executive director of Springland International Holdings Limited (withdrawal of listing on the Stock Exchange) from February 2008 to March 2020 and South Manganese Investment Limited (formerly known as “CITIC Dameng Holdings Limited”) (stock code: 1091) from October 2016 to July 2021.

Mr. LIN held various teaching positions in the Faculty of Management at the University of Lethbridge, Canada from August 1990 to August 1998, the School of Business of the University of Hong Kong from September 1996 to June 1998, and the School of Business of Hong Kong Baptist University from September 1998 to December 2014. He has served as the vice president of the Macau University of Science and Technology since March 2018 and as the dean of the Business School of the Macau University of Science and Technology since January 2015, and was appointed as an associate vice president of the Macau University of Science and Technology from February 2017 to March 2018.

Mr. LIN obtained a master’s degree in Economics (accounting) from Xiamen University in December 1982, a doctorate degree in Economics in December 1985, and a master’s degree in Business Administration from the University of Saskatchewan, Canada in October 1991. He has been a member of the American Institute of Certified Public Accountants since August 1995 and the Chinese Institute of Certified Public Accountants since June 1995. He is also a Chartered Global Management Accountant (CGMA) and a Certified Management Accountant (CMA) of Australia.

Mr. LIN has entered into a letter of appointment with the Company. The term of appointment commenced on 31 October 2019 and will end on 30 October 2022. Pursuant to the terms of the letter of appointment, Mr. LIN receives director’s fees of HK\$360,000 per annum as an Independent Non-executive Director of the Company.

Save as disclosed above, Mr. LIN (i) has not held any other position with any member of the Group; (ii) is not related to any Director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) does not have any interest in Shares within the meaning of Part XV of the SFO; and (iv) has not been a director of any listed public company in Hong Kong or overseas during the past three years. Save as disclosed above, Mr. LIN has confirmed that there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II DETAILS OF A NEW DIRECTOR PROPOSED FOR ELECTION

The following are the details of a new Director proposed to be elected at the AGM.

(1) Mr. WANG Xianjia

WANG Xianjia, aged 45. He has served as the vice general manager of the risk management department of BOCOM since November 2020 and a non-executive director of Bank of Communications Schroder Fund Management Co., Ltd. since January 2021.

Mr. WANG joined BOCOM in July 1999. He was the manager (from November 2007 to April 2008) and the deputy senior manager (from April 2008 to September 2010) of the treasury department of the Macau branch of BOCOM, deputy senior manager of bond investments (from September 2010 to September 2012), deputy senior manager of foreign exchange trading (from September 2012 to December 2013) and senior manager of foreign exchange trading (from December 2013 to April 2014) of the financial markets department of BOCOM, the general manager of the foreign exchange trading department of the financial market business centre of BOCOM (from April 2014 to April 2020), and the senior manager of foreign exchange trading of the financial markets department of BOCOM (from April 2020 to November 2020).

Mr. WANG obtained a bachelor's degree in the Economic from Shanghai University of Finance and Economics in June 1999.

Mr. WANG has entered into a letter of appointment with the Company commencing on 29 June 2022. The Company will not pay any emoluments to Mr. WANG for assuming the office of non-executive Director of the Company.

As at the Latest Practicable Date, Mr. WANG's interests in the shares of BOCOM (within the meaning of Part XV of the SFO) are set out below:

Capacity	Class of shares held in the associated corporation	Number of shares held	Approximate percentage to the total number of relevant class of issued shares of the associated corporation (%)	Approximate percentage to the total number of issued shares of the associated corporation (%)
Beneficial owner	A shares	30,000	0.00	0.00

Save as disclosed above, Mr. WANG (i) has not held any other position with any member of the Group; (ii) is not related to any Director, senior management, substantial shareholder or controlling shareholder of the Company; (iii) does not have any interest in Shares within the meaning of Part XV of the SFO; and (iv) has not been a director of any listed public company in Hong Kong or overseas during the past three years. Save as disclosed above, Mr. WANG has confirmed that there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX III EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, and also as a memorandum of the terms of a proposed buy-back, as required by Section 239(2) of the Companies Ordinance, to provide information to Shareholders with regard to the Buy-back Mandate.

1 SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 2,734,392,000 Shares. Subject to the passing of the resolution regarding the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed to buy back a maximum of 273,439,200 Shares, representing not more than 10% of the total number of Shares in issue at the Latest Practicable Date.

2 REASONS FOR BUY-BACKS

The Directors believe that the ability to buy back Shares is in the interests of the Company and the Shareholders. Buy-backs may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. The Directors have sought the grant of a general mandate to buy back Shares to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstance then pertaining.

3 FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds lawfully available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of Hong Kong.

There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2021) if the Buy-back Mandate were to be carried out in full at any time during the buy-back period. However, the Directors will not propose to exercise the Buy-back Mandate if, in the opinion of the Directors, this would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position of the Company.

4 SHARE BUY-BACKS MADE BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX III EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

5 SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date are as follows:

Month	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2021	1.82	1.59
May 2021	1.95	1.65
June 2021	1.97	1.83
July 2021	1.91	1.62
August 2021	1.87	1.67
September 2021	1.83	1.76
October 2021	1.81	1.73
November 2021	1.75	1.63
December 2021	1.81	1.61
January 2022	1.84	1.25
February 2022	1.34	1.26
March 2022	1.35	1.13
April 2022	1.17	1.04
May 2022 (up to the Latest Practicable Date)	1.10	0.85

6 GENERAL

The Buy-back Mandate will expire upon the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the end of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting; or (iii) the date on which the Buy-back Mandate is varied or revoked by an ordinary resolution of the Shareholders in general meeting.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make any buy-backs of Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws and regulations of Hong Kong.

No core connected person of the Company has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is exercised.

APPENDIX III EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

7 TAKEOVERS CODE

If, as a result of any buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, the following interests in Shares were recorded in the register of interests in shares and short positions of the Company maintained under Section 336 of the SFO:

Name of substantial Shareholder	Nature of interest	Number of Shares held/interested	Percentage of shareholding (as at the Latest Practicable Date)	Percentage of shareholding (if the Buy-back Mandate is exercised in full)
BOCOM	Interest in a controlled corporation, beneficiary of trust ⁽¹⁾	2,000,000,000	73.14%	81.27%
BOCOM Nominee	Interest in a controlled corporation, Trustee (other than bare trustee) ⁽²⁾	2,000,000,000	73.14%	81.27%

Notes:

- (1) Expectation Investment is an indirect subsidiary of BOCOM and is the beneficial owner of 500,000 Shares. BOCOM is deemed to be interested in an aggregate of 2,000,000,000 Shares which BOCOM Nominee is interested in as trustee (other than a bare trustee) and which Expectation Investment is interested in as beneficial owner.
- (2) BOCOM Nominee is a subsidiary of BOCOM and (a) holds 1,999,500,000 Shares on trust for BOCOM and (b) controls 50% of voting rights of Expectation Investment which is the beneficial owner of 500,000 Shares.

Save as aforesaid and based on the information available to the Directors as at the Latest Practicable Date, the Directors are not aware of any consequences or implications which may arise under the Takeovers Code as a result of exercising the power to buy back Shares under the Buy-back Mandate. The Directors do not have any present intention to exercise the Buy-back Mandate to such extent as will trigger the Takeovers Code.

The Directors do not propose to buy back Shares which would result in the aggregate number of Shares of the Company in issue in public reducing to below 25%.