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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, PROPOSED RE-ELECTION OF DIRECTORS 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_2024AGM on Thursday, 27 June 2024 at 2:00 p.m. is set out on pages 8 to 11 of this circular.

As set out in the section headed "ARRANGEMENTS FOR THE AGM" of this circular, to promote better engagement with and maximise participation by Shareholders, 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. 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.** Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person or online at the meeting or any adjournment thereof if they so wish. **There will be no distribution of gifts at the AGM.** For details, please refer to the section headed "ARRANGEMENTS FOR THE AGM" of this circular.

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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_2024AGM on Thursday, 27 June 2024 at 2:00 p.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 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”	28 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the 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(s)”	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. XIE Jie (*Chief Executive Officer*)
Mr. WANG Xianjia
(*Deputy Chief Executive Officer, Chief Risk Officer*)

Registered Office:

9/F, Man Yee Building
68 Des Voeux Road Central
Hong Kong

Non-executive Directors:

Mr. SHAN Zengjian
Ms. ZHU Chen
Mr. WANG Yongqing

Independent Non-executive Directors:

Mr. TSE Yung Hoi
Mr. MA Ning
Mr. LIN Zhijun

3 June 2024

Dear Shareholders,

**NOTICE OF ANNUAL GENERAL MEETING,
PROPOSED RE-ELECTION OF DIRECTORS
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; and (ii) the grant of the General Mandate and Buy-back Mandate and to provide you with the notice of AGM.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

The Board currently consists of 9 Directors, comprising Mr. TAN Yueheng, Mr. XIE Jie, Mr. WANG Xianjia, Mr. SHAN Zengjian, Ms. ZHU Chen, Mr. WANG Yongqing, Mr. TSE Yung Hoi, Mr. MA Ning and Mr. LIN Zhijun.

Pursuant to Article 107 of the Articles of Association, the Directors shall have power at any time and from time to time to appoint any other person as a Director to fill a casual vacancy. Any Director so appointed shall hold office only until the next following general meeting and shall then be eligible for re-election. Accordingly, the term of office of Mr. XIE Jie and Mr. WANG Yongqing, who were appointed as an Executive Director and a Non-executive Director, respectively, by the Board with effect from 27 March 2024, shall expire at the AGM, and they shall be eligible for re-election.

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, Mr. TAN Yueheng, Mr. WANG Xianjia 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. Mr. TAN Yueheng, Mr. XIE Jie, Mr. WANG Xianjia, Mr. WANG Yongqing and Mr. LIN Zhijun, 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. TAN Yueheng, Mr. XIE Jie, Mr. WANG Xianjia, Mr. WANG Yongqing 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. LIN Zhijun, an Independent Non-executive Director, has substantial expertise and experience in the field of economics and accounting and has confirmed his independence. The nomination committee of the Company has also assessed and is satisfied with the independence of Mr. LIN Zhijun which meets the independence guidelines set out in Rule 3.13 of the Listing Rules and considered that he would continue to provide objective insights and independent judgement to the Board and the Board committees.

LETTER FROM THE BOARD

In view of the extensive knowledge and invaluable experience of Mr. TAN Yueheng, Mr. XIE Jie, Mr. WANG Xianjia, Mr. WANG Yongqing 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. TAN Yueheng, Mr. XIE Jie, Mr. WANG Xianjia, Mr. WANG Yongqing 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.

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 2023 to each of the Directors are set out in the Company's 2023 annual report.

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

At the annual general meeting of the Company held on 29 June 2023, 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 Appendix II to this circular.

LETTER FROM THE BOARD

AGM

The notice of AGM is set out on pages 8 to 11 of this circular.

The register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024 (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. Shareholders whose names appear on the register of members of the Company on Thursday, 27 June 2024 will be entitled to attend and vote at the AGM. 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 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 Friday, 21 June 2024.

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).

To promote better engagement with and maximise participation by Shareholders, 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. 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.** Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person or online at the AGM or any adjournment thereof if they so wish. **There will be no distribution of gifts at the AGM.** For details, please refer to the section headed "ARRANGEMENTS FOR THE AGM" of this circular.

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.

LETTER FROM THE BOARD

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; and (ii) 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 (the “AGM”) 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_2024AGM on Thursday, 27 June 2024 at 2:00 p.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 2023.
2. To re-elect Directors and to authorise the Board of Directors to fix the remuneration of Directors.
3. To re-appoint KPMG as the auditor of the Company and to authorise the Board of Directors to fix its remuneration.

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

4. “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 (i) a rights issue, (ii) any scrip dividend scheme or similar arrangement providing for the allotment of the Shares in

NOTICE OF ANNUAL GENERAL MEETING

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 5 below,

and the said approval shall be limited accordingly;

(c) for the purpose of this resolution numbered 4, “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; and

(d) for the purpose of this resolution numbered 4, “Shares” means ordinary shares of the Company and “Shareholders” means holders of the Shares.”

5. **“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;

- (c) for the purpose of this resolution numbered 5, “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 5, “Shares” means ordinary shares of the Company, “Shareholders” means holders of the Shares and “Stock Exchange” means The Stock Exchange of Hong Kong Limited.”
6. “**THAT** conditional on the passing of resolutions 4 and 5, 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 4 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 5, 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 4 and 5.”

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

Hong Kong, 3 June 2024

Notes:

1. To promote better engagement with and maximise participation by Shareholders, 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.

By logging in the dedicated online platform https://meetings.computershare.com/BOCOMI_2024AGM (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.

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 Monday, 24 June 2024 to Thursday, 27 June 2024 (both dates inclusive). To qualify to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must

NOTICE OF ANNUAL GENERAL MEETING

be lodged with the Company's 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 Friday, 21 June 2024.

3. 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.
4. 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.
5. 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 in person or online at the AGM or any adjournment of the AGM (as the case may be) should you so wish and, in such event, the form of proxy shall be deemed to be revoked.
6. 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, Mr. XIE Jie and Mr. WANG Xianjia as executive Directors; Mr. SHAN Zengjian, Ms. ZHU Chen and Mr. WANG Yongqing as non-executive Directors; Mr. TSE Yung Hoi, Mr. MA Ning and Mr. LIN Zhijun as independent non-executive Directors.

ARRANGEMENTS FOR THE AGM

ARRANGEMENTS FOR THE AGM

To promote better engagement with and maximise participation by Shareholders, 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.**

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 the online platform.** By logging in the dedicated online platform https://meetings.computershare.com/BOCOMI_2024AGM (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 the Company’s share registrar, Computershare Hong Kong Investor Services Limited, 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 Wednesday, 26 June 2024 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.

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 in person or online at the AGM or any adjournment of the AGM (as the case may be) 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 AGM, 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.

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. TAN Yueheng

TAN Yueheng, aged 61, is the Chairman and an Executive Director of the Company. He was appointed as a Director of the Company in February 2007 and the Vice Chairman of the Company in June 2007. He has served as the Chairman of the Company since July 2016 and was re-designated as an Executive Director of the Company in October 2016. He is also a director of various subsidiaries of the Company. Prior to joining the Group, Mr. TAN served as the deputy general manager of Jiang Nan Finance Limited from 1997 to 2002, the deputy general manager of CMB International Capital Corporation Limited from 1997 to 2002, a director of Great Wall Securities Limited from 1998 to 2002, the deputy general manager of China Merchants Finance Holdings Company Limited from 2002 to 2007, the chairman of the supervisory board of China Merchants Securities Co., Ltd. from 2003 to 2007, and a non-executive director of China Merchants Bank from 2004 to 2007.

Mr. TAN graduated from Hunan Institute of Finance and Economics with a bachelor's degree in Finance in July 1983. He also obtained a master's degree in Economics, with a major in Money and Banking from the Graduate School of the People's Bank of China in July 1986 and a doctorate degree in Economics from the Graduate School of Chinese Academy of Social Sciences in December 1989. Mr. TAN is a member of the Chinese People's Political Consultative Conference Gansu Provincial Committee and was appointed as a member of the Standing Committee since January 2020. He was the chairman of the Chinese Securities Association of Hong Kong from March 2015 to February 2019, and has been the permanent honorary chairman since February 2019. Mr. TAN has been appointed as a Justice of the Peace by the Hong Kong Government since October 2020, a director of the Chinese General Chamber of Commerce since November 2020, has been elected as a member of the seventh Legislative Council of the Hong Kong Special Administrative Region with effect from January 2022, and has been appointed as a member of the 14th National Committee of the Chinese People's Political Consultative Conference since January 2023.

Mr. TAN has entered into a letter of appointment with the Company as an Executive Director. The term of appointment commenced on 31 October 2019 and will continue thereafter until terminated by either party giving to the other not less than 3 months' notice in writing. Pursuant to the terms of the letter of appointment, no director's fees are payable to Mr. TAN as an Executive Director of the Company. The Company also entered into an employment contract with Mr. TAN. Mr. TAN is currently entitled to a base salary of HK\$2,630,000 per annum and a discretionary bonus and other benefits, which will be determined in commensuration with his work performance, duties and responsibilities as well as the prevailing market conditions.

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As at the Latest Practicable Date, Mr. TAN's interests in the shares of the Company and its associated corporation (within the meaning of Part XV of the SFO) are set out below:

Long Positions in Shares of the Company

Capacity	Class of shares held	Number of shares held	Approximate percentage to the total number of issued shares of the Company (%)
Beneficial owner	Ordinary shares	2,000,000	0.07%

Long Positions in shares of associated corporation — BOCOM

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	H shares	244,000	0.00	0.00
	A shares	140,000	0.00	0.00

Save as disclosed above, Mr. TAN (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. TAN 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.

(2) Mr. XIE Jie

XIE Jie, aged 49, is the Chief Executive Officer and an Executive Director of the Company. He was appointed as the Chief Executive Officer and an Executive Director of the Company in March 2024. He is also a director of various subsidiaries of the Company.

Mr. XIE joined BOCOM Group in July 2000 and held several positions, including the deputy senior manager of business development, deputy senior manager of commercial and industrial enterprises and senior manager of commercial and industrial enterprises of the corporate business department of BOCOM from July 2007 to March 2008, from March

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2008 to August 2010 and from August 2010 to April 2011 respectively, the director of trust business and vice president of Bank of Communications International Trust Co., Ltd. from April 2011 to February 2013 and from April 2013 to August 2020 respectively, the general manager of Bank of Communications Capital Management Co., Ltd. from August 2020 to August 2022, the vice president of BOCOM Financial Asset Investment Co., Ltd. from April 2021 to July 2022, the president of BOCOM Financial Asset Investment Co., Ltd. from July 2022 to December 2023, an executive director of the same company from July 2022 to February 2024, and the chairman of the board of directors of Bank of Communications Capital Management Co., Ltd. from June 2023 to February 2024.

Mr. XIE graduated from Fudan University in July 2000, and obtained a Bachelor's degree in Economics and a Master's degree in Economics successively. He has served as a director of National Green Development Fund Co., Ltd. since July 2020, and a director and vice chairman of the Chinese Securities Association of Hong Kong since May 2024.

Mr. XIE has entered into a letter of appointment with the Company as an Executive Director. The term of appointment commenced on 27 March 2024 and will continue thereafter until terminated by either party giving to the other not less than 3 months' notice in writing. Pursuant to the terms of the letter of appointment, no director's fees are payable to Mr. XIE as an Executive Director of the Company. The Company also entered into an employment contract with Mr. XIE. Mr. XIE is currently entitled to a base salary of HK\$1,500,000 per annum, and a discretionary bonus and other benefits which will be determined in commensuration with his work performance, duties and responsibilities as well as the prevailing market conditions.

As at the Latest Practicable Date, Mr. XIE's interests in 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	180,000	0.00%	0.00%

Save as disclosed above, Mr. XIE (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. XIE 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.

(3) Mr. WANG Xianjia

WANG Xianjia, aged 47, is an Executive Director, the Deputy Chief Executive Officer and Chief Risk Officer of the Company. He was appointed as a Non-executive Director of the Company in June 2022, and was re-designated as an Executive Director and appointed as the Deputy Chief Executive Officer and the Chief Risk Officer of the Company in December 2023. He is also a director of various subsidiaries of the Company.

Mr. WANG joined BOCOM in July 1999 and held various positions, including the manager and the deputy senior manager of the treasury department of the Macau branch of BOCOM from November 2007 to April 2008 and from April 2008 to September 2010 respectively, deputy senior manager of bond investments, deputy senior manager of foreign exchange trading and senior manager of foreign exchange trading of the financial markets department of BOCOM from September 2010 to September 2012, from September 2012 to December 2013 and from December 2013 to April 2014 respectively, 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, the vice general manager of the risk management department of BOCOM from November 2020 to June 2023, and has served as a non-executive director of Bank of Communications Schroder Fund Management Co., Ltd. since January 2021.

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 as an Executive Director. The term of appointment commenced on 11 December 2023 and will continue thereafter until terminated by either party giving to the other not less than 3 months' notice in writing. Pursuant to the terms of the letter of appointment, no director's fees are payable to Mr. WANG as an Executive Director of the Company. The Company also entered into an employment contract with Mr. WANG. Mr. WANG is currently entitled to a base salary of HK\$1,000,000 per annum, and a discretionary bonus and other benefits which will be determined in commensuration with his work performance, duties and responsibilities as well as the prevailing market conditions.

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As at the Latest Practicable Date, Mr. WANG's interests in 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	110,000	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.

(4) Mr. WANG Yongqing

WANG Yongqing, aged 55, is a Non-executive Director of the Company. He was appointed as a Non-executive Director of the Company in March 2024.

Mr. WANG joined BOCOM Group in October 1990 and held several positions, including the deputy general manager of the Seoul branch of BOCOM from February 2012 to September 2017, and also the senior credit executive officer of the Seoul branch of BOCOM from November 2015 to September 2017, the general manager of the Seoul branch of BOCOM from September 2017 to August 2023, and has served as the deputy general manager and senior expert of the credit approval department of BOCOM since August 2023.

Mr. WANG graduated from Nanjing University of Science & Technology in July 1998 with a Bachelor's degree in Economics, and obtained a degree of International Master of Business Administration from The University of British Columbia in Canada in May 2010.

Mr. WANG has entered into a letter of appointment with the Company as a Non-executive Director. The term of appointment commenced on 27 March 2024 and will continue thereafter until terminated by either party giving to the other not less than 3 months' notice in writing. The Company will not pay any emoluments to Mr. WANG for assuming the office of Non-executive Director.

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As at the Latest Practicable Date, Mr. WANG's interests in 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	180,000	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.

(5) Mr. LIN Zhijun

LIN Zhijun, aged 69, 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 China Everbright Limited (listed on the Stock Exchange, stock code: 0165). 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, South Manganese Investment Limited (formerly known as "CITIC Dameng Holdings Limited") (listed on the Stock Exchange, stock code: 1091) from October 2016 to July 2021, Dali Foods Group Company Limited (withdrawal of listing on the Stock Exchange) from August 2015 to August 2023 and Sinotruk (Hong Kong) Limited (listed on the Stock Exchange, stock code: 3808) from February 2007 to March 2024.

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 served as the vice president of the Macau University of Science and Technology from March 2018 to June 2022, the dean of the Business School of the Macau University of Science and Technology from January 2015 to June 2020, and an associate vice president of the Macau University of Science and Technology from February 2017 to March 2018. He currently serves as the Head of Academic Accreditation Office, and a professor of the Business School of the Macau University of Science and Technology.

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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 as an Independent Non-executive Director. The term of appointment commenced on 31 October 2022 and will continue thereafter until terminated by either party giving to the other not less than 3 months' notice in writing. 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 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 as 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 2023) 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.

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 2023	0.480	0.420
May 2023	0.475	0.405
June 2023	0.450	0.405
July 2023	0.425	0.375
August 2023	0.420	0.340
September 2023	0.385	0.310
October 2023	0.380	0.310
November 2023	0.455	0.320
December 2023	0.405	0.335
January 2024	0.400	0.300
February 2024	0.330	0.280
March 2024	0.325	0.280
April 2024	0.315	0.250
May 2024 (up to the Latest Practicable Date)	0.370	0.300

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 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.

Neither this explanatory statement nor the proposed buy-back has any unusual features.

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.

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%.