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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you have sold or transferred** all your shares in **Bank of Communications Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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交通銀行股份有限公司  
**Bank of Communications Co., Ltd.**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 03328)**

**FIXED ASSETS INVESTMENT PLAN  
PROPOSED APPOINTMENT OF DIRECTORS  
ISSUANCE QUOTA OF TOTAL LOSS-ABSORBING CAPACITY  
NON-CAPITAL BONDS  
AND  
NOTICE OF AGM**

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The notice convening the AGM to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Wednesday, 26 June 2024, is set out on pages 10 to 13 of this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Bank in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand, post or fax as soon as practicable and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting thereof should you so wish.

5 June 2024

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## TABLE OF CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
1. INTRODUCTION .....	3
2. FIXED ASSETS INVESTMENT PLAN .....	4
3. PROPOSED APPOINTMENT OF DIRECTORS .....	4
4. ISSUANCE QUOTA OF TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL BONDS .....	7
5. THE AGM .....	8
6. RECOMMENDATION .....	9
<b>NOTICE OF AGM</b> .....	10

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## DEFINITIONS

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

“AGM”	means the annual general meeting of the Bank to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Wednesday, 26 June 2024
“Articles of Association”	means the articles of association of Bank of Communications Co., Ltd. (as amended from time to time)
“A Share(s)”	means the domestic share(s) of par value of RMB1.00 each in the share capital of ordinary shares of the Bank which is/are listed on the Shanghai Stock Exchange and traded in Renminbi
“Bank”	means Bank of Communications Co., Ltd. (交通銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Board”	means the board of Directors of the Bank
“Director(s)”	means the director(s) of the Bank
“Hong Kong”	means Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars”	means Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“H Share(s)”	means the overseas-listed foreign share(s) of par value of RMB1.00 each in the share capital of ordinary shares of the Bank which is/are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Latest Practicable Date”	means 4 June 2024, being the latest practicable date for the purpose of ascertaining information for inclusion herein

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## DEFINITIONS

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“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“NAFR”	means the National Administration of Financial Regulation
“PRC”	means the People’s Republic of China
“RMB”	means Renminbi, the lawful currency of the PRC
“Share(s)”	means A Share(s) and/or H Share(s)
“Shareholder(s)”	means the holder(s) of the share(s) of the Bank
“TLAC Bonds”	means total loss-absorbing capacity non-capital bonds

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LETTER FROM THE BOARD

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交通銀行股份有限公司  
**Bank of Communications Co., Ltd.**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 03328)**

*Executive Directors:*

Mr. Ren Deqi  
Mr. Yin Jiuyong  
Mr. Zhou Wanfu

*Registered Office:*

No. 188, Yin Cheng Zhong Lu,  
China (Shanghai) Pilot  
Free Trade Zone  
PRC

*Non-executive Directors:*

Mr. Li Longcheng  
Mr. Wang Linping  
Mr. Chang Baosheng  
Mr. Liao, Yi Chien David  
Mr. Chan Siu Chung  
Mr. Mu Guoxin  
Mr. Chen Junkui  
Mr. Luo Xiaopeng

*Place of Business in Hong Kong:*

No. 20 Pedder Street  
Central  
Hong Kong

*Independent Non-executive Directors:*

Mr. Cai Haoyi  
Mr. Shi Lei  
Mr. Zhang Xiangdong  
Ms. Li Xiaohui  
Mr. Ma Jun  
Mr. Wong Tin Chak

*To the Shareholders*

Dear Sir or Madam,

**FIXED ASSETS INVESTMENT PLAN  
PROPOSED APPOINTMENT OF DIRECTORS  
ISSUANCE QUOTA OF TOTAL LOSS-ABSORBING CAPACITY  
NON-CAPITAL BONDS  
AND  
NOTICE OF AGM**

**1. INTRODUCTION**

References are made to (i) the announcement of the Bank dated 26 April 2024 in relation to the proposed appointment of an independent non-executive Director; and (ii) the announcement of the Bank dated 4 June 2024 in relation to, among others, the proposed appointment of an executive Director.

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## LETTER FROM THE BOARD

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The purpose of the circular is to provide you with detailed information in relation to, among other things, the proposals of (i) fixed assets investment plan; (ii) proposed appointment of an executive Director and an independent non-executive Director; and (iii) issuance quota of TLAC Bonds, in order for you to make an informed decision to vote for or against the above proposed resolutions at the AGM.

### 2. FIXED ASSETS INVESTMENT PLAN

The investment plan in respect of fixed assets (the fixed assets and the construction-in-progress) of the Bank will be RMB4.947 billion for the year 2024, representing a decrease of RMB1.444 billion or 22.59% as compared with the planned amount last year, and representing a decrease of RMB0.812 billion or 14.1% as compared with the actual amount last year. Among them, the investment in information technology decreased by RMB0.692 billion compared with the actual amount last year; the investment in daily operation and guarantee decreased by RMB0.12 billion as compared with the actual amount last year. It is expected that the balance of net fixed assets of the total assets of the Bank as at the end of year 2024 will remain stable as compared to the end of the year 2023 (0.36%).

The proposed investment in fixed assets for the year 2024 will be mainly used for the investment in information technology of the Bank and safeguarding the smooth operation of various businesses. Among them, the investment in information technology will be RMB3.586 billion, accounting for 72.49% and representing a decrease of RMB1.007 billion compared with the budget amount last year; the investment in daily operation guarantee will be RMB1.361 billion, accounting for 27.51% and representing a decrease of RMB0.437 billion compared with the budget amount last year.

Such proposal will be put forward at the AGM for the Shareholders' consideration and approval by way of an ordinary resolution.

### 3. PROPOSED APPOINTMENT OF DIRECTORS

The Board has resolved to propose to appoint Mr. Zhang Baojiang (“**Mr. Zhang**”) as an executive Director, the vice chairman of the Board, the chairman of the Social Responsibility (Environmental, Social and Governance) and Consumer Protection Committee under the Board and a member of the Strategy Committee (Inclusive Finance Development Committee) under the Board, as well as appoint Mr. Xiao Wei (“**Mr. Xiao**”) as an independent non-executive Director, the chairman of the Personnel and Remuneration Committee of the Board and a member of the Risk Management and Related Party Transactions Control Committee of the Board.

In accordance with the relevant laws and regulations and the Articles of Association, each of Mr. Zhang's and Mr. Xiao's position as a Director and their positions in the special committees of the Board shall become effective after he is appointed as a Director by the AGM and his qualification as a Director is approved by the NAFR. Mr. Zhang's position as the vice chairman of the Board is subject to the approval of his qualification as an executive Director

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## LETTER FROM THE BOARD

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and the vice chairman of the Board by the NAFR. After the qualification of Mr. Xiao as an independent non-executive Director becomes effective, Mr. Cai Haoyi will cease to serve as an independent non-executive Director, the chairman of the Personnel and Remuneration Committee of the Board and a member of the Risk Management and Related Party Transactions Control Committee of the Board.

The biographical details of Mr. Zhang are as follows:

Mr. Zhang Baojiang, born in 1970, Chinese nationality, senior economist. Mr. Zhang had worked for Agricultural Development Bank of China, serving as the Vice President of such bank, President of the Anhui Branch, Director of the General Office of the Head Office, Vice President of the Shaanxi Branch, Deputy General Manager (In Charge of Work) of the Policy Research Office, Deputy Director of the General Office and Deputy General Manager of the Research Office of the Head Office, etc. Mr. Zhang obtained a master's degree in Economics from the Graduate School of the Party School of the Central Committee of Communist Party of China in 1998 and a doctoral degree in Economics from the Graduate School of the Party School of the Central Committee of Communist Party of China in 2004.

The biographical details of Mr. Xiao are as follows:

Mr. Xiao Wei, born in 1960, is with Chinese nationality, a senior accountant. Mr. Xiao served as Chief Audit Officer of Bank of China Limited (“**Bank of China**”) since November 2014 and retired in November 2020. Prior to that, Mr. Xiao had also worked for Bank of China for a long time, serving as General Manager of the Financial Management Department of the Head Office, Deputy General Manager of the Beijing Branch, Chief Financial Officer of the Beijing Branch, Assistant General Manager and Deputy General Manager of the Asset-and-Liability Management Department of the Head Office, etc. Mr. Xiao obtained a doctoral degree in Economics from Renmin University of China in 1994.

Mr. Xiao has confirmed his independence in writing to the Bank in accordance with Rule 3.13 of the Listing Rules, including his independence as regards each of the factors referred to in the Rule 3.13(1) to (8) of the Listing Rules, that he has no past or present financial or other interest in the business of the Bank or its subsidiaries or any connection with any core connected person of the Bank, and that there are no other factors that may affect his independence. The Board also considers that Mr. Xiao complies with the independence guidelines as set out in Rule 3.13 of the Listing Rules and he is independent according to the terms of such guidelines.

Each of the nomination was proposed by the Board, initially reviewed by the Personnel and Remuneration Committee of the Board, deliberated by the Board and put forward at the AGM for the Shareholders' consideration in accordance with the Articles of Association after considering Mr. Zhang's qualification, expertise, knowledge and experience and the specific needs of the Bank, as well as Mr. Xiao's qualification, expertise, knowledge and experience, independence and the specific needs of the Bank. Mr. Zhang is an expert in the field of bank operations and management, and Mr. Xiao is an expert in the field of financial and bank

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## LETTER FROM THE BOARD

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operations and management. If each of Mr. Zhang and Mr. Xiao is appointed as a Director, they will bring rich practical experience and valuable insights in bank operations and management and financial to the Board, which will help further promote the diversity of composition of the Board. As at the Latest Practicable Date, each of Mr. Zhang and Mr. Xiao did not hold any directorship in any other listed company, and thus he can give the Bank sufficient time and attention. After each of the resolution regarding the appointment of Mr. Zhang as an executive Director and the appointment of Mr. Xiao as an independent non-executive Director is approved at the AGM, the Bank will submit relevant qualification documents of Mr. Zhang and Mr. Xiao to the NAFR for review. The Declaration of the Nominator of Independent Director and the Declaration of the Candidate of Independent Director in relation to the appointment of Mr. Xiao as an independent non-executive Director have been submitted to the relevant regulatory authorities.

Save as disclosed above and as at the Latest Practicable Date, each of Mr. Zhang and Mr. Xiao has not held any other positions in the Bank or any of its subsidiaries, nor has he held any directorship in any other listed company in the past three years, nor has he had any relationship with any Director, senior management or substantial Shareholder of the Bank.

As at the Latest Practicable Date, each of Mr. Zhang and Mr. Xiao did not have or are deemed to have any interest or short positions in the shares, underlying shares or debentures of the Bank or any of its associated corporation (within the meaning of Part XV of the Securities and Future Ordinance).

The term of office of each of Mr. Zhang and Mr. Xiao will start from the approval of his qualification by the NAFR to the expiry date of the term of the tenth session of the Board. After the expiry of the term of office, each of them is eligible for re-election (save that the accumulative term of an independent non-executive Director shall not exceed six years). If appointed, Mr. Zhang will receive a remuneration comprising basic salary, discretionary bonus and statutory social security benefits from the Bank, the amount of which will be determined in accordance with the Articles of Association and relevant regulations after taking into consideration the assessment of the operating performance of the Bank for the year, and Mr. Xiao will not receive remuneration from the Bank.

Save as disclosed above and as at the Latest Practicable Date, the Board is not aware of any other matters in relation to the appointment of each of Mr. Zhang and Mr. Xiao that need to be brought to the attention of the Shareholders nor any other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Such proposals will be put forward at the AGM for the Shareholders' consideration and approval by way of ordinary resolution.



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## LETTER FROM THE BOARD

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### 4. ISSUANCE QUOTA OF TOTAL LOSS-ABSORBING CAPACITY NON-CAPITAL BONDS

In November 2023, the Bank was identified as a global systemically important bank and a compliance requirement in relation to total loss-absorbing capacity (TLAC) was added. In 2024, the Bank proposed to issue the TLAC Bonds. The following plan is hereby submitted to the general meeting for consideration:

#### I. Issuance Plan

Issuance size:	not more than RMB130.0 billion <sup>1</sup> (including equivalent foreign currency(ies)), which can be issued in batches within the validity period
Types of bonds:	write-down total loss-absorbing capacity non-capital bonds, which meet the relevant requirements such as Administrative Measures on the Total Loss-absorbing Capacity of Global Systemically Important Banks (《全球系統重要性銀行總損失吸收能力管理辦法》) and Notice on Relevant Matters Concerning the Issuance of Total Loss-absorbing Capacity Non-capital Bonds by Global Systemically Important Banks (《關於全球系統重要性銀行發行總損失吸收能力非資本債券有關事項的通知》), and can be used to replenish the external total loss-absorbing capacity of commercial banks
Issuance markets:	domestic and overseas markets
Means of loss-absorbing:	when the Bank enters into the disposal stage, the loss will be absorbed by means of write-down
Maturity of bonds:	maturity shall be not less than one year
Issuance rates:	to be determined with reference to market interest rates
Use of proceeds:	to replenish external total loss-absorbing capacity of the Bank
Validity period of the resolution:	from the time of approval by the general meeting to 31 December 2024

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<sup>1</sup> Such issuance size is included in issuance quota of the RMB160.0 billion financial bonds approved by the first extraordinary general meeting of the Bank in 2024.

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## LETTER FROM THE BOARD

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### II. Relevant Authorisation Matters

#### *(1) Authorisation matters related to the issuance of the bonds*

In order to smoothly promote the issuance of TLAC Bonds, it is put forward to the general meeting to authorise the Board, and the Board to authorise the senior management of the Bank or their authorised representatives, to handle specific matters of bond issuance, including but not limited to reporting to relevant regulatory authorities, determining the issuance size, time, batch, pricing and other related matters, amending, signing, and implementing all contracts and related documents that occur during the issuance process.

The authorisation will take effect from the time of approval by the general meeting to 31 December 2024.

#### *(2) Related authorisation matters during the term of the bonds*

It is put forward to the general meeting to authorise the Board, and the Board to authorise the senior management of the Bank or their authorised representatives, within the framework and principles approved by the general meeting, from the date of completion of each tranche of bond issuance, to handle all relevant matters including distribution of interest, redemption, write-down (if any) according to the regulations and approval requirements promulgated by relevant regulatory authorities during the term of the bonds.

Such proposal will be put forward at the AGM for the Shareholders' consideration and approval by way of a special resolution.

### 5. THE AGM

The AGM will be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Wednesday, 26 June 2024. The notice convening the AGM is set out on pages 10 to 13 of this circular.

In accordance with the Notice of China Banking Regulatory Commission on Enhancing the Management of Pledge of Equity Interests in Commercial Banks (《中國銀監會關於加強商業銀行股權質押管理的通知》) and Articles of Association, if a shareholder has pledged fifty percent or more of the equity interests held by such shareholder in the Bank, such shareholder's voting right at the general meeting shall be restricted.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Bank in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by hand, post or fax

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## LETTER FROM THE BOARD

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as soon as practicable and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting thereof should you so wish.

### **6. RECOMMENDATION**

The Board considers that resolutions set out in the notice of the AGM are in the best interests of the Bank and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of relevant resolutions proposed at the AGM.

By Order of the Board of  
**Bank of Communications Co., Ltd.**  
**He Zhaobin**  
*Company Secretary*

Shanghai, the PRC  
5 June 2024

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## NOTICE OF AGM

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# 交通銀行股份有限公司 Bank of Communications Co., Ltd.

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 03328)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of Bank of Communications Co., Ltd. (the “Bank”) for the year 2023 will be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the People’s Republic of China (the “PRC”) at 9:30 a.m. on Wednesday, 26 June 2024, for the purpose of passing the following resolutions:

#### As Ordinary Resolutions

1. To consider and, if thought fit, to approve the report of the board of directors (the “Board”) of the Bank for the year ended 31 December 2023.
2. To consider and, if thought fit, to approve the report of the board of supervisors of the Bank for the year ended 31 December 2023.
3. To consider and, if thought fit, to approve the financial report of the Bank for the year ended 31 December 2023.
4. To consider and, if thought fit, to approve the profit distribution plan of the Bank for the year ended 31 December 2023.
5. To consider and, if thought fit, to approve the fixed assets investment plan of the Bank for the year ending 31 December 2024.
6. To consider and, if thought fit, to approve the appointment of Mr. Zhang Baojiang as an executive director of the Bank.
7. To consider and, if thought fit, to approve the appointment of Mr. Xiao Wei as an independent non-executive director of the Bank.
8. To consider and, if thought fit, to approve the appointment of KPMG as the international auditor for the year 2024 and KPMG Huazhen LLP as the domestic auditor of the Bank for the year 2024 for the provision of auditing services and other relevant professional services to the Bank for a total remuneration of RMB40.105 million, and with a term commencing from the time of approval at the AGM and ending on the time of conclusion of the annual general meeting of the Bank for the year 2024; and to authorise the Board, and the Board to authorise the senior management, to negotiate with them the specific work content, contract terms and other matters, and enter into engagement contracts.

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## NOTICE OF AGM

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### As Special Resolution

9. To consider and, if thought fit, to approve the issuance quota of total loss-absorbing capacity non-capital bonds.

By order of the Board of  
**Bank of Communications Co., Ltd.**  
**He Zhaobin**  
*Company Secretary*

Shanghai, the PRC  
5 June 2024

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# NOTICE OF AGM

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*Notes:*

## **1. Closure of register of members for H shares and eligibilities for attending the AGM**

The shareholders whose names appear on the register of members for H shares of the Bank at the close of business on Thursday, 20 June 2024 are entitled to attend the AGM with their passports or other identity papers.

The register of members for H shares of the Bank will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024 (both days inclusive), during which period no transfer of the H shares will be registered.

Holders of the H shares intending to attend the AGM shall lodge all the transfer documents for H shares together with the relevant share certificates with Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Bank in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Thursday, 20 June 2024.

## **2. Closure of register of members for H shares and eligibilities for Final Dividend**

The Board has proposed to distribute a cash dividend of RMB0.375 per share (inclusive of tax) for the year ended 31 December 2023 (the “**Final Dividend**”). If the resolution regarding the payment of the Final Dividend is approved by the shareholders of the Bank at the AGM, the Final Dividend is expected to be distributed on Wednesday, 10 July 2024 to the shareholders whose names appear on the register of members of A shares of the Bank at the close of business on Tuesday, 9 July 2024, and on Wednesday, 31 July 2024 to the shareholders whose names appear on the register of members of H shares of the Bank at the close of business on Tuesday, 9 July 2024.

The register of members for H shares of the Bank will be closed from Thursday, 4 July 2024 to Tuesday, 9 July 2024 (both days inclusive) during which period no transfer of H shares will be registered. In order to be qualified to receive the Final Dividend, for holders of H shares, all transfer documents together with the relevant share certificates must be lodged with the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 3 July 2024.

## **3. Proxy**

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Bank.

A proxy of a shareholder who has appointed more than one proxy may only vote on a poll in respect of the shares actually held. The instrument appointing a proxy must be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified.

To be valid, the notarially certified power of attorney, or other documents of authorisation, and the proxy form must be delivered to the Bank’s share registrar by hand, post or fax as soon as possible and in any event not less than 24 hours before the time appointed for the AGM or any adjournment thereof. The Bank’s share registrar is Computershare Hong Kong Investor Services Limited, whose address is 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

## **4. Method of voting at the AGM**

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by way of poll. Accordingly, the chairman of the AGM will demand a poll in relation to the proposed resolutions at the AGM.

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## NOTICE OF AGM

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### 5. Other issues

The AGM (on-site meeting) is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents and the authorisation documents mentioned above. A photocopy of such identity documents and authorisation documents should also be provided. For photocopies of documents for an individual shareholder, the photocopies shall be signed by the individual. For photocopies of documents for a corporate shareholder, the photocopies shall be stamped with the corporate chop.

*As at the date of this notice, the directors of the Bank are Mr. Ren Deqi, Mr. Yin Jiuyong, Mr. Zhou Wanfu, Mr. Li Longcheng\*, Mr. Wang Linping\*, Mr. Chang Baosheng\*, Mr. Liao, Yi Chien David\*, Mr. Chan Siu Chung\*, Mr. Mu Guoxin\*, Mr. Chen Junkui\*, Mr. Luo Xiaopeng\*, Mr. Cai Haoyi<sup>#</sup>, Mr. Shi Lei<sup>#</sup>, Mr. Zhang Xiangdong<sup>#</sup>, Ms. Li Xiaohui<sup>#</sup>, Mr. Ma Jun<sup>#</sup> and Mr. Wong Tin Chak<sup>#</sup>.*

\* *Non-executive directors*

# *Independent non-executive directors*