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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)

**POLL RESULTS OF AGM  
HELD ON WEDNESDAY, 26 JUNE 2024**

The board of directors (the “**Board**”) of Bank of Communications Co., Ltd. (the “**Bank**”) is pleased to announce that the annual general meeting for the year 2023 (the “**AGM**”) was 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.

At the AGM, the proposed resolutions set out in the notice of the AGM dated 5 June 2024 were voted by poll.

**POLL RESULTS OF THE AGM**

The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Valid Votes (share, %)		
		For	Against	Abstained
1.	To consider and, if thought fit, to approve the report of the board of directors of the Bank for the year ended 31 December 2023.	51,571,016,370 99.726688%	109,751,934 0.212235%	31,584,274 0.061077%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
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.	51,666,051,122 99.910463%	14,717,182 0.028460%	31,584,274 0.061077%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	To consider and, if thought fit, to approve the financial report of the Bank for the year ended 31 December 2023.	51,666,051,122 99.910463%	14,717,182 0.028460%	31,584,274 0.061077%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of Valid Votes (share, %)		
		For	Against	Abstained
4.	To consider and, if thought fit, to approve the profit distribution plan of the Bank for the year ended 31 December 2023.	51,709,013,178 99.993542%	365,900 0.000708%	2,973,500 0.005750%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5.	To consider and, if thought fit, to approve the fixed assets investment plan of the Bank for the year ending 31 December 2024.	51,708,774,596 99.993081%	575,082 0.001112%	3,002,900 0.005807%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
6.	To consider and, if thought fit, to approve the appointment of Mr. Zhang Baojiang as an executive director of the Bank.	51,347,249,045 99.293972%	361,965,333 0.699959%	3,138,200 0.006069%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
7.	To consider and, if thought fit, to approve the appointment of Mr. Xiao Wei as an independent non-executive director of the Bank.	51,597,072,393 99.777074%	111,234,214 0.215102%	4,045,971 0.007824%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
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.	51,699,689,489 99.975512%	9,660,189 0.018681%	3,002,900 0.005807%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Special Resolution		Number of Valid Votes (share, %)		
		For	Against	Abstained
9.	To consider and, if thought fit, to approve the issuance quota of total loss-absorbing capacity non-capital bonds.	51,707,547,198 99.990707%	1,646,982 0.003185%	3,158,398 0.006108%
As more than two-thirds (2/3) of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.				

As at the date of the AGM, the total number of shares entitling its holders to attend and vote on the resolutions proposed at the AGM was 74,193,506,575 shares. No shareholders of the Bank were entitled to attend but were required to abstain from voting in favour of the proposed resolutions at the AGM pursuant to Rule 13.40 of the Rules (the “**Hong Kong Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and no shareholders were required pursuant to the Hong Kong Listing Rules to abstain from voting at the AGM.

Shareholders and authorized proxies holding an aggregate of 51,712,352,578 shares, representing 69.699297% of the total number of shares entitling their holders to attend and vote on the resolutions proposed at the AGM, were present at the AGM. The AGM was chaired by Ren Deqi, the chairman of the Board. Except for Liao, Yi Chien David (non-executive director) and, Chan Siu Chung (non-executive director), who were absent from the AGM due to other business engagements, all other directors of the Bank attended the AGM.

## SCRUTINEER AND LAWYERS’ CERTIFICATION

In compliance with the requirements of the Hong Kong Listing Rules, CL Partners CPA Limited acted as the scrutineer for the vote-taking at the AGM. Zhou Shilin and Liu Xinlu, shareholders’ authorized representatives, Guan Xingshe, a supervisor of the Bank, and Zhang Kuan, a lawyer from AllBright Law Offices (Shanghai), the PRC legal advisor of the Bank, jointly participated in the vote counting and scrutinizing at the AGM.

Zhang Kuan and Xu Qiuxian, lawyers from AllBright Law Offices (Shanghai), witnessed the AGM and issued a legal opinion certifying that the convening and procedures of the AGM complied with the requirements of the relevant laws, regulations and other normative documents and the articles of association of the Bank; the qualifications of the convener and attendees of the AGM are legal and valid; the voting process and the voting results of the AGM are legal and valid.

## PAYMENT OF THE FINAL DIVIDEND

Declaration and payment of a final cash dividend for the year ended 31 December 2023 of RMB0.375 per share (inclusive of tax) (the “**Final Dividend**”) has been approved at the AGM.

Considering declaration process of income tax of dividends, the Final Dividend will 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 will be distributed 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.

For investors of the Shanghai Stock Exchange and Shenzhen Stock Exchange (including enterprises and individuals) investing in the H shares of the Bank (the “**Southbound Trading**”), the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited will pay the Final Dividend to the investors as from around Wednesday, 31 July 2024 through clearing agency participants. For the holders of H shares of the Bank who are not investors of Southbound Trading, cheques will be despatched to holders of H shares who are entitled to receive the Final Dividend by ordinary post at the risk of holders of H shares on Wednesday, 31 July 2024 by the Bank’s H share registrar and transfer office, Computershare Hong Kong Investor Services Limited. The Final Dividend will be paid in Renminbi to the investors of Southbound Trading and paid in Hong Kong dollars to the holders of H shares of the Bank other than investors of Southbound Trading. The exchange rate between Renminbi and Hong Kong dollars is based on the average middle exchange rate of Renminbi to Hong Kong dollars on the five working days before the date of the AGM (being Wednesday, 19 June 2024 to Tuesday, 25 June 2024) as announced by the People’s Bank of China (RMB0.912082 = HK\$1.00), and the Final Dividend calculated based on such exchange rate shall be HK\$0.411147 per share (inclusive of tax).

The register of members of 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, all the transfer documents of the H shares of the Bank 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.

In accordance with the Enterprise Income Tax Law of the People’s Republic of China and the Rules for the Implementation of the Enterprise Income Tax Law of the People’s Republic of China, both implemented in 2008 and took effect from 1 January 2008, the Bank shall be obliged to withhold and pay the enterprise income tax on behalf of non-resident enterprise shareholders whose names appear on the register of members of the Bank for H shares with a tax rate of 10% when the Bank distributes dividends. Non-resident enterprise shareholders may apply for a tax refund in accordance with relevant rules and regulations including tax agreements (arrangements) after receiving dividends. Any H shares of the Bank registered other than in the name(s) of individual(s), including HKSCC Nominees Limited, other nominees, trustees, or other organizations or groups, shall be deemed to be held by non-resident enterprise shareholder(s) and the enterprise income tax shall be withheld from the Final Dividend payable thereon.

Pursuant to Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document issued by State Taxation Administration (Guo Shui Han [2011] No. 348), the income from dividend and/or bonus shares distributed by the PRC non-foreign invested enterprises whose shares have been issued in Hong Kong obtained by the overseas resident individual shareholders is subject to the individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries where they are residents and the PRC. The Bank shall comply with the relevant rules and regulations to withhold and pay the income tax for the Final Dividend on behalf of the relevant shareholders whose names appear on the register of members of the Bank for H shares on Tuesday, 9 July 2024.

## **Profit Distribution for Investors of Northbound Trading**

The Final Dividend for investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A shares of the Bank (the “**Northbound Trading**”) will be paid in Renminbi by the Bank through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such A shares. The Bank will withhold and pay income tax at the rate of 10% on behalf of those investors and will report to the competent tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises or individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Bank for the entitlement of the rate under such tax treaty. Upon approval by the competent tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date, date of distribution of cash dividends and other time arrangements for the Final Dividend for the investors of Northbound Trading will be the same as those for the holders of A shares of the Bank.

## **Profit Distribution for Investors of Southbound Trading**

The Bank has entered into the Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading with China Securities Depository and Clearing Corporation Limited. China Securities Depository and Clearing Corporation Limited will receive all Final Dividend as the nominee of investors of Southbound Trading and distribute the Final Dividend to the relevant investors of Southbound Trading through its depository and clearing system.

The Final Dividend for the investors of Southbound Trading will be paid in Renminbi. Pursuant to the relevant requirements under “Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets” (Cai Shui [2014] No. 81) and the “Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets” (Cai Shui [2016] No. 127) jointly promulgated by Ministry of Finance, State Taxation Administration and China Securities Regulatory Commission, for dividends derived by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, H share companies shall withhold and pay individual income tax at a tax rate of 20% for the investors. For domestic securities investment funds investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. H share companies will not withhold or pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date, date of distribution of cash dividends and other time arrangements for the Final Dividend for the investors of Southbound Trading will be the same as those for the holders of H shares of the Bank.

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

Shanghai, the PRC  
26 June 2024

*As at the date of this announcement, 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#, Mr. Shi Lei#, Mr. Zhang Xiangdong#, Ms. Li Xiaohui#, Mr. Ma Jun# and Mr. Wong Tin Chak#.*

\* *Non-executive directors*

# *Independent non-executive directors*