

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)

31 March 2025

To the Independent Shareholders

Dear Sir or Madam.

(1) PROPOSED ISSUANCE OF A SHARES UNDER SPECIFIC MANDATE; AND

(2) APPLICATION FOR WHITEWASH WAIVER

We refer to the circular issued by the Bank to its shareholders dated 31 March 2025 (the "Circular") of which this letter forms part. Unless otherwise specified, terms used in this letter shall have the same meanings as defined in the Circular.

We have been appointed by the Board as members of the Independent Board Committee to advise the Independent Shareholders in respect of whether the terms of the MOF Subscription and the Whitewash Waiver are fair and reasonable so far as the Independent Shareholders are concerned and to advise the Independent Shareholders on how to vote at the EGM and the H Shareholders Class Meeting.

Gram Capital has been appointed with the approval of the Independent Board Committee as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the MOF Subscription and the Whitewash Waiver. Details of the Independent Financial Adviser's advice and the principal factors and reasons they have taken into consideration in giving such advice are set out on pages 37 to 63 of the Circular. Your attention is also drawn to the letter from the Board set out on pages 7 to 34 of the Circular and the additional information set out in Appendix I to Appendix VII thereto.

Having considered the information in relation to the MOF Subscription and the Whitewash Waiver contained in the letter from the Board, the advice of the Independent Financial Adviser and the principal factors and reasons taken into consideration by the Independent Financial Adviser, we are of the opinion that (i) the terms of the MOF Subscription are on commercial terms, and (ii) the terms of the MOF Subscription and the Whitewash Waiver are fair and reasonable, and in the interests of the Bank and the Shareholders as a whole.

We, therefore, recommend the Independent Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM and the H Shareholders Class Meeting to approve the MOF Subscription and the Whitewash Waiver.

Yours faithfully,
For and on behalf of
the Independent Board Committee of
Bank of Communications Co., Ltd.

Mr. Liao, Yi Chien David

Non-executive Director

Mr. Mu Guoxin

Non-executive Director

Mr. Shi Lei

Independent non-executive Director

Ms. Li Xiaohui

Independent non-executive Director

Mr. Wong Tin Chak

Independent non-executive Director

Mr. Chan Siu Chung

Non-executive Director

Mr. Luo Xiaopeng

Non-executive Director

Mr. Zhang Xiangdong

Independent non-executive Director

Mr. Ma Jun

Independent non-executive Director

Mr. Xiao Wei

Independent non-executive Director



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

(於中華人民共和國註冊成立之股份有限公司)

(股份代號:03328)

2025年3月31日

致獨立股東

敬啟者:

(1)建議通過特別授權發行A股股票; 及(2)申請清洗豁免

茲提述本行於2025年3月31日向股東刊發的通函(「**通函**」),本函件為其中一部分。除文義另有所指外,本函件所用詞彙與通函所界定者具有相同涵義。

吾等已獲委任為董事會獨立委員會成員,就財政部認購及清洗豁免的條款就獨立 股東而言是否公平合理向獨立股東提供意見,並就如何在臨時股東大會及H股類別股 東會議上投票向獨立股東提供建議。

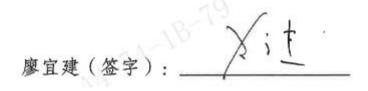
經董事會獨立委員會批准,嘉林資本已獲委任為獨立財務顧問,就財政部認購及 清洗豁免向董事會獨立委員會及獨立股東提供意見。獨立財務顧問的意見詳情,以及 彼等在提供該等意見時所考慮的主要因素及理由,載於通函的第37至63頁。此外,提 請 閣下注意通函第7至34頁所載的董事會函件,以及附錄一至附錄七中所載的其他資 料。

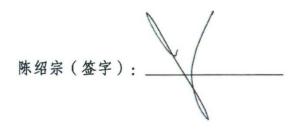
經考慮董事會函件中有關財政部認購及清洗豁免的資料、獨立財務顧問的意見以及獨立財務顧問所考慮的主要因素和理由,吾等認為:(i)財政部認購的條款屬於商業條款,及(ii)財政部認購及清洗豁免的條款公平合理,符合本行及全體股東的利益。

因此,吾等建議獨立股東投票贊成在臨時股東大會及H股類別股東會議上提出的 相關決議案,以批准財政部認購和清洗豁免。

此致

代表 **交通銀行股份有限公司** 董事會獨立委員會 謹啟





2025年 3 月 3 日

穆国新(签字): 本家四分

罗小鹏(签字):

2025年3月31日

1-74-1B

石磊(签字): _____

2025年 3 月 31 日

16.83 B8-1E-NA-7A-1B-79

李晓慧(签字): 丁俊俊

马骏 (签字): _____

	2 2 kg
王天泽 (签字):	

肖伟(签字):

2025年 3月31日

14-74-18-79