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

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**If you are in 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 advisers.

**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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**2025 INTERIM PROFIT DISTRIBUTION PLAN  
AND  
NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING**

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The notice convening the ESM to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Friday, 12 December 2025, is set out on pages 6 to 7 of this circular.

If you intend to appoint a proxy to attend the ESM, 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 ESM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the ESM or at any adjourned meeting thereof should you so wish.

20 November 2025

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## DEFINITIONS

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

“A Share(s)”	means the 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 RMB
“Articles of Association”	means the articles of association of Bank of Communications Co., Ltd. (as amended from time to time)
“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
“ESM”	means the 2025 fourth extraordinary shareholders’ 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 Friday, 12 December 2025
“Hong Kong”	means Hong Kong Special Administrative Region of the PRC
“H Share(s)”	means the 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
“H Shareholder(s)”	means the holder(s) of H shares
“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
“PRC”	means the People’s Republic of China
“RMB”	means Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“Share(s)” means A Share(s) and/or H Share(s)

“Shareholder(s)” means the holder(s) of the Share(s) of the Bank

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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. Zhang Baojiang  
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. Chang Baosheng  
Mr. Liao, Yi Chien David  
Mr. Chan Siu Chung  
Mr. Mu Guoxin  
Mr. Ai Dong

*Place of Business in Hong Kong:*

No. 20 Pedder Street  
Central  
Hong Kong

*Independent Non-executive Directors:*

Mr. Shi Lei  
Mr. Zhang Xiangdong  
Ms. Li Xiaohui  
Mr. Ma Jun  
Mr. Wong Tin Chak  
Mr. Xiao Wei

*To the Shareholders*

Dear Sir or Madam,

**2025 INTERIM PROFIT DISTRIBUTION PLAN  
AND  
NOTICE OF ESM**

**1. INTRODUCTION**

The purpose of this circular is to provide you with detailed information in relation to 2025 interim profit distribution plan, in order for you to make an informed decision to vote for or against the above proposed resolution at the ESM.

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## LETTER FROM THE BOARD

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### 2. 2025 INTERIM PROFIT DISTRIBUTION PLAN

On 29 August 2025, the Board considered and approved this proposal and resolved to submit by way of ordinary resolution to the Shareholders for their consideration and approval the profit distribution plan of the Bank for the half year ended 30 June 2025 at the ESM.

The Board has recommended an interim cash dividend for the half year ended 30 June 2025 of RMB1.563 for every 10 shares (inclusive of tax) (the “**Interim Dividend**”). If the declaration and payment of the Interim Dividend is approved at the ESM, it is expected to be distributed on Wednesday, 28 January 2026 to the shareholders whose names appear on the register of members of H Shares on Wednesday, 24 December 2025, and distributed on Thursday, 25 December 2025 to the shareholders whose names appear on the register of members of A Shares of the Bank on Wednesday, 24 December 2025.

The register of members of H Shares will be closed from Friday, 19 December 2025 to Wednesday, 24 December 2025 (both days inclusive), during which time no transfer of the H Shares will be registered. In order to be qualified for receiving the Interim Dividend, all the transfer documents of holders of the H Shares must be lodged with the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at or before 4:30 p.m., Thursday, 18 December 2025.

### 3. THE ESM

The ESM will be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 9:30 a.m. on Friday, 12 December 2025. The notice convening the ESM is set out on pages 6 to 7 of this circular.

In accordance with the 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 shareholders’ meeting shall be restricted.

If you intend to appoint a proxy to attend the ESM, 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 ESM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the ESM or at any adjourned meeting thereof should you so wish.

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## LETTER FROM THE BOARD

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#### 4. RECOMMENDATION

The Board considers that resolution set out in the notice of the ESM 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 resolution proposed at the ESM.

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

Shanghai, the PRC  
20 November 2025

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NOTICE OF ESM

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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 EXTRAORDINARY SHAREHOLDERS' MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary shareholders' meeting (the "ESM") of Bank of Communications Co., Ltd. (the "Bank") 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 Friday, 12 December 2025, for the purpose of passing the following resolution:

**As an Ordinary Resolution (Non-Cumulative Voting Resolution)**

1. To consider and, if thought fit, to approve the 2025 interim profit distribution plan.

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

Shanghai, the PRC  
20 November 2025

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## NOTICE OF ESM

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Notes:

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

The shareholders whose names appear on the register of members for H shares of the Bank at the close of business on Thursday, 4 December 2025 are entitled to attend the ESM with their passports or other identity documents.

The register of members for H shares of the Bank will be closed from Friday, 5 December 2025 to Friday, 12 December 2025 (both days inclusive), during which period no transfer of the H shares will be registered.

Holders of the H shares intending to attend the ESM 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, 4 December 2025.

### 2. Proxy

Shareholders entitled to attend and vote at the ESM 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 H 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 ESM or any adjournment thereof. The Bank's H 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).

### 3. Method of voting at the ESM

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 shareholders' meeting must be taken by way of poll. Accordingly, the chairman of the ESM will demand a poll in relation to the proposed resolutions at the ESM.

### 4. Other issues

The ESM (on-site meeting) is expected to last for half a day. Shareholders (in person or by proxy) attending the ESM shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies attending the ESM 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. Zhang Baojiang, Mr. Yin Jiuyong, Mr. Zhou Wanfu, Mr. Chang Baosheng\*, Mr. Liao, Yi Chien David\*, Mr. Chan Siu Chung\*, Mr. Mu Guoxin\*, Mr. Ai Dong\*, Mr. Shi Lei#, Mr. Zhang Xiangdong#, Ms. Li Xiaohui#, Mr. Ma Jun#, Mr. Wong Tin Chak# and Mr. Xiao Wei#.*

\* Non-executive directors

# Independent non-executive directors