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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 and the reply slip 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)**

#### **PROPOSED APPOINTMENT OF DIRECTORS CONFIRMATION OF DONATION OF MATERIALS IN FIGHTING THE COVID-19 PANDEMIC IN 2020 AND NOTICE OF EGM**

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The notice convening the EGM to be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 10:30 a.m. on Friday, 30 October 2020, is set out on pages 7 to 8 of this circular.

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

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited, or to the Board Office of the Bank on or before Friday, 9 October 2020.

15 September 2020

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## DEFINITIONS

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

“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
“CBIRC”	means China Banking and Insurance Regulatory Commission
“Director(s)”	means the director(s) of the Bank
“EGM”	means the extraordinary general meeting of the Bank to be held at 10:30 a.m. on Friday, 30 October 2020
“Hong Kong”	means Hong Kong Special Administrative Region of the PRC
“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 9 September 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining information for inclusion herein
“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
“Ministry of Finance”	the Ministry of Finance of the People’s Republic of China
“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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“Shareholder(s)” means the holder(s) of the share(s) of the Bank

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

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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. Liu Jun

*Non-executive Directors:*

Mr. He Zhaobin  
Mr. Li Longcheng  
Mr. Chan Siu Chung  
Mr. Song Hongjun  
Mr. Chen Junkui  
Mr. Liu Haoyang

*Independent Non-executive Directors:*

Mr. Liu Li  
Mr. Yeung Chi Wai, Jason  
Mr. Woo Chin Wan, Raymond  
Mr. Cai Haoyi  
Mr. Shi Lei  
Mr. Zhang Xiangdong

*Registered Office:*

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

*Place of Business in Hong Kong:*

No. 20 Pedder Street  
Central  
Hong Kong

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF DIRECTORS  
CONFIRMATION OF DONATION OF MATERIALS IN FIGHTING  
THE COVID-19 PANDEMIC IN 2020  
AND  
NOTICE OF EGM**

**1. INTRODUCTION**

Reference is made to the announcement of the Bank dated 28 August 2020 in relation to proposed appointment of Directors and the circular of the Bank dated 12 May 2020 in relation to, among others, increase in the amount of external donations for the year 2020.

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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, (i) proposed appointment of Directors; and (ii) confirmation of donation of materials in fighting the COVID-19 pandemic in 2020; in order for you to make an informed decision to vote for or against the proposed resolutions at the EGM.

### **2. PROPOSED APPOINTMENT OF DIRECTORS**

At the meeting held on 28 August 2020, the Board has resolved to propose to appoint Mr. Wang Linping as a non-executive Director, a member of the Risk Management and Related Party Transactions Control Committee of the Board and a member of the Social Responsibility and Consumer Protection Committee of the Board, to appoint Mr. Chang Baosheng as a non-executive Director, a member of the Strategy Committee (Inclusive Finance Development Committee) of the Board, and a member of the Audit Committee of the Board.

Details of the biographical details of the proposed Directors are as follows:

Mr. Wang Linping, born in 1964, is of Chinese nationality. Mr. Wang has served as level-one inspector of the Retired Cadres Bureau of the Ministry of Finance since December 2019, chairman of China Finance and Economic Media Group from June 2018 to December 2019, department level cadre of the Ministry of Finance from March 2018 to June 2018. From May 2004 to March 2018, he successively served as chief and director-level cadre of the Financial Division and vice minister and minister of the Department of Administrative Finance of the Liaison Office of the Central People's Government in Macao Special Administrative Region. From July 1994 to May 2004, Mr. Wang served successively as chief staff member, assistant researcher of the Management Division of Retirement Funds of Administrative Institutions, deputy director and researcher of Pension Security Division of the Social Security Department of Ministry of Finance, and from August 1986 to July 1994, he served successively as a staff member, deputy chief staff member and chief staff member of the Party Committee of the Ministry of Finance. Mr. Wang obtained his bachelor's degree in philosophy from Zhongnan University of Finance and Economy in 1986.

Mr. Chang Baosheng, born in 1968, is of Chinese nationality. Mr. Chang has served as deputy inspector and level-two inspector of Ningxia Supervision Bureau of the Ministry of Finance since April 2019. From January 1995 to April 2019, he successively served as a staff member and deputy chief staff member of the First Business Section, the chief staff member of the General Division, the deputy director of the General Office, deputy director of the Second Business Department, deputy director of the Third Business Department, assistant commissioner and deputy inspector of Ningxia Supervision and Inspection Office of the Ministry of Finance. From July 1989 to January 1995, Mr. Chang served as a staff member of the Chinese Enterprise Division of Ningxia Finance Department of the Ministry of Finance. Mr. Chang obtained his bachelor's degree in economics from Zhongnan University of Finance and Economy in 1989.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wang Linping and Mr. Chang Baosheng do not have relationship with any Director, senior management or substantial Shareholders of the Bank, nor do they hold any other positions in the Bank or any of its subsidiaries, or hold any directorships in other listed companies in the last three years.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, Mr. Wang Linping and Mr. Chang Baosheng do 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).

Pursuant to the requirements of relevant laws and regulations, regulatory rules and the Articles of Association, the appointment of Mr. Wang Linping and Mr. Chang Baosheng as non-executive Directors of the Bank is subject to the approval by the Shareholders at the EGM as well as the approval of the CBIRC on their qualifications. Mr. Wang Linping's and Mr. Chang Baosheng's serving as a member of the special committees under the Board will be effective from the date of the approval on their qualifications as non-executive Directors.

After the qualification of Mr. Chang Baosheng serving as a non-executive Director of the Bank is approved, Mr. He Zhaobin intends to cease to serve as a non-executive Director, a member of the Strategy Committee (Inclusive Finance Development Committee) of the Board and a member of the Audit Committee of the Board.

The Bank will not enter into any service contract with Mr. Wang Linping and Mr. Chang Baosheng which provides for a specific term. Pursuant to the Articles of Association, the term of office of Mr. Wang Linping and Mr. Chang Baosheng as non-executive Directors will commence from the date of approval by the CBIRC on their qualifications and end on the date of expiry of the term of office of the ninth session of the Board. Mr. Wang Linping and Mr. Chang Baosheng shall be eligible for re-election and re-appointment after the expiry of their term of office. If appointed, Mr. Wang Linping and Mr. Chang Baosheng will not receive any 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 proposed appointment of Mr. Wang Linping and Mr. Chang Baosheng that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51 (2)(h) to (v) of the Listing Rules.

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

### **3. CONFIRMATION OF DONATION OF MATERIALS IN FIGHTING THE COVID-19 PANDEMIC IN 2020**

Since 2020, the Bank has resolutely implemented the decisions and arrangements of the Communist Party of China Central Committee and the State Council, and actively donated money and materials to support the fight against the COVID-19 pandemic. In accordance with the Notice of the Ministry of Finance on Donations Made by State-Owned Financial Enterprises in the Prevention and Control of the Pandemic, and the authorization of the annual general meeting for the year 2019 of the Bank, the Board proposes the general meeting of Shareholders to confirm the value of the donations to fight the COVID-19 pandemic in 2020, which is equivalent to RMB7.8844 million (including freight and taxes and subject to the average exchange rates between various currencies and Renminbi as announced by the State Administration of Foreign Exchange on 30 June 2020).

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## LETTER FROM THE BOARD

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

#### 4. THE EGM

The EGM will be held at Bocom Financial Tower, No. 188 Yin Cheng Zhong Lu, Shanghai, the PRC at 10:30 a.m. on Friday, 30 October 2020. The notice convening the EGM is set out on pages 7 to 8 of this circular.

To the best of the Directors' knowledge, information and belief, no Shareholder shall abstain from voting on any resolutions at the EGM.

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

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Board Office of the Bank on or before Friday, 9 October 2020.

#### 5. RECOMMENDATIONS

The Board considers that resolutions set out in the notice of the EGM 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 EGM.

By Order of the Board of  
**Bank of Communications Co., Ltd.**  
**Gu Sheng**  
*Company Secretary*

Shanghai, the PRC  
15 September 2020



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## NOTICE OF EGM

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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 GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) 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 10:30 a.m. on Friday, 30 October 2020, for the purpose of passing the following resolutions:

### AS ORDINARY RESOLUTIONS

1. To consider and, if thought fit, to approve the appointment of Mr. Wang Linping as a non-executive Director of the Bank.
2. To consider and, if thought fit, to approve the appointment of Mr. Chang Baosheng as a non-executive Director of the Bank.
3. To consider and, if thought fit, to confirm the donation of materials in fighting the COVID-19 pandemic in 2020.

By order of the Board of  
**Bank of Communications Co., Ltd.**  
**Gu Sheng**  
*Company Secretary*

Shanghai, the PRC  
15 September 2020

*Notes:*

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

The shareholders whose names appear on the register of members for H shares of the Bank at the close of business on Tuesday, 29 September 2020 are entitled to attend the EGM with their passports or other identity papers.

The register of members for H shares of the Bank will be closed from Wednesday, 30 September 2020 to Friday, 30 October 2020 (both days inclusive), during which period no transfer of the H shares will be registered.

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## NOTICE OF EGM

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Holders of the H shares intending to attend the EGM 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 Tuesday, 29 September 2020.

### 2. Proxy

Shareholders entitled to attend and vote at the EGM 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 authorized 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 EGM 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).

### 3. Reply slip

Shareholders intending to attend the EGM should return the reply slip (which will be despatched to the shareholders together with this notice) to the Board Office of the Bank or Computershare Hong Kong Investor Services Limited on or before Friday, 9 October 2020 by hand, post or fax. Failure to return the reply slip will not affect a shareholder's right to attend the EGM or any adjournment thereof in person. The Board Office of the Bank is located at No. 188 Yin Cheng Zhong Lu, China (Shanghai) Pilot Free Trade Zone, the PRC (Tel: (8621) 5876 6688, Fax: (8621) 5879 8398, Postcode: 200120). The contact persons are Mr. Pan and Mr. Yang. The address of Computershare Hong Kong Investor Services Limited 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 EGM

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 EGM will demand a poll in relation to the proposed resolutions at the EGM.

### 5. Other issues

The EGM (on-site meeting) is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM shall be responsible for their own travelling and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents and the authorisation documents mentioned above. A photocopy of such identity documents and authorization 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. Liu Jun, Mr. He Zhaobin\*, Mr. Li Longcheng\*, Mr. Chan Siu Chung\*, Mr. Song Hongjun\*, Mr. Chen Junkui\*, Mr. Liu Haoyang\*, Mr. Liu Li<sup>#</sup>, Mr. Yeung Chi Wai, Jason<sup>#</sup>, Mr. Woo Chin Wan, Raymond<sup>#</sup>, Mr. Cai Haoyi<sup>#</sup>, Mr. Shi Lei<sup>#</sup> and Mr. Zhang Xiangdong<sup>#</sup>.*

\* Non-executive directors

<sup>#</sup> Independent non-executive directors