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 **交通銀行**  
**BANK OF COMMUNICATIONS**  
**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 (“AGM”) of Bank of Communications Co., Ltd. (the “**Bank**”) for the year 2010 will be held at 9:00 a.m., on Tuesday, 28 June 2011 at Wyndham Grand Plaza Royale Oriental Shanghai Hotel, No. 2288 Pudong Avenue, Pudong New District, Shanghai, the People’s Republic of China, for the purpose of passing the following resolutions:

### **Ordinary Resolutions:**

- 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 2010.
- 2 To consider, and if thought fit, to approve the report of the supervisory committee of the Bank for the year ended 31 December 2010.
- 3 To consider, and if thought fit, to approve the audited accounts of the Bank for the year ended 31 December 2010.
- 4 To consider, and if thought fit, to approve the fixed assets investment plan of the Bank for the year ending 31 December 2011.
- 5 To consider, and if thought fit, to approve the non-reappointment of PricewaterhouseCoopers as the international auditors of the Bank and the appointment of Deloitte as the auditors of the Bank and its principal subsidiaries for the year 2011, among which Deloitte Touche Tohmatsu and Deloitte Touche Tohmatsu CPA Ltd. will be appointed as the international auditors and the domestic auditors of the Bank for the year 2011, respectively, for the provision of auditing services and other relevant services to the Bank for a total remuneration of RMB27.80 million, for a term of one year from the date of the AGM till the date of the annual general meeting for the year 2011.

- 6 To consider, and if thought fit, to approve the Bank to enter into an interbank transactions master agreement with the Hongkong and Shanghai Banking Corporation Limited; and Mr. Qian Wenhui, an executive director of the Bank, be and is hereby authorised to execute all such documents, and to do all such acts or things, to give effect to the interbank transactions master agreement and the continuing connected transactions contemplated therein on behalf of the Bank.
- 7 (a) To consider, and if thought fit, to approve the appointment of Ms. Du Yuemei as a non-executive director of the Bank.
- (b) To consider, and if thought fit, to approve the appointment of Mr. Ma Qiang as a non-executive director of the Bank.
- (c) To consider, and if thought fit, to approve the appointment of Mr. Bu Zhaogang as a non-executive director of the Bank.
- (d) To consider, and if thought fit, to approve the appointment of Mr. Choi Yiu Kwan as an independent non-executive director of the Bank.

**Special Resolution:**

- 8 To consider, and if thought fit, to approve the profit distribution plan (including the issue of bonus shares and the payment of final dividend) of the Bank for the year ended 31 December 2010; and the board of directors be authorised and the senior management be authorised by the board of directors to take any action and execute any document as they think necessary or fit to effect the profit distribution plan, including but not limited to increasing the registered capital of the Bank and making necessary amendments to the articles of association of the Bank which will be the changes in the number of shares and the registered capital of the Bank as a result of the completion of the issue of bonus shares and making necessary filing with the relevant administrative authority for industry and commerce in this regard.

By order of the board of  
**Bank of Communications Co., Ltd.**  
**Du Jianglong**  
*Company Secretary*

Shanghai, PRC  
13 May 2011

Notes:

- 1. Closure of register of members for H Shares and eligibilities for attending the AGM and for receiving the bonus H Shares and final dividend**

The shareholders whose names appear on the registers of members of the Bank at the close of business on Friday, 27 May 2011 are entitled to attend the AGM with their passports or other identity papers.

The register of members of the Bank for H Shares will be closed from Sunday, 29 May 2011 to Tuesday, 28 June 2011 (both days inclusive), during which time no transfer of shares will be registered.

Holders of H Shares intending to attend and vote at the AGM shall lodge all the transfer documents for H Shares with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the H share registrar and transfer office of the Bank in Hong Kong, at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m., on Friday, 27 May 2011.

The register of members of the Bank for H Shares will also be closed from Tuesday, 12 July 2011 to Monday, 18 July 2011 (both days inclusive), during which time no transfer of shares will be registered. The shareholders whose names appear on the register of members of the Bank for H Shares on Monday, 18 July 2011 are entitled to receiving bonus H shares and final dividend. In order to qualify for receiving bonus H shares and final dividend, all the transfer documents of the holders of H Shares of the Bank must be lodged at our H shares registrar and transfer office of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m., on Monday, 11 July 2011.

## **2. 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 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 AGM 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. Reply slip**

Shareholders intending to attend the AGM should return the reply slip (which will be despatched to the shareholders together with this notice) to the Bank’s Board Office or Computershare Hong Kong Investor Services Limited on or before Tuesday, 7 June 2011 by hand, post or fax. Failure to return the reply slip will not affect a shareholder’s right to attend the AGM or any adjournment thereof in person. The Bank’s Board Office is located at No. 188 Yincheng Zhong Lu, Pudong New District, Shanghai, the PRC (Tel: (86 21) 5876 6688, Fax: (86 21) 5879 8398, Post code: 200120). The contact persons are Mr. Pan and Ms. Song. 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 AGM**

According to Rule 13.39(4) of the Hong Kong Listing Rules, 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.

## 5. Other business

The AGM 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 company chop.

*As at the date of this notice, the directors of the Bank are Mr. Hu Huaibang, Mr. Niu Ximing, Mr. Qian Wenhui, Mr. Wang Bin, Mr. Zhang Jixiang\*, Mr. Hu Huating\*, Mr. Wong Tung Shun, Peter\*, Ms. Fung Yuen Mei, Anita\*, Mr. Lei Jun\*, Dr. Li Ka-cheung, Eric#, Mr. Gu Mingchao#, Mr. Wang Weiqiang#, Mr. Peter Hugh Nolan# and Mr. Chen Zhiwu#.*

\* *Non-executive directors*

# *Independent non-executive director*