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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 THE 2012 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2012 first extraordinary general meeting (“**EGM**”) of Bank of Communications Co., Ltd. (the “**Bank**”) will be held at 2:00 p.m., on Wednesday, 9 May 2012 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 considering and, if thought fit, passing the following resolutions:

Special Resolutions

1. To consider and approve the proposal in respect of the General Mandate to issue new A Shares and new H Shares:

“**THAT:**

- (1) subject to the conditions set out in sub-paragraphs (i), (ii) and (iii) below, the Board of Directors of the Bank be and is hereby generally and unconditionally given approval to exercise, during the Relevant Period (as defined below), all powers of the Bank to separately or concurrently allot, issue and deal with the new A Shares and/or H Shares of the Bank, and to enter into or grant offers, agreements and options which might require the exercise of such powers and to formulate and implement formal issuance proposal in connection with such matters (including but not limited to determining the type of new shares to be issued, the pricing mechanism and/or the issue price (including a price range), the number of shares to be issued, target subscribers, use of proceeds, timing of the issue, issue period, placing to existing shareholders and others), otherwise than pursuant to (a) a Rights Issue (as hereinafter defined); or (b) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of the Bank; to consider and approve and execute on behalf of the Bank agreements relating to the issuance, including but not limited to subscription agreement, offer document, placing agreement, engagement agreement with intermediaries; to consider and approve and execute on behalf of the Bank documents relating to the issuance which shall be submitted to relevant regulatory body, to fulfill relevant approval

procedures in accordance with requirements of the regulatory authorities and at the locality where the Bank is listed, and to make necessary amendments to the aforementioned agreements and documents; to affix the seal of the Bank on agreements and documents relating to the issuance; engage intermediaries to assume work in connection with the issuance; to approve and execute all actions, deeds, documents and such other matters that are necessary, appropriate, commendable or relevant to the issuance:

- (i) the approval in paragraph (1) above shall authorize the Board during the Relevant Period to make or grant offers, agreements and options which might require the Bank to allot, issue or deal with A Shares and/or H Shares after the end of the Relevant Period, and to allot, issue and deal with the A Shares and/or H Shares required to be allotted under such offers, agreements and options;
- (ii) each of the aggregate number of A Shares and H Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the Board pursuant to the approval in paragraph (1) above shall not exceed 20% of each of the aggregate number of A Shares and H Shares of the Bank in issue at the date of passing this special resolution;
- (iii) the Board shall only exercise the above authorization in compliance with the Company Law of the People's Republic of China and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or all applicable laws, rules and regulations of any other government or regulatory body, and where necessary, upon obtaining approvals from the CSRC and/or other relevant PRC government authority.

(2) for the purpose of this special resolution:

“Relevant Period” means the period from the date of passing this special resolution until the earliest of the following:

- (i) the conclusion of the next annual general meeting of the Bank; or
- (ii) the expiration of the 12-month period from the date of passing of this special resolution; or
- (iii) the date on which the authority granted to the Board of Directors of the Bank set out in this special resolution is revoked or varied by a special resolution of the Shareholders of the Bank in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Board to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

(3) the Board be and is hereby authorized to increase the registered capital of the Bank to reflect the issue of Shares in the Bank authorized under paragraph (1) of this special resolution, and to make such appropriate and necessary amendments to the Articles to reflect such changes in the registered capital and shareholding structure of the Bank, to fulfill relevant approval, registration and filing procedures pursuant to domestic and foreign legal requirements and to take any other necessary action and complete any formality required to effect the issue of Shares pursuant to paragraph (1) of this special resolution and the increase of the registered capital of the Bank.

It is further proposed that the Shareholders' general meeting to authorize the Board to further delegate the above authority to any two of Mr. Niu Ximing, the Vice Chairman, Executive Director and President of the Bank, Ms. Yu Yali, the Executive Vice President and Chief Financial Officer of the Bank, and Mr. Du Jianglong, the Secretary of the Board of Directors of the Bank, to jointly execute, implement, amend, complete and deliver all agreements, contracts and documents relating to the allotment, issuance and dealing of shares under the general mandate, subject to the condition that the above mandate is being granted to the Board and unless otherwise provided by laws and regulations.”

2. To consider and approve the proposed issuance and placing of new A Shares and H Shares, in respect of which related shareholders (including MOF, HSBC, SSF, Shanghai Haiyan, Yunnan Hongta, any A Share Subscribers and any H Share Subscribers who hold Shares of the Bank as at the date of the EGM, and their respective associates) will abstain from voting, and relevant details of which are set out in the circular of the Bank dated 23 March 2012:

“**THAT** each of the following items in respect of the proposal in respect of the non-public issuance of A shares and the non-public issuance of H shares as set out in Appendix I to the circular of the Bank dated 23 March 2012 be and is hereby considered and individually approved, and be implemented subject to approvals of relevant applications having been granted by the relevant governmental authorities in the PRC:

- (1) Class and par value of shares to be issued
- (2) Method of issuance
- (3) Target subscribers
- (4) Number of shares to be issued
- (5) Method of subscription
- (6) Price determination date
- (7) Subscription price
- (8) Lock-up period
- (9) Place of listing

(10)Use of proceeds

(11)Arrangements for the accumulated undistributed profits

(12)Effective period of the resolutions

Ordinary Resolutions

3. To consider and approve the proposal in respect of the compliance with the conditions for the non-public issuance of A Shares by the Bank as set out in the circular of the Bank dated 23 March 2012.
4. To consider and approve the Feasibility Report on Use of Proceeds from the Non-public Issuance of Shares as set out in Appendix II to the circular of the Bank dated 23 March 2012.
5. To consider and approve the Report on Utilization of Proceeds from Previous Fund Raising as set out in Appendix IIIA to the circular of the Bank dated 23 March 2012.
6. (1) To consider, approve and permit the MOF Subscription, in respect of which related shareholders (including MOF, HSBC, SSF, Shanghai Haiyan, Yunnan Hongta, any A Share Subscribers and any H Share Subscribers who hold Shares of the Bank as at the date of the EGM, and their respective associates) will abstain from voting, and relevant details of which are set out in the circular of the Bank dated 23 March 2012:

“**THAT** subject to the passing of special resolutions number 1 and 2 set out above in this notice at the Shareholders’ general meeting and upon obtaining the approvals from the CBRC, CSRC and other relevant regulatory body, approve the Bank to issue: (1) 758,999,999 H Shares (the “**MOF Subscribed H Shares**”) at the issue price of HK\$5.63 per H Share, (2) 2,530,340,780 A Shares (the “**MOF Subscribed A Shares**”) at the issue price of RMB4.55 per A Share to MOF pursuant to the terms and conditions set out in special resolution number 2 above and as approved in the shareholders’ general meeting. The MOF Subscribed H Shares and the MOF Subscribed A Shares, when issued, will rank pari passu in all respects with all other H Shares or A Shares in issue at the time of issue of such MOF Subscribed H Shares and MOF Subscribed A Shares.”

- (2) To consider, approve and permit the HSBC Subscription Agreement entered into between the Bank and HSBC and the terms thereof and all transactions contemplated thereunder, in respect of which related shareholders (including MOF, HSBC, SSF, Shanghai Haiyan, Yunnan Hongta, any A Share Subscribers and any H Share Subscribers who hold Shares of the Bank as at the date of the EGM, and their respective associates) will abstain from voting, and relevant details of which are set out in the circular of the Bank dated 23 March 2012:

“**THAT** subject to the passing of special resolution number 1 set out above in this notice at the Shareholders’ general meeting and upon obtaining the approvals from the CBRC, CSRC and other relevant regulatory body, approve the Bank to issue 2,355,939,435 H Shares (the “**HSBC Subscribed H Shares**”) at the issue price of HK\$5.63 per H Share to

HSBC pursuant to the terms and conditions set out in the subscription agreement entered into between the Bank and HSBC. The HSBC Subscribed H Shares, when issued, will rank pari passu in all respects with all other H Shares in issue at the time of issue of such HSBC Subscribed H Shares.”

- (3) To consider, approve and permit the SSF Subscription Agreements entered into between the Bank and SSF and the terms thereof and all transactions contemplated thereunder, in respect of which related shareholders (including MOF, HSBC, SSF, Shanghai Haiyan, Yunnan Hongta, any A Share Subscribers and any H Share Subscribers who hold Shares of the Bank as at the date of the EGM, and their respective associates) will abstain from voting, and relevant details of which are set out in the circular of the Bank dated 23 March 2012:

“**THAT** subject to the passing of special resolutions number 1 and 2 set out above in this notice at the Shareholders’ general meeting and upon obtaining the approvals from the CBRC, CSRC and other relevant regulatory body, approve the Bank to issue: (1) 1,405,555,555 H Shares (the “**SSF Subscribed H Shares**”) at the issue price of HK\$5.63 per H Share to SSF pursuant to the terms and conditions set out in the subscription agreement entered into between the Bank and SSF; (2) 1,877,513,451 A Shares (the “**SSF Subscribed A Shares**”) at the issue price of RMB4.55 per A Share to SSF pursuant to the terms and conditions set out in the share subscription agreement entered into between the Bank and SSF. The SSF Subscribed H Shares and the SSF Subscribed A Shares, when issued, will rank pari passu in all respects with all other H Shares or A Shares in issue at the time of issue of such SSF Subscribed H Shares and SSF Subscribed A Shares.”

- (4) To consider, approve and permit the Shanghai Haiyan Subscription Agreement entered into between the Bank and Shanghai Haiyan and the terms thereof and all transactions contemplated thereunder, in respect of which related shareholders (including MOF, HSBC, SSF, Shanghai Haiyan, Yunnan Hongta, any A Share Subscribers and any H Share Subscribers who hold Shares of the Bank as at the date of the EGM, and their respective associates) will abstain from voting, and relevant details of which are set out in the circular of the Bank dated 23 March 2012:

“**THAT** subject to the passing of special resolutions number 1 and 2 set out above in this notice at the Shareholders’ general meeting and upon obtaining the approvals from the CBRC, CSRC and other relevant regulatory body, approve the Bank to issue 439,560,439 A Shares (the “**Shanghai Haiyan Subscribed A Shares**”) at the issue price of RMB4.55 per A Share to Shanghai Haiyan pursuant to the terms and conditions set out in the share subscription agreement entered into between the Bank and Shanghai Haiyan. The Shanghai Haiyan Subscribed A Shares, when issued, will rank pari passu in all respects with all other A Shares in issue at the time of issue of such Shanghai Haiyan Subscribed A Shares.”

- (5) To consider, approve and permit the Yunnan Hongta Subscription Agreement entered into between the Bank and Yunnan Hongta and the terms thereof and all transactions contemplated thereunder, in respect of which related shareholders (including MOF, HSBC, SSF, Shanghai Haiyan, Yunnan Hongta, any A Share Subscribers and any H Share Subscribers who hold Shares of the Bank as at the date of the EGM, and their respective

associates) will abstain from voting, and relevant details of which are set out in the circular of the Bank dated 23 March 2012:

“**THAT** subject to the passing of special resolutions number 1 and 2 set out above in this notice at the Shareholders’ general meeting and upon obtaining the approvals from the CBRC, CSRC and other relevant regulatory body, approve the Bank to issue 219,780,219 A Shares (the “**Yunnan Hongta Subscribed A Shares**”) at the issue price of RMB4.55 per A Share to Yunnan Hongta pursuant to the terms and conditions set out in the share subscription agreement entered into between the Bank and Yunnan Hongta. The Yunnan Hongta Subscribed A Shares, when issued, will rank pari passu in all respects with all other A Shares in issue at the time of issue of such Yunnan Hongta Subscribed A Shares.”

7. To consider and approve the proposal in respect of the authorization from the Shareholders’ general meeting to the Board in connection with the Proposed Placing as set out in the circular of the Bank dated 23 March 2012.
8. To consider and approve the proposal in respect of the amendments from the Shareholders’ general meeting to the Capital Management Plan for the Years 2010–2014 of Bank of Communications Co., Ltd. as set out in the circular of the Bank dated 23 March 2012.

By order of the board of
Bank of Communications Co., Ltd.
Hu Huaibang
Chairman

Shanghai, PRC
23 March 2012

Notes:

1. Circular

Details of the above proposals and resolutions to be considered at the EGM are set out in the circular of the Bank dated 23 March 2012 (the “Circular”), including, among others, information regarding the General Mandate, the Proposed Placing and the Connected Persons Subscription. Unless otherwise defined in this notice, capitalized terms used in this notice shall have the same meanings as those defined in the Circular.

2. Closure of register of members and eligibility for attending the EGM

To determine the list of shareholders who have the right to attend the EGM on 9 May 2012, the register of members of H shares will be closed from Monday, 9 April 2012 to Wednesday, 9 May 2012 (both days inclusive) during which period, no transfer of shares will be effected. Holders of H Shares of the Bank whose names appear on the register of members of the Bank on the day of the EGM and holders of A Shares who are registered on the record date are entitled to attend the EGM.

Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Rooms 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong at or before 4:30 p.m., Thursday, 5 April 2012.

3. 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.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his 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 directors(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

To be valid, the proxy form together with the power of attorney or other authorization document (if any) must be deposited at the H Share Registrar of the Bank by hand or by post not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). The H Share Registrar of the Bank is Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the EGM if he/she so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

4. Reply slip

Shareholders who intend to attend the EGM in person or by proxy should return the reply slip by hand, by post or by fax to the Bank's Board of Directors' Office or Computershare Hong Kong Investor Services Limited on or before Thursday, 19 April 2012. The Bank's Board of Directors' Office is located at 188 Yin Cheng Zhong Lu, Pudong New District, Shanghai, PRC (Tel: (86 21) 5876 6688, Fax: (86 21) 5879 8398, Postal code: 200120). The contact persons are Mr. Pan and Ms. Song. The address of Computershare Hong Kong Investor Services Limited is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

5. Method of Voting at the EGM

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

6. Other issues

The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identification documents and the authorization documents mentioned above. A photocopy of such identification 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's company chop.

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

* *Non-executive directors*

Independent non-executive directors