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

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 03328, 4605 (Preference Share))

POLL RESULTS OF AGM HELD ON MONDAY, 27 JUNE 2016

The board of directors (the “**Board**”) of Bank of Communications Co., Ltd. (the “**Bank**”) is pleased to announce that the annual general meeting for the year 2015 (the “**AGM**”) was held at Tong Mao Hotel Shanghai, No. 357 Song Lin Road, Pudong New District, Shanghai, the People's Republic of China (the “**PRC**”) at 9:00 a.m. on Monday, 27 June 2016.

At the AGM, the proposed resolutions set out in the notice of the AGM dated 12 May 2016 were voted by poll.

POLL RESULTS OF AGM

The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		Number of Valid Votes		
		For	Against	Abstained
1.	To consider and, if thought fit, to approve the report of the board of directors of the Bank (the “ Board ”) for the year ended 31 December 2015.	51,591,305,231 99.963847%	3,995,991 0.007743%	14,662,605 0.028410%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
2.	To consider and, if thought fit, to approve the report of the supervisory committee of the Bank for the year ended 31 December 2015.	51,591,294,631 99.963826%	3,999,591 0.007750%	14,669,605 0.028424%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of Valid Votes		
		For	Against	Abstained
3.	To consider and, if thought fit, to approve the financial report of the Bank for the year ended 31 December 2015.	51,591,293,731 99.963825%	4,001,491 0.007753%	14,668,605 0.028422%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4.	To consider and, if thought fit, to approve the profit distribution plan of the Bank for the year ended 31 December 2015.	51,594,485,968 99.970010%	1,102,254 0.002136%	14,375,605 0.027854%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
5.	To consider and, if thought fit, to approve the appointment of PricewaterhouseCoopers as the international auditor and PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor of the Bank for the year 2016 for the provision of auditing services and other relevant services to the Bank for a total remuneration of RMB28.88 million, and with a term commencing from the date of approval at the AGM and ending on the date of conclusion of the annual general meeting for the year 2016; and to authorize the Board to determine and enter into respective engagement with them.	51,594,055,331 99.969176%	1,532,891 0.002970%	14,375,605 0.027854%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
6.	To consider and, if though fit, to approve the fixed assets investment plan of the Bank for the year ending 31 December 2016.	51,594,053,431 99.969172%	1,534,791 0.002974%	14,375,605 0.027854%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of Valid Votes		
		For	Against	Abstained
7.	To consider and, if thought fit, to approve the re-election and appointment of directors of the eighth session of the Board:			
(a)	To consider and, if thought fit, to approve the re-election of Mr. Niu Ximing as an executive director of the Bank.	51,538,906,885 99.862319%	56,696,337 0.109856%	14,360,605 0.027825%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(b)	To consider and, if thought fit, to approve the re-election of Mr. Peng Chun as an executive director of the Bank.	51,544,550,895 99.873255%	51,052,327 0.098920%	14,360,605 0.027825%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(c)	To consider and, if thought fit, to approve the re-election of Ms. Yu Yali as an executive director of the Bank.	51,543,295,195 99.870822%	52,308,027 0.101353%	14,360,605 0.027825%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(d)	To consider and, if thought fit, to approve the re-election of Mr. Hou Weidong as an executive director of the Bank.	51,543,287,295 99.870807%	52,315,927 0.101368%	14,360,605 0.027825%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(e)	To consider and, if thought fit, to approve the re-election of Mr. Hu Huating as a non-executive director of the Bank.	51,494,103,825 99.775508%	101,488,897 0.196646%	14,371,105 0.027846%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(f)	To consider and, if thought fit, to approve the re-election of Mr. Wang Taiyin as a non-executive director of the Bank.	51,275,443,384 99.351830%	320,149,338 0.620324%	14,371,105 0.027846%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of Valid Votes		
		For	Against	Abstained
(g)	To consider and, if thought fit, to approve the re-election of Mr. Liu Changshun as a non-executive director of the Bank.	51,275,823,484 99.352566%	319,769,238 0.619588%	14,371,105 0.027846%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(h)	To consider and, if thought fit, to approve the re-election of Mr. Peter Wong Tung Shun as a non-executive director of the Bank.	51,493,653,725 99.774636%	101,938,997 0.197518%	14,371,105 0.027846%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(i)	To consider and, if thought fit, to approve the re-election of Ms. Helen Wong Pik Kuen as a non-executive director of the Bank.	51,493,645,725 99.774621%	101,946,997 0.197533%	14,371,105 0.027846%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(j)	To consider and, if thought fit, to approve the appointment of Mr. Liu Hanxing as a non-executive director of the Bank.	51,493,660,925 99.774650%	101,931,797 0.197504%	14,371,105 0.027846%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(k)	To consider and, if thought fit, to approve the appointment of Mr. Liu Haoyang as a non-executive director of the Bank.	51,493,594,125 99.774521%	101,946,897 0.197533%	14,422,805 0.027946%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(l)	To consider and, if thought fit, to approve the appointment of Mr. Luo Mingde as a non-executive director of the Bank.	51,493,594,125 99.774521%	101,946,897 0.197533%	14,422,805 0.027946%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of Valid Votes		
		For	Against	Abstained
(m)	To consider and, if thought fit, to approve the re-election of Mr. Yu Yongshun as an independent non-executive director of the Bank.	51,578,055,059 99.938173%	17,439,163 0.033791%	14,469,605 0.028036%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(n)	To consider and, if thought fit, to approve the re-election of Ms. Li Jian as an independent non-executive director of the Bank.	51,578,163,959 99.938384%	17,439,263 0.033791%	14,360,605 0.027825%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(o)	To consider and, if thought fit, to approve the re-election of Mr. Liu Li as an independent non-executive director of the Bank.	51,578,055,059 99.938173%	17,439,163 0.033791%	14,469,605 0.028036%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(p)	To consider and, if thought fit, to approve the appointment of Mr. Jason Yeung Chi Wai as an independent non-executive director of the Bank.	51,585,253,131 99.952120%	10,241,091 0.019844%	14,469,605 0.028036%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(q)	To consider and, if thought fit, to approve the appointment of Mr. Danny Quah as an independent non-executive director of the Bank.	51,585,251,431 99.952117%	10,242,791 0.019847%	14,469,605 0.028036%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(r)	To consider and, if thought fit, to approve the appointment of Mr. Wang Neng as an independent non-executive director of the Bank.	51,585,253,131 99.952120%	10,241,091 0.019844%	14,469,605 0.028036%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of Valid Votes		
		For	Against	Abstained
8.	To consider and, if thought fit, to approve the re-election and appointment of shareholder representative supervisors and external supervisors of the eighth session of the supervisory committee of the Bank:			
(a)	To consider and, if thought fit, to approve the re-election of Mr. Song Shuguang as a shareholder representative supervisor of the Bank.	51,536,824,471 99.858284%	58,755,151 0.113845%	14,384,205 0.027871%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(b)	To consider and, if thought fit, to approve the re-election of Ms. Tang Xinyu as an external supervisor of the Bank.	51,577,954,659 99.937979%	17,628,563 0.034157%	14,380,605 0.027864%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(c)	To consider and, if thought fit, to approve the appointment of Ms. Xia Zhihua as an external supervisor of the Bank.	51,577,944,559 99.937959%	17,638,663 0.034177%	14,380,605 0.027864%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(d)	To consider and, if thought fit, to approve the appointment of Mr. Zhao Yuguo as a shareholder representative supervisor of the Bank.	51,546,727,471 99.877473%	48,855,751 0.094663%	14,380,605 0.027864%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(e)	To consider and, if thought fit, to approve the appointment of Mr. Liu Mingxing as a shareholder representative supervisor of the Bank.	51,536,824,471 99.858284%	58,758,751 0.113852%	14,380,605 0.027864%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary Resolutions		Number of Valid Votes		
		For	Against	Abstained
(f)	To consider and, if thought fit, to approve the re-election of Mr. Gu Huizhong as a shareholder representative supervisor of the Bank.	51,536,824,471 99.858284%	58,758,751 0.113852%	14,380,605 0.027864%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(g)	To consider and, if thought fit, to approve the re-election of Mr. Yan Hong as a shareholder representative supervisor of the Bank.	51,374,552,636 99.543865%	221,030,586 0.428271%	14,380,605 0.027864%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
(h)	To consider and, if thought fit, to approve the appointment of Ms. Zhang Lili as a shareholder representative supervisor of the Bank.	51,374,542,436 99.543845%	221,030,686 0.428271%	14,390,705 0.027884%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
9.	To consider and, if thought fit, to approve the amendments on Dilution of Current Returns by Issuance of Preference Shares of the Bank and the Remedial Measures to be Adopted.	51,594,168,331 99.969394%	1,143,191 0.002216%	14,652,305 0.028390%
As more than one-half (1/2) of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Special Resolutions		Number of Valid Votes		
		For	Against	Abstained
10.	To consider and, if thought fit, to approve to grant a general mandate to the Board to exercise the powers of the Bank to authorise, allot, issue and deal with, inter alia, the newly issued A shares, H shares and domestic preference shares of the Bank and other matters related thereto pursuant to the proposal in respect of the general mandate to issue shares as set out in the Banks's notice of AGM dated 12 May 2016.	49,808,402,706 96.509277%	1,787,114,816 3.462732%	14,446,305 0.027991%
As more than two-thirds (2/3) of the votes were casted in favour of this resolution, the resolution was duly passed as a special resolution.				
11.	To consider and, if thought fit, to approve the issuance of qualified write-down tier 2 capital bonds with an aggregate amount of no more than RMB30 billion, and the Board be and is hereby authorized, to delegate the authorization to the senior management or its authorized representative to deal with the specific matters pursuant to the proposal in respect of the issuance of tier 2 capital bonds as set out in the Banks's notice of AGM dated 12 May 2016.	51,594,395,931 99.969835%	1,139,991 0.002209%	14,427,905 0.027956%
As more than two-thirds (2/3) of the votes were casted in favour of this resolution, the resolution was duly passed as a special resolution.				

The total number of shares entitling its holders to attend and vote on the resolutions proposed at the AGM was 74,262,726,645 shares. No shareholders of the Bank were entitled to attend but were required to abstain from voting in favour of the proposed resolutions pursuant to Rule 13.40 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and no shareholders were required pursuant to the Listing Rules to abstain from voting at the AGM. There were no restrictions on any shareholder casting votes on any of the proposed resolutions at the AGM. Shareholders and authorized proxies holding an aggregate of 51,609,963,827 shares, representing 69.496457% of total number of shares with voting rights of the Bank, being 74,262,726,645 shares, were present at the AGM. The AGM was chaired by Mr. Niu Ximing, the Chairman of the Board.

In compliance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, Mr. Anthony Kam and Ms. Zhang Zhongmin, as shareholders' representatives, Mr. Fan Jun, as a supervisor of the Bank and the lawyer from King & Wood Mallesons, the PRC legal advisor of the Company acted as scrutineer for the vote-taking at the AGM.

LAWYERS' CERTIFICATION

Ms. Liu Dongya, the lawyer from King & Wood Mallesons PRC, witnessed the AGM and issued a legal opinion certifying that the convening and procedures of the AGM conform to the requirements of the law, administrative regulations and the articles of association of the Bank (the “**Articles of Association**”); the qualifications of the attendees and the convener of the AGM are legal and valid; and the voting process and the voting results are lawful and valid.

PAYMENT OF THE FINAL DIVIDEND

Declaration and payment of a final cash dividend for the year ended 31 December 2015 of RMB0.27 (before tax) per share (the “**Final Dividend**”) has been approved at the AGM.

Considering declaration process of income tax of dividends, the Final Dividend is expected to be distributed on Friday, 29 July 2016 to the shareholders whose names appear on the register of members of H shares of the Bank on Wednesday, 6 July 2016, and distributed on Wednesday, 13 July 2016 to the shareholders whose names appear on the register of members of A shares of the Bank on Tuesday, 12 July 2016. For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H shares of the Bank listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Shanghai Branch of China Securities Depository and Clearing Corporation Limited will pay the Final Dividend to the investors as from around Friday, 29 July 2016 through clearing agency participants. For the holders of H shares of the Bank who are not investors of Southbound Trading, cheques will be despatched to holders of H shares who are entitled to receive such dividend by ordinary post at the holders' risk on Friday, 29 July 2016 by the Bank's H share registrar, Computershare Hong Kong Investor Services Limited. Dividends will be paid to the holders of H Shares of the Bank who are not investors of Southbound Trading in Hong Kong dollars. Renminbi will be converted to Hong Kong dollars based on the average exchange rate between Renminbi and Hong Kong dollars prevailing on the five trading days (being Monday, 20 June 2016 to Friday, 24 June 2016) before the date of the AGM as announced by the People's Bank of China (RMB0.847386 = HK \$ 1.00).

The register of members of the Bank for H shares will be closed from Friday, 1 July 2016 to Wednesday, 6 July 2016 (both days inclusive), during which time no transfer of shares will be registered. In order to qualify for receiving the Final Dividend, all the transfer documents of the holders of H shares of the Bank must be lodged at the H shares registrar and transfer office of the Bank in Hong Kong, 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, 30 June 2016. In accordance with the Enterprise Income Tax Law of the PRC and the Rules for the Implementation of the Enterprise Income Tax Law of the PRC, both implemented in 2008, with effect from 1 January 2008, the Bank shall be obliged to withhold and pay PRC enterprise income tax on behalf of nonresident enterprise shareholders with a tax rate of 10% when the Bank distributes any dividends to non – resident enterprise shareholders whose names appear on the register of members of the Bank for H shares. As such, any H shares of the Bank registered other than in the

name(s) of individual(s), including HKSCC Nominees Limited, other nominees, trustees, or other organizations or groups, shall be deemed to be held by non-resident enterprise shareholder(s) and the PRC enterprise income tax shall be withheld from any dividends payable thereon.

Pursuant to Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document issued by the State Administration of Tax, the dividend and/or bonus shares to be distributed by the PRC non-foreign invested enterprises whose shares have been issued in Hong Kong to the overseas resident individual shareholders is subject to the individual income tax with a tax rate of 10% in general. However, the tax rates for respective overseas resident individual shareholders may vary depending on the relevant tax agreements between the countries where they are residing and the PRC. The Bank shall comply with the relevant rules and regulations to withhold and pay the PRC income tax on behalf of the relevant shareholders who are listed on the register of members of the Bank for H shares on Wednesday, 6 July 2016 for the Final Dividend.

Profit Distribution for Investors of Northbound Trading

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A shares of the Bank listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in Renminbi by the Bank through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such A shares. The Bank will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A shares of the Bank.

Profit Distribution for Investors of Southbound Trading

For holders of H Shares of the Bank investing in Southbound Trading, the Bank has entered into the Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading (港股通H股股票現金紅利派發協議) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H shares for Southbound Trading, will receive all cash dividends distributed by the Bank and distribute the cash dividends to the relevant investors of H shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H shares of Southbound Trading will be paid in Renminbi. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2014] No. 81), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H shares of the Bank.

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

Shanghai, the PRC
27 June 2016

As at the date of this announcement, the directors of the Bank are Mr. Niu Ximing, Mr. Peng Chun, Ms. Yu Yali, Mr. Hou Weidong, Mr. Hu Huating, Mr. Wang Taiyin*, Mr. Liu Changshun*, Mr. Wong Tung Shun, Peter*, Mr. Peter Hugh Nolan#, Mr. Chen Zhiwu#, Mr. Choi Yiu-kwan#, Mr. Yu Yongshun#, Ms. Li Jian# and Mr. Liu Li#.*

* *Non-executive directors*

Independent non-executive directors