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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))

## APPOINTMENT AND RE-ELECTION OF DIRECTORS AND SUPERVISORS ELECTION OF CHAIRMAN AND VICE CHAIRMEN OF THE BOARD ELECTION OF CHAIRMAN OF THE SUPERVISORY COMMITTEE AND CHANGE OF COMPOSITION OF BOARD COMMITTEES

Reference is made to the circular of the Bank of Communications Co., Ltd. (the “**Bank**”) dated 12 May 2016 in relation to, among others, the appointment and re-election of the Directors of the eighth session of the Board and the shareholder representative Supervisors and external Supervisors of the eighth session of the Supervisory Committee (the “**Circular**”). Unless otherwise stated, terms defined in the Circular shall have the same respective meanings when used herein.

### APPOINTMENT AND RE-ELECTION OF DIRECTORS AND SUPERVISORS

The Board is pleased to announce that, at the AGM, (i) the re-election of Mr. Niu Ximing, Mr. Peng Chun, Ms. Yu Yali and Mr. Hou Weidong as executive Directors of the eighth session of the Board, (ii) the appointment of Mr. Liu Hanxing, Mr. Liu Haoyang, and Mr. Luo Mingde and the re-election of Mr. Hu Huating, Mr. Wang Taiyin, Mr. Liu Changshun, Mr. Peter Wong Tung Shun and Ms. Helen Wong Pik Kuen (as at the date of this announcement, the qualification of Ms. Helen Wong Pik Kuen is still under the approval process of the CBRC) as the non-executive Directors of the eighth session of the Board, (iii) the appointment of Mr. Jason Yeung Chi Wai, Mr. Danny Quah and Mr. Wang Neng and the re-election of Mr. Yu Yongshun, Ms. Li Jian and Mr. Liu Li as the independent non-executive Directors of the eighth session of the Board, (iv) the appointment of Mr. Zhao Yuguo, Mr. Liu Mingxing and Ms. Zhang Lili, and the re-election of Mr. Song Shuguang, Mr. Gu Huizhong, and Mr. Yan Hong as shareholder representative Supervisors of the eighth session of the Supervisory Committee, and (v) the appointment of Ms. Xia Zhihua and the re-election of Ms. Tang Xinyu as the external Supervisors of the eighth session of the Supervisory Committee were duly approved by the Shareholders by way of ordinary resolutions. The biographical details of each of the above elected Directors and Supervisors were disclosed in the Circular.

The qualifications of Mr. Liu Hanxing, Mr. Liu Haoyang, Mr. Luo Mingde, Mr. Jason Yeung Chi Wai, Mr. Danny Quah and Mr. Wang Neng as Directors of the Bank are still subject to the approval of the CBRC, and as at the date of this announcement, the qualification of Ms. Helen Wong Pik Kuen is still under the approval process of the CBRC.

The Board also announces that Ms. Chen Qing, Mr. Du Yarong and Mr. Fan Jun have been re-elected as employee Supervisors of the eighth session of the Supervisory Committee, and Mr. Xu Ming has been elected as a new employee Supervisor of the eighth session of the Supervisory Committee at the recently held employee representatives' general meeting of the Bank, with effect from 27 June 2016 until the date of the Bank's 2018 annual general meeting, and they will be eligible for re-election. The biographical details of Mr. Xu Ming are set out below:

Mr. Xu Ming, aged 55, currently serves as general manager of employee department and executive vice-chairman of the labor union of the Bank. Mr. Xu Ming has joined the Bank since October 1994, served as vice president and president in Jiaxing Branch of the Bank from October 1994 to November 2004, served as president in Shaoxing Branch of the Bank from November 2004 to September 2005, served as president in the Bank's Changchun Branch in Jilin Province from September 2005 to July 2010, served as general manager in Huadong credit extension center of the Bank from July 2010 to March 2013, served as chairman of supervisory committee in BoCommLife Insurance Company Limited from March 2013 to February 2016, and has been serving as general manager of employee department since February 2016 and as executive vice-chairman of the labor union of the Bank since April 2016. Mr. Xu Ming obtained his Master's degree in Economics from Zhejiang Provincial Party School.

As at the date of this announcement, Mr. Xu Ming holds 40,000 A shares and 140,000 H shares of the Bank. As at the date of this announcement and save as disclosed above, Mr. Xu Ming does not 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. As at the date of this announcement and save as disclosed above, Mr. Xu Ming does not have any relationship with any director, senior management or substantial Shareholders, nor does he 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 SFO).

As at the date of this announcement and save as disclosed above, the Board and the Supervisory Committee are not aware of any other matters in relation to the appointment of Mr. Xu Ming that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules.

The Bank will not enter into any service contract which provides for a specific term with Mr. Xu Ming. Mr. Xu Ming will receive remuneration from the Bank in his capacity as an employee, but will not receive any remuneration in his capacity as the employee Supervisor.

Mr. Ma Qiang, Ms. Zhang Yuxia, each as a non-executive Director of the seventh session of the Board, Mr. Peter Hugh Nolan, Mr. Chen Zhiwu, and Mr. Choi Yiu-kwan, each as an independent non-executive Director of the seventh session of the Board, shall retire from their current positions after the completion of the AGM. In order to ensure the compliance with relevant laws and regulations, regulatory rules, Hong Kong Listing Rules and the Articles of Association concerning the proportion of independent non-executive Directors, Mr. Choi Yiu-kwan, Mr. Peter Hugh Nolan and Mr. Chen Zhiwu, each as an independent non-executive Director of the seventh session of the Board, will continue to serve as the independent non-executive Director until the date of approval of the CBRC on Mr. Jason Yeung Chi Wai, Mr. Danny Quah, and Mr. Wang Neng's qualification, respectively. Mr. Teng Tieqi, Mr. Dong Wenhua, Mr. Li Jin, Mr. Gao Zhongyuan, each as a shareholder representative Supervisor of the seventh session of the Supervisory Committee, Mr. Lu Jiahui, the external Supervisor of the seventh session of the Supervisory Committee, and Mr. Shuai Shi, the employee Supervisor of the seventh session of the Supervisory Committee also shall retire at the conclusion of the AGM. Each of them had always been diligent and committed to their work during their tenure of service, and made significant contributions to the full play of the functions of the Board and the Supervisory Committee, as well as the promotion of the reform and development of the Bank. The Board would like to express its sincere gratitude to them.

## **ELECTION OF CHAIRMAN AND VICE CHAIRMEN OF THE BOARD AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that the first meeting of the eighth session of the Board was held on 27 June 2016 and the following resolutions were considered and approved at the meeting:

- (1) the election of Mr. Niu Ximing as the chairman of the eighth session of the Board, with effect from 27 June 2016 and until the expiration of the term of the eighth session of the Board;
- (2) the election of Mr. Peng Chun as the vice-chairman of the eighth session of the Board, with effect from 27 June 2016 and until the expiration of the term of the eighth session of the Board;
- (3) the election of Mr. Peter Wong Tung Shun as the vice-chairman of the eighth session of the Board. The qualification of Mr. Peter Wong Tung Shun as the vice-chairman of the Bank is subject to the approval by the CBRC.
- (4) the establishment of the following special committees under the eighth session of the Board and the appointment of the chairman and members of each committee (provided that Ms. Helen Wong Pik Kuen, Mr. Liu Hanxing, Mr. Liu Haoyang, Mr. Luo Mingde, Mr. Jason Yeung Chi Wai, Mr. Danny Quah and Mr. Wang Neng shall start to perform their respective duties after their qualifications of serving as Directors of the Bank being approved by the CBRC):
  - (a). Mr. Niu Ximing, Mr. Peng Chun, Ms. Yu Yali, Mr. Hou Weidong, Mr. Liu Hanxing, Mr. Liu Haoyang, Mr. Luo Mingde and Mr. Jason Yeung Chi Wai are appointed as members of the Strategy Committee under the eighth session of the Board, among which Mr. Niu

Ximing will serve as chairman of the committee. Mr. Choi Yiu-Kwan will continue to serve as member of the Strategy Committee until the qualification of Mr. Jason Yeung Chi Wai has been approved.

- (b). Mr. Liu Li, Mr. Wang Taiyin, Mr. Liu Changshun, Mr. Luo Mingde, Mr. Yu Yongshun, Ms. Li Jian and Mr. Jason Yeung Chi Wai are appointed as members of the Audit Committee under the eighth session of the Board, among which Mr. Liu Li will serve as chairman of the committee. Mr. Choi Yiu-Kwan will continue to serve as member of the Audit Committee until the qualification of Mr. Jason Yeung Chi Wai has been approved.
- (c). The name of Risk Management Committee is changed into Risk Management and Related Party Transactions Control Committee, and Ms. Li Jian, Mr. Hu Huating, Mr. Liu Hanxing, Mr. Liu Haoyang, Mr. Yu Yongshun, Mr. Danny Quah and Mr. Wang Neng are appointed as members of the Risk Management and Related Party Transactions Control Committee under the eighth session of the Board, among which Ms. Li Jian will serve as chairman of the committee. Mr. Chen Zhiwu and Mr. Peter Hugh Nolan will continue to serve as members of the Risk Management and Related Party Transactions Control Committee until the qualifications of Mr. Danny Quah and Mr. Wang Neng have been approved.
- (d). Mr. Wang Neng, Mr. Wang Taiyin, Ms. Helen Wong Pik Kuen, Mr. Liu Li, and Mr. Danny Quah are appointed as members of the Personnel & Remuneration Committee under the eighth session of the Board, among which Mr. Wang Neng will serve as chairman of the committee. Mr. Liu Li will continue to serve as chairman of Personnel & Remuneration Committee until the qualification of Mr. Wang Neng has been approved. Mr. Chen Zhiwu and Mr. Peter Hugh Nolan will continue to serve as members of the Personnel & Remuneration Committee until the qualifications of Mr. Danny Quah and Mr. Wang Neng have been approved.
- (e). The name of Social Responsibility Committee is changed into Social Responsibility and Consumer Protection Committee, and Mr. Peng Chun, Ms. Yu Yali, Mr. Hu Huating, Mr. Liu Changshun and Mr. Peter Wong Tung Shun are appointed as members of the Social Responsibility and Consumer Protection Committee under the eighth session of the Board, among which Mr. Peng Chun will serve as chairman of the committee.

## ELECTION OF CHAIRMAN OF THE SUPERVISORY COMMITTEE

The Board is also pleased to announce that, Mr. Song Shuguang has been elected as the chairman of the eighth session of the Supervisory Committee with effect from 27 June 2016 and until the expiration of the term of the eighth session of the Supervisory Committee.

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

Shanghai, 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*