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# 交通银行股份有限公司 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 THURSDAY, 22 JUNE 2017

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 ended 31 December 2016 (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 1:30 p.m. on Thursday, 22 June 2017.

At the AGM, the proposed resolutions set out in the notice of the AGM dated 5 May 2017 and the supplemental notice of the AGM dated 7 June 2017 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 “ <b>Board</b> ”) for the year ended 31 December 2016.	51,420,483,202 99.945662%	4,907,209 0.009538%	23,049,005 0.044800%
	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 2016.	51,420,483,202 99.945662%	4,907,209 0.009538%	23,049,005 0.044800%
	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 2016.	51,420,464,682 99.945626%	4,907,209 0.009538%	23,067,525 0.044836%
	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 2016.	51,424,531,902 99.953531%	1,142,209 0.002220%	22,765,305 0.044249%
	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 2017 for the provision of auditing services and other relevant services to the Bank for a total remuneration of RMB29.47 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 2017; and to authorize the Board to determine and enter into respective engagement with them.	51,424,295,038 99.953071%	1,333,209 0.002591%	22,811,169 0.044338%
	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 2017.	51,424,320,202 99.953120%	1,363,209 0.002649%	22,756,005 0.044231%
	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.			
7.	To consider and, if thought fit, to approve the remuneration plan of the directors of the Bank for the year ended 31 December 2015.	51,424,199,552 99.952885%	1,480,759 0.002878%	22,759,105 0.044237%
	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.			
8.	To consider and, if though fit, to approve the remuneration plan of the supervisors of the Bank for the year ended 31 December 2015.	51,424,198,752 99.952884%	1,484,659 0.002885%	22,756,005 0.044231%
	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
9.	To consider and, if thought fit, to approve the appointment of Mr. Song Guobin as non-executive director of the Bank.	51,337,474,515 99.784318%	88,183,732 0.171402%	22,781,169 0.044280%
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.				
10.	To consider and, if thought fit, to approve the appointment of Mr. Raymond Woo Chin Wan as independent non-executive director of the Bank.	51,414,012,638 99.933085%	11,639,909 0.022624%	22,786,869 0.044291%
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.				
11.	To consider and, if thought fit, to approve the appointment of Mr. Cai Hongping as independent non-executive director of the Bank.	51,383,697,234 99.874161%	41,945,213 0.081529%	22,796,969 0.044310%
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.				
12.	To consider and, if thought fit, to approve the appointment of Mr. Wang Xueqing as shareholder representative supervisor of the Bank.	51,228,156,208 99.571837%	197,496,339 0.383872%	22,786,869 0.044291%
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.				
13.	To consider and, if thought fit, to approve the appointment of Mr. He Zhaobin as a non-executive director of the Bank.	51,303,251,451 99.717799%	120,366,384 0.233955%	24,821,581 0.048246%
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.				

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 51,448,439,416 shares, representing 69.278953% 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. Peng Chun, the Vice Chairman of the Board.

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Bank's H share registrar, Mr. Anthony Kam and Mr. Ma Liang, 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 Bank, acted as scrutineer for the vote-taking at the AGM.

## **LAWYER' 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 2016 of RMB0.2715 (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 Wednesday, 26 July 2017 to the shareholders whose names appear on the register of members of H shares of the Bank on Monday, 3 July 2017, and distributed on Friday, 7 July 2017 to the shareholders whose names appear on the register of members of A shares of the Bank on Thursday, 6 July 2017.

For investors investing in the H shares of the Bank (including enterprises and individuals) through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect (the "**Southbound Trading**") (the "**Southbound Trading Shareholders**"), the Shanghai Branch or Shenzhen Branch of China Securities Depository and Clearing Corporation Limited will pay the Final Dividend to the investors as from around Wednesday, 26 July 2017 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 Wednesday, 26 July 2017 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 of the middle rates between Renminbi and Hong Kong dollars prevailing on the five trading days (being Thursday, 15 June 2017 to Wednesday, 21 June 2017) before the date of the AGM as announced by the People's Bank of China. (RMB0.872092 = HK\$1.00)

The register of members of the Bank for H shares will be closed from Wednesday, 28 June 2017 to Monday, 3 July 2017 (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, no later than 4:30 p.m., Tuesday, 27 June 2017. 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 non-resident 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. Non-resident enterprise shareholders may apply for tax refund for the difference in accordance with relevant requirements including tax agreements (arrangements). 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 Monday, 3 July 2017 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 Southbound Trading Shareholders, 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 China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch and Shenzhen 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 Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets” (Cai Shui [2014] No.81) and the “Notice on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets” (Cai Shui [2016] No.127) jointly promulgated by the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission, for dividends derived by Mainland individual investors from investing in H-share listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect, H-share companies shall withhold individual income tax at a tax rate of 20% for the investors. For Mainland securities investment funds investing in H shares listed on Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect or Shenzhen-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 Jiulong**  
*Company Secretary*

Shanghai, the PRC  
22 June 2017

*As at the date of this announcement, the directors of the Bank are Mr. Niu Ximing, Mr. Peng Chun, Mr. Wong Tung Shun, Peter\*, Ms. Yu Yali, Mr. Hou Weidong, Mr. Wang Taiyin\*, Mr. Liu Changshun\*, Ms. Wong Pik Kuen, Helen\*, Mr. Liu Hanxing\*, Mr. Luo Mingde\*, Mr. Liu Haoyang\*, Mr. Peter Hugh Nolan<sup>#</sup>, Mr. Chen Zhiwu<sup>#</sup>, Mr. Yu Yongshun<sup>#</sup>, Ms. Li Jian<sup>#</sup>, Mr. Liu Li<sup>#</sup> and Mr. Yeung Chi Wai, Jason<sup>#</sup>.*

\* *Non-executive directors*

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