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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in BOCOM International Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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BOCOM INTERNATIONAL HOLDINGS COMPANY LIMITED

交銀國際控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 3329)

NOTICE OF ANNUAL GENERAL MEETING, PROPOSED RE-ELECTION OF DIRECTORS AND GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

A notice convening the AGM of BOCOM International Holdings Company Limited to be held at Conference Room 1, 9/F, Man Yee Building, 68 Des Voeux Road Central, Hong Kong and online through the online platform https://meetings.computershare.com/BOCOMI_2025AGM on Thursday, 26 June 2025 at 2:00 p.m. is set out on pages 9 to 12 of this circular.

As set out in the section headed “ARRANGEMENTS FOR THE AGM” of this circular, to promote better engagement with and maximise participation by Shareholders, the AGM will be a hybrid meeting. **The Company encourages Shareholders to exercise their rights to attend and vote at the AGM by electronic facilities. All Shareholders are encouraged to (i) appoint the Chairman of the AGM as their proxy** by completing the enclosed form of proxy in accordance with the instructions printed on the form and return it to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the AGM or any adjournment of the AGM (as the case may be); **or (ii) attend, raise questions and vote at the AGM electronically through the online platform.** Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person or online at the meeting or any adjournment thereof if they so wish. **There will be no distribution of gifts at the AGM.** For details, please refer to the section headed “ARRANGEMENTS FOR THE AGM” of this circular.

2 June 2025

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Notice of Annual General Meeting	9
Arrangements for the AGM	13
Appendix I – Details of the Directors proposed for re-election	15
Appendix II – Explanatory statement on the Buy-back Mandate	19

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room 1, 9/F, Man Yee Building, 68 Des Voeux Road Central, Hong Kong and online through the online platform https://meetings.computershare.com/BOCOMI_2025AGM on Thursday, 26 June 2025 at 2:00 p.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“BOCOM”	Bank of Communications Co., Ltd., a joint stock limited liability company incorporated in the People’s Republic of China, the A shares of which are listed and traded on Shanghai Stock Exchange (Stock Code: 601328) and the H shares of which are listed and traded on the Stock Exchange (Stock Code: 3328), and being the ultimate controlling Shareholder
“BOCOM Group”	BOCOM and its subsidiaries (excluding the Group)
“BOCOM Nominee”	Bank of Communications (Nominee) Company Limited, a company incorporated in Hong Kong with limited liability and a subsidiary of BOCOM and a Shareholder holding Shares on trust for BOCOM
“Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing of the relevant resolution at the AGM
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	BOCOM International Holdings Company Limited (交銀國際控股有限公司), a company incorporated in Hong Kong with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3329)
“controlling Shareholder(s)”	has the meaning ascribed to it in the Listing Rules

DEFINITIONS

“core connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	director(s) of the Company
“Expectation Investment”	Expectation Investment Limited, a company incorporated in Hong Kong with limited liability, an indirect subsidiary of BOCOM and a Shareholder of the Company
“General Mandate”	the general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares (including any sale and transfer of Treasury Shares) not exceeding 20% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing of the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	28 May 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial Shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	Code on Takeovers and Mergers

DEFINITIONS

“Treasury Shares”

Shares bought back and held by the Company in treasury (if any), as authorised by the Companies Ordinance, for the purpose of the Listing Rules, including Shares bought back by the Company and held or deposited in Central Clearing and Settlement System (CCASS) for sale on the Stock Exchange



BOCOM INTERNATIONAL HOLDINGS COMPANY LIMITED

交銀國際控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 3329)

Non-executive Directors:

Mr. XIAO Ting (*Chairman*)

Ms. ZHU Chen

Registered Office:

9/F, Man Yee Building

68 Des Voeux Road Central

Hong Kong

Executive Directors:

Mr. XIE Jie (*Chief Executive Officer*)

Mr. WANG Xianjia

(Deputy Chief Executive Officer, Chief Risk Officer)

Mr. TAN Yueheng

Independent Non-executive Directors:

Mr. MA Ning

Mr. LIN Zhijun

Mr. PU Yonghao

2 June 2025

Dear Shareholders,

**NOTICE OF ANNUAL GENERAL MEETING,
PROPOSED RE-ELECTION OF DIRECTORS
AND
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating, in particular, to (i) the re-election of Directors; and (ii) the grant of the General Mandate and Buy-back Mandate and to provide you with the notice of AGM.

PROPOSED RE-ELECTION OF DIRECTORS

The Board currently consists of 8 Directors, comprising Mr. XIAO Ting, Ms. ZHU Chen, Mr. XIE Jie, Mr. WANG Xianjia, Mr. TAN Yueheng, Mr. MA Ning, Mr. LIN Zhijun and Mr. PU Yonghao.

LETTER FROM THE BOARD

Pursuant to Article 107 of the Articles of Association, the Directors shall have power at any time and from time to time to appoint any other person as a Director to fill a casual vacancy. Any Director so appointed shall hold office only until the next following general meeting and shall then be eligible for re-election. Accordingly, the term of office of Mr. XIAO Ting and Mr. PU Yonghao, who were appointed as a Non-executive Director and an Independent Non-executive Director by the Board with effect from 20 January 2025 and 24 April 2025, respectively, shall expire at the AGM, and they shall be eligible for re-election.

Pursuant to Article 109 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall be those who have been longest in office since their last re-election or appointment and so that as between persons who become or were last re-elected Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot. A retiring Director shall be eligible for re-election. Accordingly, Ms. ZHU Chen and Mr. MA Ning, being Directors who have been longest in office since their last re-election or appointment, shall retire by rotation at the AGM. Mr. XIAO Ting, Ms. ZHU Chen, Mr. MA Ning and Mr. PU Yonghao, being eligible, have offered themselves for re-election.

The nomination committee of the Company, having reviewed the composition of the Board and assessed the performance of Mr. XIAO Ting, Ms. ZHU Chen, Mr. MA Ning and Mr. PU Yonghao, recommended that they stand for re-election at the AGM, in accordance with the Company's current nomination policy and board diversity policy (including without limitation, gender, age, cultural and educational background, ethnicity, geographical location, professional experience, skills, knowledge and length of service).

Mr. MA Ning and Mr. PU Yonghao, the Independent Non-executive Directors, have substantial expertise and experience in the fields of economics and finance and have confirmed their independence. The nomination committee of the Company has also assessed and is satisfied with the independence of Mr. MA Ning and Mr. PU Yonghao which meets the independence guidelines set out in Rule 3.13 of the Listing Rules and considered that they would continue to provide objective insights and independent judgement to the Board and the Board committees.

In view of the extensive knowledge and invaluable experience of Mr. XIAO Ting, Ms. ZHU Chen, Mr. MA Ning and Mr. PU Yonghao and the time and commitment they devoted to the Company, the Board accepted the nominations from the nomination committee. These Directors will bring a broader perspective to the Board and provide new thoughts for the Company's overall strategic planning and business development. The Board is of

LETTER FROM THE BOARD

the view that the re-election of these Directors is in the best interests of the Company and the Shareholders as a whole. Mr. XIAO Ting, Ms. ZHU Chen, Mr. MA Ning and Mr. PU Yonghao had abstained from the relevant resolutions regarding their respective nominations.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

REMUNERATION OF DIRECTORS

The remuneration of the Directors is determined with reference to their duties, responsibilities, experience and the prevailing market conditions. Pursuant to the Articles of Association, the fees payable to the Directors for their services will from time to time be determined by an ordinary resolution; any Director who holds any executive office or who serves on any committee, or who otherwise performs services which in the opinion of the Board are outside the scope of the ordinary duties of a Director, may be paid such additional remuneration by way of salary, commission or otherwise as the Board may determine. The amount of remuneration paid or payable for the year ended 31 December 2024 to each of the Directors are set out in the Company's 2024 annual report.

PROPOSED GRANTING OF THE GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 27 June 2024, the Directors were granted general mandates to allot, issue and deal with Shares and to buy back Shares. Such mandates will expire at the conclusion of the AGM.

At the AGM, ordinary resolutions will be proposed to grant to the Directors (i) a general unconditional mandate to buy back Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed not exceeding 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing of the ordinary resolution of the Buy-back Mandate; and (ii) a general unconditional mandate to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares) not exceeding the aggregate of (a) 20% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing of the ordinary resolution of the General Mandate; and (b) the aggregate number of Shares bought back by the Company (if any) under the Buy-back Mandate.

An explanatory statement on the Buy-back Mandate, as required by the Listing Rules and the Companies Ordinance, is set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

The notice of AGM is set out on pages 9 to 12 of this circular.

The register of members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025 (both dates inclusive), for the purpose of determining the entitlements of the Shareholders to attend and vote at the AGM, during which period no transfer of the Shares will be registered. Shareholders whose names appear on the register of members of the Company on Thursday, 26 June 2025 will be entitled to attend and vote at the AGM. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 20 June 2025.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.bocomgroup.com).

To promote better engagement with and maximise participation by Shareholders, the AGM will be a hybrid meeting. **The Company encourages Shareholders to exercise their rights to attend and vote at the AGM by electronic facilities. All Shareholders are encouraged to (i) appoint the Chairman of the AGM as their proxy** by completing the enclosed form of proxy in accordance with the instructions printed on the form and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the AGM or any adjournment of the AGM (as the case may be); **or (ii) attend, raise questions and vote at the AGM electronically through the online platform.** Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person or online at the AGM or any adjournment thereof if they so wish. **There will be no distribution of gifts at the AGM.** For details, please refer to the section headed "ARRANGEMENTS FOR THE AGM" of this circular.

VOTING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that all the proposed resolutions set out in the notice of AGM, including, among others, (i) the re-election of Directors; and (ii) the grant of the General Mandate and the Buy-back Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

By order of the Board
BOCOM International Holdings Company Limited
XIAO Ting
Chairman and Non-executive Director

NOTICE OF ANNUAL GENERAL MEETING



BOCOM INTERNATIONAL HOLDINGS COMPANY LIMITED

交銀國際控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 3329)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of BOCOM International Holdings Company Limited (the “**Company**”) will be held at Conference Room 1, 9/F, Man Yee Building, 68 Des Voeux Road Central, Hong Kong and online through the online platform https://meetings.computershare.com/BOCOMI_2025AGM on Thursday, 26 June 2025 at 2:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditor for the year ended 31 December 2024.
2. To re-elect Directors and to authorise the Board of Directors to fix the remuneration of Directors.
3. To re-appoint KPMG as the auditor of the Company and to authorise the Board of Directors to fix its remuneration.

and to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

4. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for the Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers whether during or after the end of the Relevant Period (as defined below) be and is hereby generally and unconditionally approved. Any reference to an allotment, issue, grant, offer, disposal of or dealing in Shares shall include the sale or transfer of Treasury Shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and applicable laws and regulations;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Shares allotted or agreed to be allotted by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, other than pursuant to (i) a rights issue, (ii) any scrip dividend scheme or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares or (iii) a specific authority granted by the Shareholders in general meeting, shall not exceed the aggregate of:

- (A) 20% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing of this resolution; and

- (B) (if the Directors of the Company are so authorised by a separate ordinary resolution of the Shareholders) the aggregate number of Shares bought back by the Company (if any) under the general mandate to buy back Shares referred to in the resolution numbered 5 below,

and the said approval shall be limited accordingly;

- (c) for the purpose of this resolution numbered 4, “Relevant Period” means the period from the passing of the resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the end of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting; and

- (iii) the date on which the mandate is varied or revoked by an ordinary resolution of the Shareholders in general meeting; and

- (d) for the purpose of this resolution numbered 4, “Shares” means ordinary shares of the Company, “Shareholders” means holders of the Shares and “Treasury Shares” means Shares bought back and held by the Company in treasury.”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back the Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed (and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose), be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the maximum number of Shares to be bought back by the Company pursuant to the approval in paragraph (a) shall not exceed in aggregate 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing of this resolution and at such price or prices as may be determined by the Directors of the Company, provided the purchase price shall not be 5% or more than the average closing market price for the five preceding trading days on which the Shares were traded on the Stock Exchange, and otherwise in accordance with all applicable laws and the requirements of the Listing Rules, and the said approval shall be limited accordingly;
 - (c) for the purpose of this resolution numbered 5, “Relevant Period” means the period from the passing of the resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the end of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting; and
 - (iii) the date on which the mandate is varied or revoked by an ordinary resolution of the Shareholders of the Company in general meeting; and
 - (d) for the purpose of this resolution numbered 5, “Shares” means ordinary shares of the Company, “Shareholders” means holders of the Shares, “Stock Exchange” means The Stock Exchange of Hong Kong Limited and “Treasury Shares” means Shares bought back and held by the Company in treasury.”
6. “**THAT** conditional on the passing of resolutions 4 and 5, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue, grant or otherwise deal with additional Shares (including any sale or transfer of Treasury Shares) in the Company pursuant to resolution 4 be and is hereby extended by the addition thereto of the total number of Shares bought back by the Company under the general mandate granted pursuant to resolution 5, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing of resolutions 4 and 5.”

By Order of the Board
BOCOM International Holdings Company Limited
YI Li
Company Secretary

Hong Kong, 2 June 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. To promote better engagement with and maximise participation by Shareholders, the AGM will be a hybrid meeting. The Company encourages Shareholders to exercise their rights to attend and vote at the AGM by electronic facilities.

By logging in the dedicated online platform https://meetings.computershare.com/BOCOMI_2025AGM (the “**Platform**”), Shareholders will be able to view a live webcast of the AGM, submit questions, and cast vote in real-time. Non-registered Shareholders who wish to attend and vote at the AGM online should (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (together, the “**Intermediary**”) to appoint themselves as proxy or corporate representative to attend the AGM online, and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

2. In order to determine the eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025 (both dates inclusive). To qualify to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 20 June 2025.
3. Any member of the Company entitled to attend and vote at the above meeting (or any adjournment thereof) is entitled to appoint one or more persons as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
4. In the case of joint registered holders of any shares in the Company, any one of such persons may vote at the above meeting, either through the online platform or by proxy, in respect of such shares as if he/she were solely entitled to voting; but if more than one of such joint holders are present at the above meeting through the online platform or by proxy, that one so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect of such shares.
5. A form of proxy by the Shareholders at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.bocomgroup.com). Shareholders are encouraged to appoint the Chairman of the AGM as their proxy by completing the enclosed form of proxy in accordance with the instructions printed on the form and return it to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the AGM or any adjournment of the AGM (as the case may be). If the proxy appointed is not the Chairman of the Meeting, you are requested to provide a valid email address of your proxy for him or her to receive the login details to participate online via the online platform. If no email address is provided, your proxy cannot participate and cast votes via the online platform. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person or online at the AGM or any adjournment of the AGM (as the case may be) should you so wish and, in such event, the form of proxy shall be deemed to be revoked.
6. Shareholders are suggested to telephone the Company’s hotline at (852) 3710 3328 for arrangements of the meeting in the event that a gale warning (tropical cyclone no. 8 or above) or black rainstorm warning is hoisted on the day of the meeting.

As at the date of this notice, the board of Directors of the Company comprises Mr. XIAO Ting and Ms. ZHU Chen as Non-executive Directors; Mr. XIE Jie, Mr. WANG Xianjia and Mr. TAN Yueheng as Executive Directors; Mr. MA Ning, Mr. LIN Zhijun and Mr. PU Yonghao as Independent Non-executive Directors.

ARRANGEMENTS FOR THE AGM

ARRANGEMENTS FOR THE AGM

To promote better engagement with and maximise participation by Shareholders, the AGM will be a hybrid meeting. **The Company encourages Shareholders to exercise their rights to attend and vote at the AGM by electronic facilities.**

Accordingly, all registered Shareholders and non-registered Shareholders are encouraged to **(i) appoint the Chairman of the AGM as their proxy; or (ii) attend, raise questions and vote at the AGM electronically through the online platform.** By logging in the dedicated online platform https://meetings.computershare.com/BOCOMI_2025AGM (the “**Platform**”), Shareholders will be able to view a live webcast of the AGM, submit questions, and cast vote in real-time. **There will be no distribution of gifts at the AGM.**

Platform Login Session

The Platform will be opened for registered Shareholders and non-registered Shareholders to login 30 minutes prior to the commencement of the AGM. The Platform can be accessed from any location with internet connection by a smart phone, tablet device, or computer. Shareholders should allow ample time to login to the Platform to complete the related procedures and remain logged in until the commencement of and during the AGM.

Login details for registered Shareholders

Login details for joining the AGM online are included in the Company’s notification letter to registered Shareholders sent together with this circular.

Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend and vote at the AGM online should (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (together, the “**Intermediary**”) to appoint themselves as proxy or corporate representative to attend the AGM online, and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary. Login details to access the Platform will be sent by the Company’s share registrar, Computershare Hong Kong Investor Services Limited, to the email address of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 3:00 p.m. on Wednesday, 25 June 2025 should reach out to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, for assistance. Without the login details, non-registered Shareholders would not be able to attend and vote using the Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

ARRANGEMENTS FOR THE AGM

Registered and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

VOTING BY PROXY OF SHAREHOLDERS

Shareholders are encouraged to submit their completed proxy forms well in advance of the AGM. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person or online at the AGM or any adjournment of the AGM (as the case may be) should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

Appointment of proxy by registered Shareholders

A form of proxy by the Shareholders at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.bocomgroup.com). Shareholders are encouraged to appoint the Chairman of the AGM as their proxy by completing the enclosed form of proxy in accordance with the instructions printed on the form and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the AGM or any adjournment of the AGM (as the case may be). If the proxy appointed is not the Chairman of the AGM, you are requested to provide a valid email address of your proxy for him or her to receive the login details to participate online via the online platform. If no email address is provided, your proxy cannot participate and cast votes via the online platform.

Appointment of proxy by non-registered Shareholders

Non-registered Shareholders should contact their Intermediary as soon as possible for assistance in the appointment of proxy.

If Shareholders have any enquiries pertaining to the arrangements for the AGM, or the registration process, please contact the Company's share registrar, Computershare Hong Kong Investor Services Limited as follows:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre

183 Queen's Road East

Wanchai, Hong Kong

Telephone: +852 2862 8555

Facsimile: +852 2865 0990

Website: www.computershare.com/hk/contact

The following are the details of the Directors proposed to be re-elected at the AGM.

(1) MR. XIAO TING

XIAO Ting, aged 45, is the Chairman and a Non-executive Director of the Company. He was appointed as the Chairman and Non-executive Director of the Company in January 2025.

Mr. XIAO joined BOCOM Group in July 2006 and has held various positions in the BOCOM Group, including the vice president of the financial market business centre of BOCOM from May 2016 to December 2017, the vice president of the Beijing branch of BOCOM from December 2017 to August 2020, the president of the Hainan branch of BOCOM from May 2021 to November 2022, and the general manager of the international banking department and the offshore banking centre of BOCOM from November 2022 to May 2024, and has been an executive director and chairman of the board of directors of Bank of Communications (Hong Kong) Limited since August 2024.

Mr. XIAO graduated from Tsinghua University with a Bachelor's degree in Applied Mathematics in July 2001 and a Doctor of Science degree in Mathematics in July 2006. Mr. XIAO has also served as a director and vice president of the Chinese Banking Association of Hong Kong since December 2024, and an executive director of Hong Kong Chinese Enterprises Association and a director of Hong Kong Chinese Enterprises Charitable Foundation Limited since February 2025.

Mr. XIAO has entered into a letter of appointment with the Company as a Non-executive Director. The term of appointment commenced on 20 January 2025 and will continue thereafter until terminated by either party giving to the other not less than 3 months' notice in writing. The Company will not pay any emoluments to Mr. XIAO for assuming the office of Non-executive Director.

As at the Latest Practicable Date, Mr. XIAO's interests in BOCOM (within the meaning of Part XV of the SFO) are set out below:

Capacity	Class of shares held in the associated corporation	Number of shares held	Approximate percentage to the total number of relevant class of issued shares of the associated corporation	Approximate percentage to the total number of issued shares of the associated corporation
			%	%
Beneficial owner	A shares	183,400	0.00	0.00

Save as disclosed above, Mr. XIAO (i) has not held any other position with any member of the Group; (ii) is not related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company; (iii) does not have any interest in Shares within the meaning of Part XV of the SFO; and (iv) has not been a director of any

listed public company in Hong Kong or overseas during the past three years. Save as disclosed above, Mr. XIAO has confirmed that there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(2) MS. ZHU CHEN

ZHU Chen, aged 54, is a Non-executive Director of the Company. She was appointed as the Chief Executive Officer and an Executive Director of the Company in July 2022, and was re-designated as a Non-executive Director and resigned as the Chief Executive Officer of the Company in March 2024.

Ms. ZHU joined BOCOM Group in July 1993 and held several positions, including the deputy general manager of the international banking department of BOCOM from April 2007 to November 2012, the deputy general manager of the Taipei branch of BOCOM from November 2012 to October 2013, the general manager of the Taipei branch of BOCOM from October 2013 to July 2017, the general manager of the international banking department of BOCOM from July 2017 to July 2022, and a non-executive director of Bank of Communications (Hong Kong) Limited from June 2018 to July 2022.

Ms. ZHU graduated from Fudan University with a Bachelor's degree in Science in July 1993. In November 2019, she was selected as Shanghai Leading Financial Talent.

Ms. ZHU has entered into a letter of appointment with the Company as a Non-executive Director. The term of appointment commenced on 27 March 2024 and will continue thereafter until terminated by either party giving to the other not less than 3 months' notice in writing. The Company will not pay any emoluments to Ms. ZHU for assuming the office of Non-executive Director.

As at the Latest Practicable Date, Ms. ZHU's interests in BOCOM (within the meaning of Part XV of the SFO) are set out below:

Capacity	Class of shares held in the associated corporation	Number of shares held	Approximate percentage to the total number of relevant class of issued shares of the associated corporation %	Approximate percentage to the total number of issued shares of the associated corporation %
Beneficial owner	A shares	190,000	0.00	0.00

Save as disclosed above, Ms. ZHU (i) has not held any other position with any member of the Group; (ii) is not related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company; (iii) does not have any interest in Shares within the meaning of Part XV of the SFO; and (iv) has not been a director of any listed public company in Hong Kong or overseas during the past three years. Save as

disclosed above, Ms. ZHU has confirmed that there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(3) MR. MA NING

MA Ning, aged 52, is an Independent Non-executive Director of the Company. He was appointed as a Director of the Company in October 2016. From August 1996 to July 2002, he worked at the People's Bank of China (head office) where he was involved in devising policies and regulating the non-bank financial institutions in the PRC. From August 2002 to April 2010, he held various positions with and served as a managing director of Goldman Sachs (Asia) L.L.C.. From May 2010 to June 2015, he held various positions with Beijing Gao Hua Securities Company Limited and served as the deputy general manager and managing director. He has served as a managing partner of Tibet Lingfeng Venture Investment Partnership since August 2015.

Mr. MA graduated from Renmin University of China with a bachelor's degree in Economics in July 1993. He obtained a master's degree in International Finance from the Graduate School of the People's Bank of China in February 1996 and a master's degree in Business Administration from London Business School in August 2002.

Mr. MA has entered into a letter of appointment with the Company. The term of appointment commenced on 31 October 2022 and will continue thereafter until terminated by either party giving to the other not less than 3 months' notice in writing. Pursuant to the terms of the letter of appointment, Mr. MA receives director's fees of HK\$360,000 per annum as an Independent Non-executive Director of the Company.

Save as disclosed above, Mr. MA (i) has not held any other position with any member of the Group; (ii) is not related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company; (iii) does not have any interest in Shares within the meaning of Part XV of the SFO; and (iv) has not been a director of any listed public company in Hong Kong or overseas during the past three years. Save as disclosed above, Mr. MA has confirmed that there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

(4) MR. PU YONGHAO

Mr. PU Yonghao, aged 67, is an Independent Non-executive Director of the Company. He was appointed as an Independent Non-executive Director in April 2025. He served as a senior economist and vice president of Bank of China International (UK) Limited from October 1997 to December 2000, a senior economist of Nomura International (Hong Kong) Limited from December 2000 to August 2002, a senior consultant and team leader of the macroeconomic monitoring unit of Asia Recovery Information Center of Asian Development Bank from December 2002 to July 2003, and the head of the Asian economic research department of Cazenove Asia Ltd from September 2003 to June 2004. From June 2004 to June 2015, he successively served as the managing director and the chief investment officer for Asia Pacific, the chief investment strategist and the head of wealth

management research department for Asia Pacific at UBS AG, and he served as the founding partner and the chief investment officer of Fountainhead Partners Company Limited from August 2015 to February 2018, and the managing director of Breamar Wealth Consulting Limited from May 2018 to November 2024. Mr. PU is currently the vice chairman of Chinese Financial Association of Hong Kong and a senior advisor of Fountainhead Partners Company Limited.

Mr. PU is currently an independent non-executive director of Guotai Haitong Securities Co., Ltd. (listed on the Shanghai Stock Exchange (stock code: 601211) and the Stock Exchange) (stock code: 2611)). Mr. PU was as an independent non-executive director of Huafa Property Services Group Company Limited (withdrawal of listing from the Stock Exchange) from June 2020 to November 2024, and of Interra Acquisition Corporation (“**Interra**”) (withdrawal of listing from the Stock Exchange) from September 2022 to April 2025. Interra was a special purpose acquisition company incorporated in the Cayman Islands with limited liability for the purpose of effecting an acquisition of, or a business combination with, a De-SPAC target (“**De-SPAC Transaction**”). As Interra had not entered into any definitive agreement with respect to a De-SPAC Transaction within the requisite extended deadline under the Listing Rules by 16 March 2025, (a) Interra returned the funds raised from its initial offering by redeeming all its class A shares on 3 April 2025, (b) the class A shares and listed warrants of Interra were delisted from the Stock Exchange with effect from 10 April 2025, and (c) Interra will commence a voluntary liquidation process in accordance with the laws of the Cayman Islands.

Mr. PU graduated from Xiamen University with a Bachelor’s degree in Accounting in July 1982 and a Master’s degree in Economics in January 1985. He obtained a Master’s degree in Science from The London School of Economics and Political Science in January 1989.

Mr. PU has entered into a letter of appointment with the Company. The term of appointment commenced on 24 April 2025 and will continue thereafter until terminated by either party giving to the other not less than 3 months’ notice in writing. Pursuant to the terms of the letter of appointment, Mr. PU receives director’s fees of HK\$360,000 per annum as an Independent Non-executive Director of the Company.

Save as disclosed above, Mr. PU (i) has not held any other position with any member of the Group; (ii) is not related to any Director, senior management, substantial Shareholder or controlling Shareholder of the Company; (iii) does not have any interest in Shares within the meaning of Part XV of the SFO; and (iv) has not been a director of any listed public company in Hong Kong or overseas during the past three years. Save as disclosed above, Mr. PU has confirmed that there are no other matters that need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

This appendix serves as an explanatory statement, as required by the Listing Rules, and also as a memorandum of the terms of a proposed buy-back, as required by Section 239(2) of the Companies Ordinance, to provide information to Shareholders with regard to the Buy-back Mandate.

1 SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 2,734,392,000 Shares. Subject to the passing of the resolution regarding the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the AGM, the Company would be allowed to buy back a maximum of 273,439,200 Shares, representing not more than 10% of the total number of Shares in issue as at the Latest Practicable Date.

2 REASONS FOR BUY-BACKS

The Directors believe that the ability to buy back Shares is in the interests of the Company and the Shareholders. Buy-backs may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. The Directors have sought the grant of a general mandate to buy back Shares to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstance then pertaining.

3 FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds lawfully available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of Hong Kong.

There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the year ended 31 December 2024) if the Buy-back Mandate were to be carried out in full at any time during the buy-back period. However, the Directors will not propose to exercise the Buy-back Mandate if, in the opinion of the Directors, this would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position of the Company.

4 SHARE BUY-BACKS MADE BY THE COMPANY

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

5 SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date are as follows:

Month	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
April 2024	0.315	0.250
May 2024	0.370	0.300
June 2024	0.345	0.260
July 2024	0.290	0.230
August 2024	0.240	0.216
September 2024	0.335	0.211
October 2024	0.670	0.295
November 2024	0.360	0.305
December 2024	0.355	0.310
January 2025	0.320	0.250
February 2025	0.345	0.270
March 2025	0.365	0.280
April 2025	0.290	0.246
May 2025 (up to the Latest Practicable Date)	0.280	0.250

6 GENERAL

The Buy-back Mandate will expire upon the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the end of the period within which the Company is required by the Articles of Association or any applicable laws to hold its next annual general meeting; or (iii) the date on which the Buy-back Mandate is varied or revoked by an ordinary resolution of the Shareholders in general meeting.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Shares to the Company.

The Directors will exercise the power of the Company to make any buy-backs of Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws and regulations of Hong Kong.

Neither this explanatory statement nor the proposed buy-back has any unusual features.

No core connected person of the Company has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is exercised.

If the Company makes buy-backs pursuant to the Buy-back Mandate, it may (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to market conditions and capital management needs of the Company at the relevant time of the buy-back of Shares.

Shareholders' rights attached to any Shares held in treasury by the Company will be suspended under the Companies Ordinance once the Shares are bought back by the Company, irrespective of whether they are held in the name of the Company or its nominee. Any resale or transfer of Treasury Shares will be subject to the General Mandate and made in accordance with the Listing Rules and the applicable laws and regulations of Hong Kong.

7 TAKEOVERS CODE

If, as a result of any buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, the following interests in Shares were recorded in the register of interests in shares and short positions of the Company maintained under Section 336 of the SFO:

Name of substantial Shareholder	Nature of interest	Number of Shares held/interested	Percentage of shareholding (as at the Latest Practicable Date)	Percentage of shareholding (if the Buy-back Mandate is exercised in full)
BOCOM	Interest in a controlled corporation, beneficiary of trust ⁽¹⁾	2,000,000,000	73.14%	81.27%
BOCOM Nominee	Interest in a controlled corporation, trustee (other than bare trustee) ⁽²⁾	2,000,000,000	73.14%	81.27%

Notes:

- (1) Expectation Investment is an indirect subsidiary of BOCOM and is the beneficial owner of 500,000 Shares. BOCOM is deemed to be interested in an aggregate of 2,000,000,000 Shares which BOCOM Nominee is interested in as trustee (other than a bare trustee) and which Expectation Investment is interested in as beneficial owner.
- (2) BOCOM Nominee is a subsidiary of BOCOM and (a) holds 1,999,500,000 Shares on trust for BOCOM and (b) controls 50% of voting rights of Expectation Investment which is the beneficial owner of 500,000 Shares.

Save as aforesaid and based on the information available to the Directors as at the Latest Practicable Date, the Directors are not aware of any consequences or implications which may arise under the Takeovers Code as a result of exercising the power to buy back Shares under the Buy-back Mandate. The Directors do not have any present intention to exercise the Buy-back Mandate to such extent as will trigger the Takeovers Code.

The Directors do not propose to buy back Shares which would result in the aggregate number of Shares of the Company in issue in public reducing to below 25%.