

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



WEIHAI CITY COMMERCIAL BANK CO., LTD.*

威海市商業銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9677)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
THE RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL
MEETINGS, THE RULES OF PROCEDURE FOR THE BOARD AND THE
RULES OF PROCEDURE FOR THE BOARD OF SUPERVISORS
(2) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTOR
AND
(3) RESIGNATION OF SUPERVISOR AND PROPOSED APPOINTMENT
OF SUPERVISOR**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE
RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETINGS, THE
RULES OF PROCEDURE FOR THE BOARD AND THE RULES OF PROCEDURE
FOR THE BOARD OF SUPERVISORS**

The Board proposes to make certain amendments to (i) the Articles of Association; (ii) the rules of procedure for shareholders' general meetings of the Bank; (iii) the rules of procedure for the Board; and (iv) the rules of procedures for the board of supervisors of the Bank (collectively, the "**Proposed Amendments**"), in order to, among other things:

- (i) in light of the Corporate Governance Standards for Banking or Insurance Institutions (《銀行保險機構公司治理準則》) promulgated by the China Banking and Insurance Regulatory Commission in June 2021, bring the relevant provisions of the Articles of Association, the rules of procedure for shareholders' general meetings of the Bank, the rules of procedure for the Board and the rules of procedures for the board of supervisors of the Bank in line with the relevant requirements under the laws and regulations of the People's Republic of China; and
- (ii) further improve the corporate governance of the Bank.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announced that it has considered and approved the proposed appointment of Mr. Wang Yong as an independent non-executive Director. Such appointment is subject to the approval by the Shareholders at a general meeting and the approval of the CBIRC Shandong Office for his eligibility to hold office.

RESIGNATION OF SUPERVISOR AND PROPOSED APPOINTMENT OF SUPERVISOR

Mr. Wang Yong has tendered his resignation as an external Supervisor and a member of the nomination committee of the Board of Supervisors to the Board of Supervisors on 30 March 2022 due to work arrangement. After the resignation of Mr. Wang Yong, the proportion of external supervisors of the Bank was less than one-third. According to the relevant regulations of the Corporate Governance Standards for Banking or Insurance Institutions (《銀行保險機構公司治理準則》) and the Articles of Association, the resignation of Mr. Wang Yong shall take effect from the date on which the appointment of a new external supervisor was elected at a general meeting of the Bank.

The Board further announces that the Board of Supervisors has proposed the appointment of Mr. Peng Feng as an external Supervisor. Such appointment is subject to the approval by the Shareholders at a general meeting.

ANNUAL GENERAL MEETING

The Proposed Amendments are subject to the approval by the Shareholders by way of special (for the proposed amendments to the Articles of Association) or ordinary resolutions (for the proposed amendments to each of the rules of procedures) at the Annual General Meeting, and the proposed amendments to the Articles of Association is also subject to the approval of, and registration or filing with, the relevant PRC governmental authorities. The relevant proposals in relation to the appointment of Director and Supervisor will be put forward by way of a cumulative voting system at the Annual General Meeting for Shareholders' consideration and approval by way of ordinary resolutions. A circular containing, among others, (i) the full text of the Proposed Amendments; (ii) further details of the Proposed Amendments; (iii) further details in respect of the proposed appointment of Director and Supervisor; and (iv) a notice convening the Annual General Meeting, will be despatched to the Shareholders in due course.

I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETINGS, THE RULES OF PROCEDURE FOR THE BOARD AND THE RULES OF PROCEDURE FOR THE BOARD OF SUPERVISORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Weihai City Commercial Bank Co., Ltd.* (the “**Bank**”) proposes to make certain amendments to (i) the articles of association of the Bank (the “**Articles of Association**”); (ii) the rules of procedure for shareholders' general meetings of the Bank; (iii) the rules of procedure for the Board;

and (iv) the rules of procedures for the board of supervisors of the Bank (collectively, the “**Proposed Amendments**”), in order to, among other things:

- (i) in light of the Corporate Governance Standards for Banking or Insurance Institutions (《銀行保險機構公司治理準則》) promulgated by the China Banking and Insurance Regulatory Commission in June 2021, bring the relevant provisions of the Articles of Association, the rules of procedure for shareholders’ general meetings of the Bank, the rules of procedure for the Board and the rules of procedures for the board of supervisors of the Bank in line with the relevant requirements under the laws and regulations of the People’s Republic of China; and
- (ii) further improve the corporate governance of the Bank.

The Proposed Amendments are subject to the approval by the shareholders of the Bank (the “**Shareholders**”) by way of special (for the proposed amendments to the Articles of Association) or ordinary resolutions (for the proposed amendments to each of the rules of procedures) at the forthcoming annual general meeting of the Bank (the “**Annual General Meeting**”) to be convened in due course, and the proposed amendments to the Articles of Association is also subject to the approval of, and registration or filing with, the relevant PRC governmental authorities. A circular containing, among others, (i) the full text of the Proposed Amendments; (ii) further details of the Proposed Amendments; and (iii) a notice convening the Annual General Meeting, will be despatched to the Shareholders in due course.

II. **PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board further announced that it has considered and approved the proposed appointment of Mr. Wang Yong (“**Mr. Wang**”) as an independent non-executive Director.

Biographical details of Mr. Wang is set out as follows:

Mr. WANG Yong (王勇), aged 48, is a professor. Mr. Wang has been serving as an external supervisor and a member of the nomination committee of the board of supervisors of the Bank (the “**Board of Supervisors**”) since June 2021, and as the executive associate director (常務副所長) for Institute of Economics of the School of Social Sciences, Tsinghua University (清華大學社會科學學院經濟學研究所) since September 2018. He successively served as a lecturer, an assistant director (所長助理) and an associate director (副所長) for Institute of Economics of the School of Humanities and Social Sciences, Tsinghua University (清華大學人文社會科學學院經濟學研究所) from May 2004 to September 2018.

Mr. Wang obtained a doctoral degree in Industrial Economics (產業經濟學) from the Guanghua School of Management of Peking University in 2003, and a postdoctorate degree in Economics from the Department of Economics of Harvard University (哈佛大學經濟學系) in 2008.

Mr. Wang has tendered his resignation as an external supervisor of the Bank and a member of the nomination committee of the Board of Supervisors on 30 March 2022 due to work arrangements. His resignation shall take effect from the date on which the appointment of a new external supervisor of the Bank was elected at the Annual General Meeting. Please refer to “III. Resignation of Supervisor and Proposed Appointment of Supervisor” below for further details.

Mr. Wang has confirmed that as at the date of this announcement, saved as disclosed above, he (1) has not held any other position in the Bank or any of its subsidiaries or any directorship in any other listed companies in the past three years; (2) does not have any relationship with any other directors, members of senior management, substantial shareholders or controlling shareholders of the Bank; and (3) does not have or is not deemed to have any interest in any shares, underlying shares or debentures of the Bank or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Save as disclosed above, the Board is not aware of any other matters in respect of the proposed appointment of Mr. Wang required to be disclosed under Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), or any other matters that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) and the Shareholders.

The appointment of Mr. Wang shall be subject to the approval of the China Banking and Insurance Regulatory Commission Shandong Office (the “CBIRC Shandong Office”) for his eligibility to hold office after approval at the Annual General Meeting. Mr. Wang will enter into a service contract with the Bank subject to the approval of his appointment. The term of office of Mr. Wang shall be effective from the date on which his appointment is approved by the CBIRC Shandong Office and ending on the expiration of the term of the Eighth Session of the Board of Directors.

According to the Remuneration System for Directors and Supervisors (《董事、監事薪酬制度》) of the Bank, non-executive Directors are remunerated in the form of service fees, which are determined in accordance with the principle of “pegging to the overall performance of the Bank and pegging to their own contribution” and based on the assessment results and the contribution of the directors themselves. The Bank will disclose directors’ remuneration or allowances in the annual report each year.

Separately, reference is made to the announcement of the Bank dated 10 May 2021 in respect of, among other things, the proposed appointment of Mr. Zhang Hongdi (“Mr. Zhang”) as an independent non-executive Director. The appointment of Mr. Zhang was approved by the Shareholders at the annual general meeting of 2020 of the Bank on 11 June 2021, and his qualification of directorship was subject to approval of the CBIRC Shandong Office. However, due to personal reasons, Mr. Zhang has informed the Bank that he decided not to proceed his application for CBIRC Shandong Office’s approval of his qualification of independent non-executive directorship of the Bank. Mr. Zhang confirmed that he has no disagreement with the Board and that there is no matter in relation to his decision that needs to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.

III. RESIGNATION OF SUPERVISOR AND PROPOSED APPOINTMENT OF SUPERVISOR

As disclosed above, Mr. Wang has tendered his resignation as an external Supervisor and a member of the nomination committee of the Board of Supervisors to the Board of Supervisors on 30 March 2022 due to work arrangement. After the resignation of Mr. Wang, the proportion of external supervisors of the Bank was less than one-third. According to the relevant regulations of the Corporate Governance Standards for Banking or Insurance Institutions (《銀行保險機構公司治理準則》) and the Articles of Association, the resignation of Mr. Wang shall take effect from the date on which the appointment of a new external supervisor was elected at a general meeting of the Bank. Mr. Wang confirmed that he has no disagreement with the Board of Supervisors and the Board during the term of his office, and there is no matter in relation to his resignation that needs to be brought to the Hong Kong Stock Exchange and the Shareholders. The Board would like to express its sincere gratitude to Mr. Wang for his valuable contribution to the Bank during his tenure.

The Board further announces that the Board of Supervisors has proposed the appointment of Mr. Peng Feng (“**Mr. Peng**”) as an external Supervisor. Such appointment is subject to the approval by the Shareholders at a general meeting.

Biographical details of Mr. Peng is set out as follows:

Mr. PENG Feng (彭鋒), aged 44, has been an executive partner of Hangzhou Chengyue Technology Partnership (Limited Partnership) (杭州承月科技合夥企業(有限合夥)) since 2019. He was a senior vice president at Hangzhou Souche Automotive Services Co.,Ltd. (杭州大搜車汽車服務有限公司) from 2017 to 2019. Between 2015 and 2017, Mr. Peng consecutively served as the financial market director and the director of commercial platform business of the micro loan business department of Ant Financial Services Group, the general manager of the strategic development department of Ant Financial Services Group and the general manager of Alipay Urban Development Center (支付寶城市發展中心). From 2004 to 2015, Mr. Peng worked at the human resources department, the general office, the second regulatory department and the urban business department of the China Banking Regulatory Commission (the “**CBRC**”), and served as a director of the urban business department of CBRC.

Mr. Peng obtained his bachelor’s degree in Management and master’s degree in Economics from Renmin University of China (中國人民大學) in July 2001 and in July 2004, respectively. He obtained his doctoral degree in Economics from the Graduate School of the Chinese Academy of Social Sciences (中國社會科學院研究生學院) in July 2012.

Mr. Peng has confirmed that as at the date of this announcement, saved as disclosed above, he (1) has not held any other position in the Bank or any of its subsidiaries or any directorship in any other listed companies in the past three years; (2) does not have any relationship with any other directors, members of senior management, substantial shareholders or controlling shareholders of the Bank; and (3) does not have or is not deemed to have any interest in any shares, underlying shares or debentures of the Bank or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters in respect of the proposed appointment of Mr. Peng required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules, or any other matters that need to be brought to the attention of the Hong Kong Stock Exchange and the Shareholders.

Mr. Peng will enter into a service contract with the Bank after approval is obtained at the Annual General Meeting. The term of office of Mr. Peng shall be effective upon approval at the Annual General Meeting and ending on the expiration of the term of the Eighth Session of the Board of Supervisors.

According to the Remuneration System for Directors and Supervisors (《董事、監事薪酬制度》) of the Bank, the external Supervisors of the Bank are remunerated in the form of service fees, which are determined in accordance with the principle of “pegging to the overall performance, and pegging to their own contribution” and based on the assessment results and the contribution of the Supervisors themselves. The Bank will disclose supervisors’ remuneration or allowances in the annual report each year.

The relevant proposals in relation to the appointment of Director and Supervisor above will be put forward by way of a cumulative voting system at the Annual General Meeting for Shareholders’ consideration and approval by way of ordinary resolutions. A circular containing, among others, (i) further details in respect of the proposed appointment of Director and Supervisor; and (ii) a notice convening the Annual General Meeting, will be despatched to the Shareholders in due course.

By Order of the Board
Weihai City Commercial Bank Co., Ltd.*
TAN Xianguo
Chairman

Weihai, China
30 March 2022

As at the date of this announcement, the Board comprises Mr. TAN Xianguo, Mr. MENG Dongxiao, Ms. TAO Zunjian, Mr. LU Jiliang and Mr. ZHANG Wenbin as executive Directors; Mr. YI Jijun, Mr. SONG Bin, Mr. YIN Lin, Mr. ZHAO Bing and Ms. ZHAO Yue as non-executive Directors; Mr. SUN Guomao, Mr. FAN Chi Chiu, Mr. LU Qing, Mr. WANG Shaohong and Ms. SUN Zuying as independent non-executive Directors.

* *Weihai City Commercial Bank Co., Ltd.* is not an authorized institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorized to carry on banking and/or deposit-taking business in Hong Kong.*