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**CHINA BOHAI BANK CO., LTD.**

**渤海銀行股份有限公司**

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

**(Stock Code: 9668)**

## **RESIGNATION OF DIRECTORS AND PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

### **RESIGNATION OF DIRECTORS**

The board of directors (the “**Board**”) of CHINA BOHAI BANK CO., LTD. (the “**Bank**”) hereby announces that:

1. the Board has received a resignation letter from Mr. ZHU Ning (“**Mr. ZHU**”). In order to devote more time to his other business commitments, Mr. ZHU resigned as an independent non-executive director of the Bank, a member of the Nomination and Remuneration Committee of the Board, and a member of the Audit and Consumer Rights Protection Committee of the Board. As considered and approved by the Board, the resignation of Mr. ZHU shall become effective from the date on which the successor independent non-executive director is elected by the shareholders’ general meeting of the Bank and on the date such successor independent non-executive director obtains the qualification approval from the regulatory authority. During this period, Mr. ZHU will continue to perform his duties as an independent non-executive director of the Bank and under relevant special committees of the Board;
2. the Board has received a resignation letter from Mr. MAO Zhenhua (“**Mr. MAO**”). In accordance with the relevant provisions of the Code of Corporate Governance of Banking and Insurance Institutions (《銀行保險機構公司治理準則》), independent directors shall not hold office for over six years in total in a banking or insurance institution. Mr. MAO resigned as an independent non-executive director of the Bank and the chairman of the Nomination and Remuneration Committee of the Board. As considered and approved by the Board, the resignation of Mr. MAO shall become effective from the date on which the successor independent non-executive director is elected by the shareholders’ general meeting of the Bank and on the date such successor independent non-executive director obtains the qualification approval from the regulatory authority. During this period, Mr. MAO will continue to perform his duties as an independent non-executive director of the Bank and under relevant special committee of the Board;
3. the Board has received a resignation letter from Mr. MU Binrui (“**Mr. MU**”). In accordance with the relevant provisions of the Code of Corporate Governance of Banking and Insurance Institutions (《銀行保險機構公司治理準則》), independent directors shall not hold office for over six years in total in a banking or insurance institution. As Mr. MU will serve as an independent non-executive director of the Bank for six years in September 2024, he resigned as an independent non-executive director of the Bank, the chairman of the Risk Management and Green Finance Committee of the Board, the chairman of the Related Party Transactions

Control Committee of the Board and a member of the Audit and Consumer Rights Protection Committee of the Board. As considered and approved by the Board, the resignation of Mr. MU shall become effective from the date on which the successor independent non-executive director is elected by the shareholders' general meeting of the Bank and on the date such successor independent non-executive director obtains the qualification approval from the regulatory authority. During this period, Mr. MU will continue to perform his duties as an independent non-executive director of the Bank and under relevant special committees of the Board; and

4. the Board has received a resignation letter from Mr. CHI Guotai (“**Mr. CHI**”). In accordance with the relevant provisions of the Code of Corporate Governance of Banking and Insurance Institutions (《銀行保險機構公司治理準則》), independent directors shall not hold office for over six years in total in a banking or insurance institution. Mr. CHI resigned as an independent non-executive director of the Bank, a member of the Nomination and Remuneration Committee of the Board, a member of the Risk Management and Green Finance Committee of the Board and a member of the Related Party Transactions Control Committee of the Board. As considered and approved by the Board, the resignation of Mr. CHI became effective from May 30, 2024.

Each of Mr. ZHU, Mr. MAO, Mr. MU and Mr. CHI has confirmed that he has no disagreement with the Board, and there are no matters relating to his resignation that need to be brought to the attention of the shareholders (“**Shareholders**”) or creditors of the Bank or The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”). The Board expresses sincere gratitude to Mr. ZHU, Mr. MAO, Mr. MU and Mr. CHI for their contributions to the development of the Bank during their terms of office.

## **PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board is pleased to announce that:

1. to fill the vacancy of the Board of the Bank after Mr. ZHU’s resignation, as reviewed by the Nomination and Remuneration Committee of the Board, the Board proposed to appoint Ms. WANG Aijian as an independent non-executive director, a member of Nomination and Remuneration Committee of the Board and a member of Audit and Consumer Rights Protection Committee of the Board of the Bank;
2. to fill the vacancy of the Board of the Bank after Mr. MAO’s resignation, as reviewed by the Nomination and Remuneration Committee of the Board, the Board proposed to appoint Mr. LIU Junmin as an independent non-executive director and the chairman of Nomination and Remuneration Committee of the Board of the Bank;
3. to fill the vacancy of the Board of the Bank after Mr. MU’s resignation, as reviewed by the Nomination and Remuneration Committee of the Board, the Board proposed to appoint Mr. GAO Degao as an independent non-executive director, the chairman of Risk Management and Green Finance Committee of the Board, the chairman of Related Party Transactions Control Committee of the Board and a member of Audit and Consumer Rights Protection Committee of the Board of the Bank; and
4. to fill the vacancy of the Board of the Bank after Mr. CHI’s resignation, as reviewed by the Nomination and Remuneration Committee of the Board, the Board proposed to appoint Mr. LIU Lanbiao as an independent non-executive director, a member of Nomination and Remuneration Committee of the Board, a member of Risk Management and Green Finance Committee of the Board and a member of Related Party Transactions Control Committee of the Board of the Bank.

The terms of office of Ms. WANG Aijian, Mr. LIU Junmin, Mr. GAO Degao and Mr. LIU Lanbiao will commence from the date when they are elected as independent non-executive directors of the Bank by the shareholders' general meeting of the Bank and their related appointment qualifications are approved by relevant regulatory authority and ending on the date of completion of the re-election of the fifth session of the Board of the Bank.

The biographical details of Ms. WANG Aijian, Mr. LIU Junmin, Mr. GAO Degao and Mr. LIU Lanbiao are set out below:

**Ms. WANG Aijian (王愛儉)**, born in 1954, is a professor with a doctor's degree. She served as a teacher of the Department of Finance of Tianjin University of Finance and Economics, a vice dean of the School of Economics of Tianjin University of Finance and Economics, a director of the Office of Academic Development of Tianjin University of Finance and Economics and the vice president of Tianjin University of Finance and Economics. She now serves as a director of Coordinated Innovation Center For Binhai Finance in China (CICBFC) under Tianjin University of Finance and Economics, an independent director of Tasly Pharmaceutical Group Co., Ltd. (天士力醫藥集團股份有限公司), and an independent director of GuoDu Securities Co., Ltd. (國都證券股份有限公司).

**Mr. LIU Junmin (劉駿民)**, born in 1950, is a professor with a doctor's degree. He served as a lecturer in Tianjin University of Finance and Economics, an associate professor and a professor in the Department of Economics of Nankai University, and an independent director of Sanbo Hospital Management Group Limited (三博腦科醫院管理集團股份有限公司). He now serves as an independent non-executive director of Chinese People Holdings Company Limited, as well as an independent non-executive director of China Literature Limited.

**Mr. GAO Degao (高德高)**, born in 1958, is a senior economist with a master's degree. He served as the president and secretary of the Chinese Communist Party (CPC) committee of Shanxi Branch of China Construction Bank (CCB), the principal, president and secretary of the CPC committee of Tianjin Branch of CCB and the chairman and secretary of the CPC committee of Kincheng Bank of Tianjin Co., Ltd. He now serves as the general counsel of strategic development of Kincheng Bank of Tianjin Co., Ltd.

**Mr. LIU Lanbiao (劉瀾飆)**, born in 1966, is a professor with a doctor's degree. He used to be engaged in teaching and scientific research in the School of Economics of Nankai University. He once served as a vice dean of the School of Finance of Nankai University and an external supervisor of Liaoshen Bank. He now is engaged in teaching and scientific research in the School of Finance of Nankai University and serves as vice dean of the Institute of State Economy of Nankai University. He is also an independent director of NYOCOR Co., Ltd. and an external supervisor of Industrial and Commercial Bank of China Limited.

Save as disclosed above, Ms. WANG Aijian, Mr. LIU Junmin, Mr. GAO Degao and Mr. LIU Lanbiao have not held any directorship in other listed companies in the past three years or any other major appointments and qualifications. Save as disclosed above, Ms. WANG Aijian, Mr. LIU Junmin, Mr. GAO Degao and Mr. LIU Lanbiao do not have any other relationships with other directors, supervisors, senior management or substantial Shareholders of the Bank.

Upon the election of Ms. WANG Aijian, Mr. LIU Junmin, Mr. GAO Degao and Mr. LIU Lanbiao as independent non-executive directors of the Bank by the shareholders' general meeting and the approval of their related appointment qualifications by the relevant regulatory authority, each of them will enter into a service contract with the Bank. Their terms of office as directors will commence from the date when they are elected as independent non-executive directors of the Bank by the shareholders' general meeting and their appointment qualifications are approved by relevant regulatory authority and end on the date of completion of the re-election of the fifth session of the Board of the Bank. During their tenure as independent non-executive directors of the Bank, they will receive an allowance as independent non-executive directors of RMB350,000 per annum (before tax) from the Bank.

In addition, Ms. WANG Aijian, Mr. LIU Junmin, Mr. GAO Degao and Mr. LIU Lanbiao do not have any interests in the shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed herein, there are no other matters in relation to the appointments of Ms. WANG Aijian, Mr. LIU Junmin, Mr. GAO Degao and Mr. LIU Lanbiao that need to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "**Listing Rules**") nor any other matters that need to be brought to the attention of the Shareholders.

Each of Ms. WANG Aijian, Mr. LIU Junmin, Mr. GAO Degao and Mr. LIU Lanbiao has confirmed that they meet the independence criteria set out in Rule 3.13 of the Listing Rules. Specifically, as at the date of this announcement, each of them has confirmed that:

- (1) their independence with respect to each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules;
- (2) they have no past or present financial or other interest in the business of the Bank and its subsidiary and have no connection with any core connected person (as defined in the Listing Rules) of the Bank; and
- (3) there are no other factors that may affect their independence.

By order of the Board  
**CHINA BOHAI BANK CO., LTD.**  
**WANG Jinhong**  
*Chairman*

Tianjin, China  
May 30, 2024

*As of the date of this announcement, the Board comprises Mr. WANG Jinhong, Mr. QU Hongzhi, Mr. DU Gang and Mr. ZHAO Zhihong as executive directors; Mr. AU Siu Luen, Ms. YUAN Wei, Mr. DUAN Wenwu, Mr. HU Aimin and Mr. ZHANG Yunji as non-executive directors; and Mr. MAO Zhenhua, Mr. MU Binrui, Mr. TSE Yat Hong, Mr. ZHU Ning and Mr. SHUM Siu Hung Patrick as independent non-executive directors.*