
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 CHINA BOHAI BANK CO., LTD., you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibilities for the contents of this circular, 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 circular.



ELECTION OF DIRECTORS FOR THE SIXTH SESSION OF THE BOARD OF DIRECTORS AND NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

The Bank will convene the 2025 First EGM at 2:00 p.m. on Monday, January 20, 2025 at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China. Notice of the 2025 First EGM is set out in this circular and is also published on the website of The Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Bank (www.cbhb.com.cn).

If you intend to appoint a proxy to attend the 2025 First EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of Domestic Shares, the proxy form should be returned to the office of the Board of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postal Code: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2025 First EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2025 First EGM or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

January 3, 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
INTRODUCTION	3
ELECTION OF DIRECTORS FOR THE SIXTH SESSION OF THE BOARD OF DIRECTORS	4
MATTERS TO BE LISTENED TO AT THE 2025 FIRST EGM	5
2025 FIRST EGM	5
CLOSURE OF REGISTER OF MEMBERS	6
VOTING METHOD OF 2025 FIRST EGM	6
RECOMMENDATION	6
APPENDIX I BIOGRAPHICAL DETAILS OF CANDIDATES FOR DIRECTORS FOR THE SIXTH SESSION OF THE BOARD OF DIRECTORS	7
WRITTEN REPORT OF MATTERS TO BE LISTENED TO	12
NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING	17

DEFINITIONS

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

“2025 First EGM Notice”	the notice of the 2025 first extraordinary general meeting of the Bank to be held at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China at 2:00 p.m. on Monday, January 20, 2025
“Articles of Association”	the Articles of Association of CHINA BOHAI BANK CO., LTD. (as amended, supplemented or otherwise modified from time to time)
“Bank” or “our Bank”	CHINA BOHAI BANK CO., LTD. (渤海銀行股份有限公司)
“Board” or “Board of Directors”	the Board of Directors of the Bank
“Director(s)”	the director(s) of the Bank
“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)
“Domestic Share(s)”	ordinary share(s) issued by the Bank with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“Group”	the Bank and its subsidiary
“H Shareholder(s)”	the holder(s) of H Share(s)
“H Share(s)”	the overseas listed foreign share(s) issued by the Bank with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed and traded on the Hong Kong Stock Exchange
“HK\$” or “HKD” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the Share(s)
“Share(s)”	the Domestic Share(s) and H Share(s)
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	percent

LETTER FROM THE BOARD



CHINA BOHAI BANK CO., LTD.

渤海银行股份有限公司

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

(Stock Code: 9668)

Executive Directors:

Mr. WANG Jinhong (*Chairman*)

Mr. QU Hongzhi

Mr. DU Gang

Non-executive Directors:

Mr. AU Siu Luen (*Vice Chairman*)

Ms. YUAN Wei

Mr. DUAN Wenwu

Mr. HU Aimin

Mr. ZHANG Yunji

Independent Non-executive Directors:

Mr. MAO Zhenhua

Mr. MU Binrui

Mr. TSE Yat Hong

Mr. ZHU Ning

Mr. SHUM Siu Hung Patrick

Registered Address and

Office Address:

218 Haihe East Road

Hedong District

Tianjin

PRC

Principal Place of Business

in Hong Kong:

Suites 1201-1209 and 1215-1216

12/F, Two International Finance Centre
Central

Hong Kong

To the Shareholders

Dear Sir/Madam,

**ELECTION OF DIRECTORS FOR THE
SIXTH SESSION OF
THE BOARD OF DIRECTORS
AND**

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the notice of the 2025 First EGM and to provide you with all the reasonable and necessary information. The election of Directors for the sixth session of the Board will be proposed as ordinary resolution to Shareholders' general meeting at the 2025 First EGM for consideration. Furthermore, this circular also includes written reports of matters to be listened to at the 2025 First EGM.

LETTER FROM THE BOARD

ELECTION OF DIRECTORS FOR THE SIXTH SESSION OF THE BOARD

As reviewed by the Nomination and Remuneration Committee of the Board, the Board has reviewed and approved:

1. the proposed re-election of Mr. WANG Jinhong and Mr. QU Hongzhi as executive directors of the sixth session of the Board of the Bank;
2. the proposed re-election of Mr. AU Siu Luen, Mr. QU Defu, Ms. YUAN Wei, Mr. DUAN Wenwu, Mr. HU Aimin and Mr. ZHANG Yunji as non-executive directors of the sixth session of the Board of the Bank;
3. as nominated by TEDA Investment Holding Co., Ltd., a shareholder, the proposed election of Mr. LIU Zhenyu as a non-executive director of the six session of the Board of the Bank;
4. the proposed re-election of Mr. TSE Yat Hong, Mr. SHUM Siu Hung Patrick, Ms. WANG Aijian, Mr. LIU Junmin and Mr. LIU Lanbiao as independent non-executive directors of the sixth session of the Board of the Bank; and
5. as nominated by the Nomination and Remuneration Committee of the Board, the proposed election of Mr. OUYANG Yong as an independent non-executive director of the sixth session of the Board of the Bank.

Please refer to Appendix I to this circular for the biographical details of the candidates for the sixth session of the Board of the Bank.

The Nomination and Remuneration Committee of the Board considered, among other things, but not limited to, the following when making nominations to the Board for directorships:

- the relevant provisions of the Company Law, the Commercial Banking Law, the Code of Corporate Governance of Banking and Insurance Institutions, the Measures for the Administration of the Office-holding Qualifications of the Directors (Council Members) and Senior Managers of Banking Financial Institutions, the Measures on Administrative Licensing Items on Chinese-Funded Commercial Banks, the Listing Rules, and other laws and regulations;
- the relevant provisions of the Articles of Association of the Bank and internal governance documents such as the Working Rules for the Nomination and Remuneration Committee of the Board;
- the actual work of the Bank;

LETTER FROM THE BOARD

- the Board Diversity Policy of the Bank, including but not limited to gender, age, cultural and educational background, ethnicity, industry and professional experience, technical and professional skills and/or qualifications, knowledge, length of service and the time commitment that will be required as a Director;
- the factors set out in Rule 3.13 of the Listing Rules that may affect the independence of the Independent Non-executive Director(s); and
- any other factors that the Nomination and Remuneration Committee of the Board may from time to time consider relevant and applicable.

The Nomination and Remuneration Committee of the Board of the Bank, having identified individuals suitably qualified to become Directors, will nominate the Directors and review their qualifications and conditions of office in accordance with the provisions of the Articles of Association and the procedures and standards for the appointment of Directors, and make recommendations to the Board on the nomination of such individuals.

In nominating Independent Non-executive Director candidates for the sixth session of the Board, the Nomination and Remuneration Committee of the Board has taken into account their extensive experiences in their professional fields, work history and other experiences, and is satisfied that they possess the required character, integrity and experience to discharge their duties as Independent Non-executive Directors in sustainable and effective manners; and that they can enable the Bank to maintain the diversity of Board members and bring a wealth of expertise and experience to the Board. In addition, the Independent Non-executive Director candidates for the sixth session of the Board have confirmed to the Bank during the election process that they meet the independence requirement under Rule 3.13 of the Listing Rules and therefore the Board considers the Independent Non-executive Director candidates, to be independent.

MATTERS TO BE LISTENED TO AT THE 2025 FIRST EGM

The 2023 Assessment Report on Qualification of Major Shareholders and Related Matters of CHINA BOHAI BANK CO., LTD. (written report) will also be listened to at the 2025 First EGM.

2025 FIRST EGM

The Bank will convene the 2025 First EGM at 2:00 p.m. on Monday, January 20, 2025 at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China. Notice of the 2025 First EGM is set out on pages 17 to 19 of this circular.

If you intend to appoint a proxy to attend the 2025 First EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of Domestic Shares, the proxy form should be returned to

LETTER FROM THE BOARD

the office of the Board of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postal Code: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2025 First EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2025 First EGM or any adjournment thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the shareholders who are entitled to attend the 2025 First EGM, the register of members of the Bank will be closed from Wednesday, January 15, 2025 to Monday, January 20, 2025 (both days inclusive). In order to attend and vote at the 2025 First EGM, holders of H shares of the Bank whose transfer documents have not been registered shall deposit all transfer documents accompanied by the relevant share certificate(s) at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, January 14, 2025.

VOTING METHOD OF 2025 FIRST EGM

According to the Listing Rules, the voting of resolutions at the 2025 First EGM will be taken by poll. The relevant poll results will be published on the website of The Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Bank's website at www.cbhb.com.cn.

Please be advised that in accordance with Article 69 of the Articles of Association, when the credit extended by the Bank to a shareholder (in particular, substantial shareholder) is overdue, or if a shareholder pledges 50% or more of his/her equity in the Bank, the voting rights of such shareholder at the Shareholders' general meetings and of director(s) appointed by such shareholder at Board meetings shall be subject to restriction.

RECOMMENDATION

The Board is of the opinion that the above resolutions proposed are in the interests of the Bank and the Shareholders as a whole. Thus, the Board recommends that the Shareholders should vote in favor of all the relevant resolutions proposed at the 2025 First EGM.

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

Tianjin, China
January 3, 2025

APPENDIX I BIOGRAPHICAL DETAILS OF CANDIDATES FOR DIRECTORS FOR THE SIXTH SESSION OF THE BOARD OF DIRECTORS

EXECUTIVE DIRECTOR CANDIDATES

Mr. WANG Jinhong (王錦虹), born in 1971, is an economist and a doctorate candidate in finance. He was a vice president of Tianjin Branch of Shenzhen Development Bank, the party secretary and president of Tianjin Branch of the Bank, the party secretary and president of Binhai New District Branch of the Bank, the president of Tianjin Pilot Free Trade Zone Branch of the Bank, an assistant to president, a member of the party committee, a vice president and an executive director of the Bank. He was the chairman of Tianjin Haihe River Industry Fund Management Co., Ltd. (天津市海河產業基金管理有限公司). He is currently the party secretary and chairman of the Bank.

Mr. QU Hongzhi (屈宏志), born in 1969, is a senior economist with a master's degree in finance and a doctor's degree in management. He once worked in China Construction Bank Corporation, where he served as the general manager of asset security department and general manager of legal affairs department of Tianjin branch, the president of Nankai sub-branch, the president of Heping sub-branch, an assistant to the president, a vice president and a member of the party committee of Tianjin branch, and the deputy secretary of the party committee and a vice president of Jiangsu branch. He currently serves as the deputy secretary of the party committee, an executive director and the president of the Bank.

NON-EXECUTIVE DIRECTOR CANDIDATES

Mr. AU Siu Luen (歐兆倫), born in 1961, has a bachelor's degree. He served as the chief executive officer and chairman of Citibank (China) Co., Limited and the Regional Co-Head of Client Coverage, Corporate, Commercial and Institutional Banking for Asia of Standard Chartered Bank. He currently serves as the vice chairman of the Bank and the managing director of Standard Chartered Bank (Hong Kong) Limited.

Mr. QU Defu (曲德福), born in 1965, is a senior political officer and senior engineer with a bachelor's degree. He served as the secretary of the party committee and chairman of the board of directors of Tianjin BENEFO Machinery Equipment Group Co., Ltd. (天津百利機械裝備集團有限公司) and the secretary of the party committee and chairman of the board of directors of Tianjin Infrastructure Investment Group. He is currently the secretary of the party committee and chairman of the board of directors of TEDA Investment Holding Co., Ltd.

Mr. LIU Zhenyu (劉振宇), born in 1972, is an economist and a lawyer with a doctoral degree. He served as a member of the party committee and deputy general manager of Tianjin TEDA International Holding (Group) Co., Ltd. (天津市泰達國際控股(集團)有限公司), the party secretary and general manager of Heng An Standard Life Insurance Co., Ltd. (恒安標準人壽保險有限公司), and the chairman of Heng An Standard Life (Asia) Limited. He is currently the deputy general manager of TEDA Investment Holding Co., Ltd., the party secretary and chairman of Tianjin TEDA International Holding (Group) Co., Ltd., the chairman of Bohai Property Insurance Co., Ltd. (渤海財產保險股份有限公司), and a director of Heng An Standard Life Insurance Co., Ltd.

APPENDIX I BIOGRAPHICAL DETAILS OF CANDIDATES FOR DIRECTORS FOR THE SIXTH SESSION OF THE BOARD OF DIRECTORS

Ms. YUAN Wei (元微), born in 1974, is a senior economist with a doctoral degree. She served as the deputy general manager of financial business department of China Shipping Container Lines Co., Ltd. (中海集裝箱運輸股份有限公司), deputy general manager of financial business department of COSCO SHIPPING Development Co., Ltd. (中遠海運發展股份有限公司), and investment director of COSCO Shipping Captive Insurance Co., Ltd. (中遠海運財產保險自保有限公司). She currently serves as a non-executive director of the Bank, the chief investment officer and general manager of strategic investment department of COSCO SHIPPING Development Co., Ltd., and a director of China Shipping Investment Co., Ltd.

Mr. DUAN Wenwu (段文務), born in 1969, is a professorate senior accountant and has a bachelor's degree. He served as deputy general manager of SDIC Finance Co., Ltd. (國投財務有限公司), deputy director and director of the finance and accounting department of State Development and Investment Corp (國家開發投資公司), general manager of SDIC Essence (Holdings) Co., Ltd (國投安信股份有限公司), general manager of SDIC Capital Co., Ltd. (國投資本股份有限公司), chairman of SDIC Finance Co., Ltd., general manager and chairman of China National Investment and Guaranty Corporation (中國投融資擔保股份有限公司), and a non-executive director of China International Capital Corporation Limited. He is currently a non-executive director of the Bank, secretary of the party committee and chairman of SDIC Capital Co., Ltd., and secretary of the party committee and chairman of SDIC Securities Co., Ltd. (國投證券股份有限公司).

Mr. HU Aimin (胡愛民), born in 1973, has a bachelor's degree. He served as a deputy general manager and the general manager of the capital operation department and the general manager of the investment management department, the general manager of industry and finance integrated development center and the secretary of the party working committee of industry and finance of China Baowu Steel Group Corporation Limited, the secretary of the party committee, a director and senior vice president of Shanghai Baosteel Packaging Co., Ltd., and the general manager of Hwabao Investment Co., Ltd. He currently serves as a non-executive director of the Bank, the secretary of the party committee and chairman of the board of directors of Hwabao Investment Co., Ltd., the chairman of the board of directors of Sinosteel Futures Co., Ltd., a director of Hwa Bao Securities Co., Ltd., a director of Zhongjin Ruide (Shanghai) Shareholding Investment Management Co., Ltd., a director of New China Life Insurance Company Ltd., and a supervisor of Xinjiang Tianshan Steel United Co., Ltd.

Mr. ZHANG Yunji (張雲集), born in 1954, has a master's degree. He once worked in Tianjin Branch of Industrial and Commercial Bank of China Limited for a long time, where he served as an assistant to the president and a vice president. In addition, he used to serve as the chairman of the board of directors and the general manager of Tianjin Rongsheng Xinye Investment and Development Co., Ltd. He currently serves as a non-executive director of the Bank and the chairman of the board of directors of Tianjin Shanghui Investment Holding Company Limited.

APPENDIX I BIOGRAPHICAL DETAILS OF CANDIDATES FOR DIRECTORS FOR THE SIXTH SESSION OF THE BOARD OF DIRECTORS

INDEPENDENT NON-EXECUTIVE DIRECTOR CANDIDATES

Mr. TSE Yat Hong (謝日康), born in 1969, is a Fellow of the Hong Kong Institute of Certified Public Accountants, and a Fellow of Certified Public Accountants (FCPA) of CPA Australia with a bachelor's degree. He once served as the chief financial officer and company secretary of Shenzhen International Holdings Limited, a joint company secretary and non-executive director of Shenzhen Expressway Company Limited, and an independent non-executive director of Sky Light Holdings Limited and E-Star Commercial Management Company Limited. He currently serves as an independent non-executive director of the Bank, and an independent non-executive director of China Huirong Financial Holdings Limited and Radiance Holdings (Group) Company Limited.

Mr. SHUM Siu Hung Patrick (岑紹雄), born in 1961, has a bachelor's degree. He served as the China chief risk officer and vice president of ABN AMRO, the senior credit approval officer and senior vice president, the professional credit approval officer of China real estate of DBS Bank (China) Limited, the director and the credit approval officer of commercial real estate (Asia, excluding Japan) of Deutsche Bank, the vice president and director of credit risk department of OCBC Wing Hang Bank (China) Limited, the director of the risk department in China and the head of credit risk in the Great China Region of Maybank. He currently serves as an independent non-executive director of the Bank.

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.

APPENDIX I BIOGRAPHICAL DETAILS OF CANDIDATES FOR DIRECTORS FOR THE SIXTH SESSION OF THE BOARD OF DIRECTORS

Mr. LIU Lanbiao (劉瀾彪), 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 is now 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.

Mr. OUYANG Yong (歐陽勇), born in 1963, is a senior political officer with a bachelor's degree and a master's degree. He once worked for China Minsheng Bank for a long time, where he served as a member of the party committee, retail market director, and secretary of the commission for discipline inspection of the Fuzhou branch, secretary of the party committee and president of the Taiyuan branch, secretary of the party committee and president of the Shenzhen branch, director of the organization department and general manager of human resources department of the head office, secretary of the party committee and president of the Shanghai branch and Shanghai Pilot Free Trade Zone branch, and general manager of the Shanghai office of the financial markets department of the head office, assistant president of China Minsheng Bank, team leader of the preparatory group for the wealth management subsidiary, and secretary of the party committee and chairman of CMBC Wealth Management Co., Ltd. (民生理財有限責任公司).

Save as disclosed above, the candidates for the sixth session of the Board 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, the candidates for the sixth session of the Board do not have any other relationships with other directors, supervisors, senior management or substantial shareholders of the Bank.

Upon the election/re-election of the candidates for the sixth session of the Board by the shareholders' general meeting and the approval of their related appointment qualifications by the relevant regulatory authority (if necessary), each of them will enter into a service contract with the Bank. The term of office of the sixth session of the Board of the Bank will be three years from the date of election by the shareholders' general meeting. Among them, the terms of office of Mr. QU Defu, Mr. LIU Zhenyu, Ms. WANG Aijian, Mr. LIU Junmin, Mr. LIU Lanbiao and Mr. OUYANG Yong as directors will be effective from the date on which they are elected as directors of the sixth session of the Board of the Bank by the shareholders' general meeting and their related appointment qualifications are approved by relevant regulatory authority.

**APPENDIX I BIOGRAPHICAL DETAILS OF CANDIDATES FOR DIRECTORS
FOR THE SIXTH SESSION OF THE BOARD OF DIRECTORS**

The executive directors of the Bank do not receive any remuneration for their directorship in the Bank. The remuneration of Mr. WANG Jinhong as the chairman of the fifth session of the Board of the Bank comprises his annual basic salary which is determined by the Bank based on his position as the chairman of the Board, and his annual performance-based salary and incentive payments during his term of office shall be determined by the shareholders' general meeting and the Board on an annual basis upon evaluation in accordance with relevant laws and regulations, the Bank's operating conditions, and the relevant remuneration policies of the Bank for leaders of enterprise under Tianjin Municipal Government. Other benefit plans include basic pension insurance, medical insurance, unemployment insurance, work injury insurance, maternity insurance, housing provident fund, and enterprise annuity. The remuneration to be received by Mr. QU Hongzhi for serving as the president of the Bank is determined in accordance with the Bank's remuneration policy for professional managers. The non-executive directors of the Bank will not receive any remuneration from the Bank. The independent non-executive directors of the Bank will receive an allowance of RMB350,000 (before tax) per year from the Bank for serving as independent non- executive directors of the Bank. The Bank will disclose the specific implementation of their annual remuneration in its annual report each year.

In addition, the candidates for the sixth session of the Board 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 the candidates for the sixth session of the Board that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any other matters that need to be brought to the attention of the shareholders.

WRITTEN REPORT OF MATTERS TO BE LISTENED TO

2023 ASSESSMENT REPORT ON QUALIFICATION OF MAJOR SHAREHOLDERS AND RELATED MATTERS OF CHINA BOHAI BANK CO., LTD.

In accordance with the Code of Corporate Governance of Banking and Insurance Institutions, the Provisional Rules on Major Shareholders' Conduct of Banking and Insurance Institutions, the Interim Measures for the Equity Management of Commercial Banks, the Measures on Administrative Licensing Items on Chinese-funded Commercial Banks, the Notice by the General Office of the China Banking and Insurance Regulatory Commission ("the CBIRC") of Issues Concerning Further Enhancing the Management of Undertakings of Shareholders of Banking and Insurance Institutions and other regulatory regulations as well as the Articles of Association of CHINA BOHAI BANK CO., LTD., the Bank conducted the 2023 assessment towards the qualification of major Shareholders and related matters, and the report is hereby given as follows:

I. Scope of Assessment

As of December 31, 2023, the total share capital of the Bank was 17.762 billion shares, and there were two major Shareholders holding more than 15% shares in the Bank. The shareholding of the Shareholders in the Bank is as follows:

No.	Name of Shareholder	Number of Shares		Shareholding	Nature
		held (Share)			
1	TEDA Investment Holding Co., Ltd. (Domestic Shares)	3,612,500,000	20.34%		Major Shareholder
2	Standard Chartered Bank (Hong Kong) Limited (H Shares)	2,888,555,000	16.26%		Major Shareholder

II. Overview of Assessment

The Bank has assessed the relevant qualification of major Shareholders and each major Shareholders by, among others, reviewing files, inquiring into public information, conducting questionnaire surveys to Shareholders, and analyzing financial statements of shareholder entities. The details are as follows:

(I) Qualification of major Shareholders

After reviewing and analyzing the financial statements and credit rating reports, it was found that the two major Shareholders of the Bank, i.e. TEDA Investment Holding Co., Ltd., and Standard Chartered Bank (Hong Kong) Limited, maintained sound operating conditions and financial position in 2023, and no non-compliance with the qualification requirements for shareholders in the Measures on Administrative Licensing Items on Chinese-funded Commercial Banks has been identified.

WRITTEN REPORT OF MATTERS TO BE LISTENED TO

(II) Shareholding of major Shareholders

1. Sources of investment funds

All major Shareholders of the Bank undertook that their funds for their initial investment and previous capital increases were all self-owned funds with legitimate sources, and there was no investment with non-self-owned funds such as entrusted funds and debt funds. All major Shareholders contributed capital in cash to the Bank. The investment funds from major Shareholders were all verified by external accounting firms with capital verification reports issued therefor, and there was no false and discrepant capital contribution, withdrawal of capital or withdrawal of capital in disguised form. Currently, none of the Bank's shares are held through financial products.

2. Entrusted shareholding or acceptance of entrusted shareholding by others

The major Shareholders of the Bank did not entrust or accept others to entrust shareholding.

3. Transfer of equity within five years upon acquisition

As of December 31, 2023, all major Shareholders of the Bank have invested in the Bank for more than five years, and there has been no transfer of equity within five years upon acquisition.

4. Participation in and control of shareholding in commercial banks

In 2023, no non-compliance with the regulatory requirements on the number of commercial banks invested by major Shareholders of the Bank and their related parties and persons acting in concert has been identified.

5. Equity pledges

As of the end of 2023, TEDA Investment Holding Co., Ltd., a major Shareholder of the Bank, has pledged 1,651,173,678 Shares of the Bank due to its own operating needs. The number of its pledged Shares represented 45.71% of its total Shares held in the Bank and did not reach 50%, such that it is not subject to any restriction on its voting rights at the Shareholders' general meeting and the voting rights of the Directors nominated by it at the meeting of the Board of Directors. The aforesaid equity pledges have fulfilled the filing procedures of the Board of Directors of the Bank in accordance with laws and regulations. The register of domestic Shareholders of the Bank filed with and managed by China Securities Depository and Clearing Corporation Limited has recorded the latest equity pledges. The Bank and its Shareholders have timely disclosed and submitted information in accordance with relevant regulatory requirements. As of the end of the third quarter of 2024, TEDA Investment Holding Co., Ltd. has reduced its pledged Shares in the Bank to 620,900,000 shares, representing 17.19% of its total Shares held in the Bank.

WRITTEN REPORT OF MATTERS TO BE LISTENED TO

Save as the above, as of December 31, 2023, the Bank has not had any other equity pledge of major Shareholders.

6. *Frozen Shares*

As of December 31, 2023, there were no frozen shares held by major Shareholders of the Bank.

7. *Circumstances prohibited by regulatory requirements*

In this assessment, none of the major Shareholders of the Bank and their controlling shareholders or de facto controllers has been identified to fall under the following circumstances prohibited under the Provisional Rules on Major Shareholders' Conduct of Banking and Insurance Institutions: (I) being listed as a subject to any joint punishment for dishonesty by relevant authorities; (II) committing any act of seriously evading or cancelling bank debts; (III) providing false materials or making false statements; (IV) assuming major liability for the business failure of any commercial bank or significant violation of laws and regulations; (V) rejecting or obstructing any financial regulatory authorities or its dispatched offices from conducting their regulatory work according to law; (VI) having been investigated and punished by any financial regulatory authorities or any other relevant government agencies for violation of laws and regulations, thus having caused adverse impact; (VII) any other circumstances that may adversely affect the operation and management of the commercial bank.

(III) Related party transactions of major Shareholders in 2023

The related party transactions of the Bank were mainly credit transactions with members of its Shareholder group. As of the end of 2023, based on the standards of the National Financial Regulatory Administration, net credit amount granted to TEDA Investment Holding Co., Ltd. and its related parties was RMB14.522 billion, and that granted to Standard Chartered Bank (Hong Kong) Limited and its related parties was RMB0. The aforesaid credit business has been under normal repayment with no defaults or overdue repayments. In 2023, all related party transactions between the Bank and related parties were conducted in accordance with laws and regulations as well as relevant provisions of domestic and overseas regulatory authorities and the Bank's rules for related party transactions. These transactions were conducted in adherence to the general business principles, and based on conditions which were not superior to those granted to an independent third party, and their terms were fair and reasonable and in the interests of the Company and its Shareholders as a whole.

WRITTEN REPORT OF MATTERS TO BE LISTENED TO

(IV) Performance of responsibilities, obligations and commitments by major Shareholders

1. Exercising Shareholders' rights and performing Shareholders' responsibilities and obligations according to laws and regulations

The Shareholders of the Bank exercise their rights as investors and perform their obligations as Shareholders in accordance with relevant laws, regulations and the Bank's Articles of Association, and make decisions on major issues of the Bank mainly by attending the Shareholders' general meeting, voting on matters proposed at the Shareholders' general meeting and appointing Directors to vote at the Board meetings. The Bank has formulated the Rules of Procedure of Shareholders' General Meeting, and the Shareholders' general meeting operates in accordance with the Bank's Articles of Association and the Rules of Procedure of Shareholders' General Meeting.

All major Shareholders of the Bank abide by the laws and regulations, regulatory requirements and the Bank's Articles of Association, exercise their rights and perform their obligations as Shareholders in accordance with the laws. The Bank has not found any abuse of Shareholders' rights which harms the interests of the Bank and other Shareholders, or abuse of the independent status of the Bank as a legal person and Shareholders' limited liability which harms the interests of the Bank's creditors. The Bank has not found any abuse of Shareholders' rights or use of their influence to interfere with the decision-making power and management power enjoyed by the Board of Directors and senior management according to the Articles of Association, directly intervene or use influence to intervene beyond the Board of Directors and senior management in the Bank's operation and management or for benefits transfer, or otherwise damage the legitimate rights and interests of depositors, the Bank and other Shareholders.

2. Performance of commitments to the Bank

In 2021, according to the work requirements of the Notice by the General Office of the CBIRC of Issues Concerning Further Enhancing the Management of Undertakings of Shareholders of Banking and Insurance Institutions (Yin Bao Jian Ban Fa [2021] No. 100) (the "Notice"), the Bank timely conveyed the spirit and related requirements of the Notice to major Shareholders, and compiled a letter of commitment applicable to the Bank in accordance with the Letter of Commitment Templates for Major Shareholders of Commercial Banks. The two major Shareholders have signed the letter of commitment in writing. The Bank has reported the situation to regulatory authorities.

All major Shareholders of the Bank continued to perform the commitments made in the above major Shareholders' commitment letter, such as declarations, compliances and due diligence.

WRITTEN REPORT OF MATTERS TO BE LISTENED TO

(V) Implementation of the Articles of Association of the Bank and compliance with laws, regulations and regulatory requirements

1. Nomination of Directors and Supervisors

The Shareholders of the Bank nominate candidates for Directors and Supervisors in strict accordance with the procedures and shareholder rights stipulated in laws and regulations and the Articles of Association of the Bank.

All major Shareholders of the Bank have nominated Directors to the Bank, including three Directors nominated by TEDA Investment Holding Co., Ltd., and a Director nominated by Standard Chartered Bank (Hong Kong) Limited. At present, there is no Shareholder who has the right to nominate Shareholders' representative Supervisors and has not nominated Directors, and there is no Supervisor nominated by Shareholders.

2. Reporting relevant information to the Bank

All major Shareholders of the Bank can timely, accurately and completely report their own situation and relevant information of their controlling shareholders, de facto controllers, related parties, concerted parties and ultimate beneficiaries to the Bank in accordance with regulatory requirements. No cases have been found in which Shareholders evade regulatory review by hiding de facto controllers, concealing related relationships, holding shares on behalf of Shareholders, entrusting voting rights, and agreeing on concerted actions to control and dominate the Bank.

The Bank continued to diversify its data collection methods, effectively used public information, third-party data and other channels to timely obtain and verify information of its Shareholders and identify equity penetration, strengthened the review and verification of the data and information provided by its Shareholders, and reported relevant data through the Equity Supervision Information System in accordance with regulatory requirements.

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING



CHINA BOHAI BANK CO., LTD.

渤海银行股份有限公司

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

(Stock Code: 9668)

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 first extraordinary general meeting of CHINA BOHAI BANK CO., LTD. (the “**Bank**”) (the “**2025 First EGM**”) will be held at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China at 2:00 p.m. on Monday, January 20, 2025 for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. Election of Directors for the sixth session of the Board:
 - 1.01 Re-election of Mr. WANG Jinhong as Executive Director of the sixth session of the Board of the Bank
 - 1.02 Re-election of Mr. QU Hongzhi as Executive Director of the sixth session of the Board of the Bank
 - 1.03 Re-election of Mr. AU Siu Luen as Non-executive Director of the sixth session of the Board of the Bank
 - 1.04 Re-election of Mr. QU Defu as Non-executive Director of the sixth session of the Board of the Bank
 - 1.05 Election of Mr. LIU Zhenyu as Non-executive Director of the sixth session of the Board of the Bank
 - 1.06 Re-election of Ms. YUAN Wei as Non-executive Director of the sixth session of the Board of the Bank
 - 1.07 Re-election of Mr. DUAN Wenwu as Non-executive Director of the sixth session of the Board of the Bank
 - 1.08 Re-election of Mr. HU Aimin as Non-executive Director of the sixth session of the Board of the Bank
 - 1.09 Re-election of Mr. ZHANG Yunji as Non-executive Director of the sixth session of the Board of the Bank

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

- 1.10 Re-election of Mr. TSE Yat Hong as Independent Non-executive Director of the sixth session of the Board of the Bank
- 1.11 Re-election of Mr. SHUM Siu Hung Patrick as Independent Non-executive Director of the sixth session of the Board of the Bank
- 1.12 Re-election of Ms. WANG Aijian as Independent Non-executive Director of the sixth session of the Board of the Bank
- 1.13 Re-election of Mr. LIU Junmin as Independent Non-executive Director of the sixth session of the Board of the Bank
- 1.14 Re-election of Mr. LIU Lanbiao as Independent Non-executive Director of the sixth session of the Board of the Bank
- 1.15 Election of Mr. OUYANG Yong as Independent Non-executive Director of the sixth session of the Board of the Bank

The detailed resolution mentioned above is set out in the Bank's circular dated January 3, 2025 in respect of convening the 2025 First EGM.

The 2023 Assessment Report on Qualification of Major Shareholders and Related Matters of CHINA BOHAI BANK CO., LTD. (written report) will also be listened to at the 2025 First EGM.

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

January 3, 2025

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

- 1 According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the voting of resolutions contained in the notice of 2025 First EGM will be taken by poll.
- 2 In order to determine the shareholders who are entitled to attend the 2025 First EGM, the register of members of the Bank will be closed from Wednesday, January 15, 2025 to Monday, January 20, 2025 (both days inclusive). In order to attend and vote at the 2025 First EGM, holders of H shares of the Bank whose transfer documents have not been registered shall deposit all transfer documents accompanied by the relevant share certificate(s) at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, January 14, 2025.
- 3 Shareholders who are entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Bank.
- 4 A shareholder shall entrust the proxy in writing. The written power of attorney shall be signed by the principal or by the proxy entrusted thereby in writing; if the principal is a legal person or other institution, the power of attorney shall be signed under the seal of the legal person or under the hand of its legal representative or other representative duly authorized.
- 5 If you intend to appoint a proxy to attend the 2025 First EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H shares, the proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this form of proxy is signed by a person on behalf of the appointor) should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of domestic shares, the above document(s) should be returned to the office of the board of directors of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postal Code: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2025 First EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2025 First EGM or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.
- 6 The meeting is expected to last for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the meeting.