

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.



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)

**POLL RESULTS OF THE 2020 ANNUAL GENERAL MEETING,
DISTRIBUTION OF 2020 FINAL DIVIDEND
AND ELECTION OF MR. WANG ZHIYONG
AS A NON-EXECUTIVE DIRECTOR OF THE BANK**

References are made to the circular (the “**Circular**”) and the notice of the 2020 annual general meeting (the “**AGM**”) of CHINA BOHAI BANK CO., LTD. (the “**Bank**”) both dated April 15, 2021. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The AGM was held at 2:00 p.m. on Monday, May 17, 2021 at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China.

Computershare Hong Kong Investor Services Limited was appointed by the Bank as the scrutineer for the vote-taking at the AGM. Two shareholders’ representatives and one supervisor of the Bank participated in vote counting and scrutinizing. Commerce & Finance Law Offices, the Bank’s PRC legal advisor, witnessed the convening of the AGM and other relevant matters in accordance with the law, and is of the opinion that the AGM was in compliance with the relevant laws and regulations, regulatory documents and the Articles of Association.

POLL RESULTS OF THE AGM

As at the date of the AGM, the total number of issued ordinary Shares of the Bank was 17,762,000,000 Shares, comprising 11,561,445,000 Domestic Shares and 6,200,555,000 H Shares, i.e. the total number of Shares entitling the Shareholders to attend the AGM. To the best of the Board’s knowledge, information and belief, having made all reasonable enquiries, there was no restriction on any Shareholder casting votes on the proposed resolutions at the AGM. No Shareholder had a material interest in the matters considered at the AGM and was required to abstain from voting at the AGM. There were no Shares of the Bank entitling the holders to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions proposed at the AGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the AGM. Accordingly, as at the date of the AGM, the total number of ordinary Shares entitling the Shareholders of the Bank to vote on the resolutions proposed at the AGM was 17,762,000,000 Shares, comprising 11,561,445,000 Domestic Shares and 6,200,555,000 H Shares. Shareholders or their proxies who attended the AGM represented, in aggregate, 14,762,926,136 voting ordinary Shares of the Bank, representing approximately 83.115224% of the total voting ordinary Shares of the Bank as at the date of the AGM.

All the resolutions proposed at the AGM were voted by poll and the details of the poll results are as follows:

ORDINARY RESOLUTIONS		Number of votes and percentage of total voting Shares at the AGM (%)		
		For	Against	Abstain
1.	Report of the Board of Directors for 2020 of CHINA BOHAI BANK CO., LTD.	14,756,446,916 (99.956112%)	4,997,220 (0.033849%)	1,482,000 (0.010039%)
2.	Report of the Board of Supervisors for 2020 of CHINA BOHAI BANK CO., LTD.	14,756,446,916 (99.956112%)	4,997,220 (0.033849%)	1,482,000 (0.010039%)
3.	Report of Final Financial Accounts for 2020 of CHINA BOHAI BANK CO., LTD.	14,755,688,916 (99.950977%)	5,755,220 (0.038984%)	1,482,000 (0.010039%)
4.	Profit Distribution Plan for 2020 of CHINA BOHAI BANK CO., LTD.	14,762,599,636 (99.997788%)	51,000 (0.000346%)	275,500 (0.001866%)
5.	Re-appointment of External Auditors for 2020	14,761,531,636 (99.990554%)	1,119,000 (0.007580%)	275,500 (0.001866%)
6.	Re-appointment of External Auditors for 2021	14,761,531,636 (99.990554%)	1,119,000 (0.007580%)	275,500 (0.001866%)
7.	Financial Budget Report for 2021 of CHINA BOHAI BANK CO., LTD.	14,762,599,636 (99.997788%)	51,000 (0.000346%)	275,500 (0.001866%)
8.	Measures for Equity Management of CHINA BOHAI BANK CO., LTD.	14,762,599,636 (99.997788%)	51,000 (0.000346%)	275,500 (0.001866%)
9.	Adjustment Plan for the Allowances of Directors and Supervisors	14,762,599,636 (99.997788%)	51,000 (0.000346%)	275,500 (0.001866%)
10.	Election of Mr. WANG Zhiyong as a non-executive director of the Bank	14,758,325,036 (99.968833%)	4,325,600 (0.029301%)	275,500 (0.001866%)

SPECIAL RESOLUTIONS		Number of votes and percentage of total voting Shares at the AGM (%)		
		For	Against	Abstain
11.	Special Authorization Plan for Financial Bonds and Tier-two Capital Bonds	14,734,545,947 (99.807760%)	28,104,689 (0.190374%)	275,500 (0.001866%)
12.	General Mandate Granted to the Board of Directors to Issue New H Shares	14,578,401,134 (98.750078%)	184,453,002 (1.249434%)	72,000 (0.000488%)

As the resolutions numbered 1 to 10 were passed by more than half of the voting rights held by the Shareholders (including their proxies) attending the AGM, all such resolutions were duly passed as ordinary resolutions. As both the resolutions numbered 11 and 12 were passed by more than two-thirds of the voting rights held by the Shareholders (including their proxies) attending the AGM, both resolutions were duly passed as special resolutions.

DISTRIBUTION OF 2020 FINAL DIVIDEND

As the ordinary resolution No. 4 in relation to the profit distribution plan for 2020 has been approved at the AGM, the Board is pleased to announce the following details in relation to the distribution of cash dividends for 2020 to the Shareholders:

The Bank will distribute the cash dividends for 2020 to the Shareholders whose names appear on the register of members on May 27, 2021 at RMB0.85 (tax inclusive) for every 10 Shares held. Dividends and other payments payable by the Bank to holders of Domestic Shares shall be denominated and declared in Renminbi and paid in Renminbi. Dividends and other payments payable by the Bank to holders of H Shares shall be denominated and declared in Renminbi and paid in Hong Kong dollars. The cash dividends for 2020 payable to holders of H Shares shall be converted into Hong Kong dollars based on the central parity rate of Renminbi against Hong Kong dollars (i.e. HK\$1.00 to RMB0.82788) as announced by the People's Bank of China on the date of the AGM. Accordingly, the amount of 2020 final dividend payable for every 10 H Shares is HK\$1.026719 (tax inclusive).

The 2020 final dividend is expected to be paid on July 16, 2021.

In order to determine the Shareholders who are entitled to receive the 2020 final dividend, the register of members of the Bank will be closed from Saturday, May 22, 2021 to Thursday, May 27, 2021 (both days inclusive). In order to be eligible for receiving the 2020 final dividend, holders of H Shares 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 Friday, May 21, 2021.

Pursuant to the applicable provisions and the Implementing Regulations of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》), the Bank shall withhold and pay enterprise income tax at the rate of 10% for non-resident enterprise holders of H Shares (including H Shares registered in the name of HKSCC Nominees Limited).

Pursuant to the Notice on Issues Concerning Taxation and Administration of Individual Income Tax After the Repeal of the Guo Shui Fa [1993] No.045 Document (Guo Shui Han [2011] No.348), the Bank shall withhold and pay individual income tax for individual holders of H Shares.

For individual holders of H Shares who are Hong Kong or Macau residents and those whose country of domicile is a country or region which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Bank shall withhold and pay individual income tax at the rate of 10% for those Shareholders.

For individual holders of H Shares whose country of domicile is the country or region which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Bank shall withhold and pay individual income tax at the rate of 10% for individual holders of H Shares. If those Shareholders require a refund of the excessive amount of individual income tax payable under the tax treaty, the Bank will handle applications on their behalf for preferential treatments pursuant to the relevant tax treaties. However, in accordance with the Administrative Measures for Non-resident Taxpayers Preferential Treatments of Tax Treaty (No. 35 Announcement of the State Taxation Administration in 2019) (《非居民納稅人享受稅收協定待遇管理辦法》) and the requirements of relevant tax treaties, Shareholders shall promptly provide relevant documents and data. Upon the review and approval of the applicable tax authorities, the Bank will assist in refunding the excessive amount of tax withheld.

For the individual holders of H Shares whose country of domicile is a country or region which has entered into a tax treaty with the PRC stipulating a rate of more than 10% but less than 20%, the Bank shall withhold and pay individual income tax at the applicable tax rate stipulated in the relevant tax treaty for those Shareholders.

For the individual holders of H Shares whose country of domicile is a country or region which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country or region which has not entered into any tax treaties with the PRC, or under any other circumstances, the Bank shall withhold and pay individual income tax at the rate of 20% for those Shareholders.

Pursuant to the relevant requirements under the Notice on the Relevant Taxation Policy regarding the Pilot Programme that Links the Stock Markets in Shanghai and Hong Kong (Cai Shui [2014] No. 81) 《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81 號) and the Notice on the Relevant Taxation Policy regarding the Pilot Programme that Links the Stock Markets in Shenzhen and Hong Kong (Cai Shui [2016] No. 127) 《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127 號), for dividends received by mainland individual investors from investing in H Shares listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the Bank shall withhold individual income tax at the rate of 20% on behalf of the investors. Individual investors who have paid withholding tax overseas may apply to the competent tax authority of China Securities Depository and Clearing Corporation Limited for tax credit with valid tax payment certificates. For dividends received by mainland securities investment funds from investing in Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for the individual investors. Dividends received by mainland corporate investors from investing in Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect are included in their total income and subject to corporate income tax according to law. The Bank will not withhold and pay the income tax of dividends for mainland corporate investors and those mainland corporate investors shall report and pay the relevant tax themselves.

Should the holders of H Shares of the Bank have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact in Mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H Shares of the Bank.

ELECTION OF MR. WANG ZHIYONG AS A NON-EXECUTIVE DIRECTOR OF THE BANK

The election of Mr. WANG Zhiyong as a non-executive director of the Bank has been considered and approved by the Shareholders at the AGM. Biographical details of Mr. WANG are set out below:

Mr. WANG Zhiyong, born in 1972, is an economist and a doctorate candidate in finance. He served as the deputy secretary of the Communist Party of China, general manager, secretary of the Communist Party of China and chairman of Tianjin Jinlian Investment Holdings Co., Ltd. (天津津聯投資控股有限公司), the deputy secretary of the Communist Party of China, general manager, secretary of the Communist Party of China and chairman of Hong Kong Tsinlien Group Co., Ltd. (香港津聯集團有限公司), and the chairman of the board of directors of Tianjin Development Holdings Limited. He now serves as the secretary of the Communist Party of China and chairman of the board of directors of TEDA Investment Holding Co., Ltd. and chairman of the board of directors and executive director of Binhai Investment Company Limited.

Save as disclosed above, Mr. WANG has not held any other directorship in other listed companies in the past three years or any other major appointment and qualification. Save as disclosed above, Mr. WANG does not have any other relationships with other Directors, Supervisors, senior management or substantial Shareholders of the Bank.

Upon obtaining the approval of his appointment qualification by the CBIRC, Mr. WANG will enter into a service contract with the Bank. The term of office of Mr. WANG as a Director will commence upon the approval by the Shareholders' general meeting and on the date of the approval of his appointment qualification by the CBIRC until the expiry of the term of the fifth session of the Board. Mr. WANG will not receive any remuneration from the Bank.

In addition, Mr. WANG does 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 appointment of Mr. WANG 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.

By order of the Board
CHINA BOHAI BANK CO., LTD.
LI Fuan
Chairman

Tianjin, China
May 17, 2021

As at the date of this announcement, the board of directors of the Bank comprises Mr. LI Fuan, Mr. QU Hongzhi, Mr. LI Yi and Mr. DU Gang as executive directors; Mr. FUNG Joi Lun Alan, Mr. CUI Xuesong, Ms. YUAN Wei, Mr. YE Baishou, Mr. HU Aimin, Mr. ZHANG Xifang and Mr. ZHANG Yunji as non-executive directors; and Mr. MAO Zhenhua, Mr. CHI Guotai, Mr. MU Binrui, Mr. TSE Yat Hong, Mr. WANG Ren and Mr. ZHU Ning as independent non-executive directors.