
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.

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

(Stock Code: 9668)

**SPECIAL AUTHORIZATION PLAN FOR FINANCIAL BONDS,
TIER-TWO CAPITAL BONDS AND UNDATED CAPITAL BONDS
AND
NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

The Bank will convene the 2024 First EGM at 2:00 p.m. on Tuesday, March 5, 2024 at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China. Notice of the 2024 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).

If you intend to appoint a proxy to attend the 2024 First EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions set out 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 2024 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 2024 First EGM or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.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.

February 19, 2024

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DEFINITIONS

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

“2024 First EGM”	the 2024 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 Tuesday, March 5, 2024
“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 Shares
“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

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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 Shares
“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)

Executive Directors:

Mr. WANG Jinhong (*Chairman*)

Mr. QU Hongzhi

Mr. DU Gang

Mr. ZHAO Zhihong

Registered Address and

Office Address:

218 Haihe East Road

Hedong District

Tianjin

PRC

Non-executive Directors:

Mr. AU Siu Luen (*Vice Chairman*)

Ms. YUAN Wei

Mr. DUAN Wenwu

Mr. HU Aimin

Mr. ZHANG Yunji

Principal Place of Business

in Hong Kong:

Suites 1201-1209 and 1215-1216

12/F, Two International Finance Centre

Central

Hong Kong

Independent Non-executive Directors:

Mr. MAO Zhenhua

Mr. CHI Guotai

Mr. MU Binrui

Mr. TSE Yat Hong

Mr. ZHU Ning

Mr. SHUM Siu Hung Patrick

To the Shareholders

Dear Sir/Madam,

**SPECIAL AUTHORIZATION PLAN FOR FINANCIAL BONDS,
TIER-TWO CAPITAL BONDS AND UNDATED CAPITAL BONDS
AND
NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of the 2024 First EGM and to provide you with all the reasonable and necessary information. The following matter will be proposed as special resolution to Shareholders' general meeting at the 2024 First EGM for consideration: Special Authorization Plan for Financial Bonds, Tier-two Capital Bonds and Undated Capital Bonds. Furthermore, this circular also includes written report of matter to be listened to at the 2024 First EGM.

LETTER FROM THE BOARD

SPECIAL AUTHORIZATION PLAN FOR FINANCIAL BONDS, TIER-TWO CAPITAL BONDS AND UNDATED CAPITAL BONDS

In the context of the continuous advancement of reform of the liberalization of interest rates and with the aim of further improving the Bank's active debt capacity, reducing its financing costs, enhancing the stability of debt sources, strengthening the liquidity risk control ability, consolidating its capital strength, enhancing its resistance to risks, optimizing its capital structure, as well as actively responding to the national macroeconomic policy guidance, so as to improve the ability of financial services to support the real economy and meet the needs of the Bank's business development, the Bank's special authorization plan for issuing financial bonds, tier-two capital bonds and undated capital bonds is hereby proposed. The details are as follows:

I. Issuance Plan of Financial Bonds

The Bank proposes to issue financial bonds during the validity period of the authorization in accordance with the following plan:

- (I) Type of issuance: financial bonds, including but not limited to ordinary financial bonds, financial bonds for "agriculture, rural areas and farmers", micro financing bonds, green financial bonds, innovation and entrepreneurship financial bonds, etc..
- (II) Size of issuance: according to the requirements of the regulatory authorities, the cumulative balance of financial bonds existing and to be issued by the Bank during the validity period of the authorization shall not exceed 15% of the latest audited total liabilities of the Group or its equivalent in foreign currency. The issuance size in current year can be issued by types and by reporting for approval by tranches, and should meet the requirements of the relevant laws and regulations and the regulatory authorities on the upper limit of financial bond issuance. The final size of issuance shall be subject to the amount approved by the regulatory authorities.
- (III) Terms of bonds: within 5 years, and the bonds may be products with a single-term, or hybrid products with multiple terms.
- (IV) Bond interest rate: it shall be determined according to the market conditions at the time of issuance of financial bonds, and shall comply with the relevant regulations on the administration of financial bond interest rate.
- (V) Nature of bonds: non-supplementary capital bond.
- (VI) Target of issuance: investors in the domestic inter-bank bond market and Hong Kong bond market, or other investors in the domestic and offshore markets recognized by the regulatory authorities.
- (VII) Issuing method: issued in unsecured form.

LETTER FROM THE BOARD

- (VIII) Target market: the inter-bank market, Hong Kong bond market or other domestic and offshore markets permitted by regulatory authorities.
- (IX) Use of proceeds: the proceeds raised from the ordinary financial bonds will be used for the business development of the Bank and the other purposes dependent upon national policies, market conditions, and the asset-liability matching needs of the Bank; the special types, such as micro financing bonds, green financial bonds, financial bonds for “agriculture, rural areas and farmers” and innovation and entrepreneurship financial bonds, will be used for designated purposes in accordance with regulatory requirements.

II. Issuance Plan of Tier-Two Capital Bonds

The Bank proposes to issue tier-two capital bonds during the validity period of the authorization in accordance with the following plan:

- (I) Type of issuance: qualified write-down type tier-two capital bonds which comply with the relevant requirements of the Capital Administrative Measures for Commercial Banks (《商業銀行資本管理辦法》) and may be used to replenish the tier-two capital of commercial banks.
- (II) Size of issuance: the cumulative balance of tier-two capital bonds existing and to be issued by the Bank during the validity period of the authorization shall not exceed 5% of the audited balance of risk-weighted assets in the Group’s standard of the Bank at the end of 2022. In light of the requirements of the regulatory authorities, the business development needs of the Bank and the market conditions, the bonds are decided to be issued in one issue or in tranches. The final size of issuance shall be subject to the amount approved by the regulatory authorities.
- (III) Terms of bonds: not less than 5 years.
- (IV) Bond interest rate: it shall be determined according to factors such as market conditions and issuance methods at the time of issuance.
- (V) Nature of bonds: the bonds are qualified tier-two capital instruments with core clauses such as subordinated debt, write-down and redemption in compliance with the regulatory requirements.
- (VI) Target of issuance: investors in the domestic inter-bank bond market and Hong Kong bond market, or other investors in the domestic and offshore markets recognized by the regulatory authorities.
- (VII) Issuing method: issued in unsecured form.

LETTER FROM THE BOARD

- (VIII) Target market: the inter-bank market, Hong Kong bond market or other domestic and offshore markets permitted by regulatory authorities.
- (IX) Use of proceeds: all proceeds raised from the bond issuance will be used, in accordance with applicable laws and regulations and approvals from regulatory authorities, to replenish the tier-two capital of the Bank.

III. Issuance Plan of Undated Capital Bonds

The Bank proposes to issue undated capital bonds during the validity period of the authorization in accordance with the following plan:

- (I) Type of issuance: qualified write-down type undated capital bonds which comply with the relevant requirements of the Capital Administrative Measures for Commercial Banks (《商業銀行資本管理辦法》) and may be used to replenish other tier-one capital of commercial banks.
- (II) Size of issuance: no more than RMB30 billion or its equivalent in foreign currency. In light of the requirements of the regulatory authorities, the business development needs of the Bank and the market conditions, the bonds are decided to be issued in one issue or in tranches. The final size of issuance shall be subject to the amount approved by the regulatory authorities.
- (III) Terms of bonds: the Bonds will continue to be outstanding so long as the Bank's business continues operating.
- (IV) Bond interest rate: the bond interest rate is determined based on factors such as market conditions and issuance methods at the time of issuance.
- (V) Mechanism to absorb losses: the loss will be absorbed by way of write-down upon the occurrence of any trigger events provided in the issuance document.
- (VI) Target market: the inter-bank market, Hong Kong bond market or other domestic and offshore markets permitted by regulatory authorities.
- (VII) Use of proceeds: all proceeds raised from the bond issuance will be used, in accordance with applicable laws and regulations and approvals from regulatory authorities, to replenish other tier-one capital of the Bank.

IV. Matters of Authorization

- (I) Content of authorization: in order to effectively coordinate the specific matters related to the financial bonds, tier-two capital bonds and undated capital bonds of the Bank, it is proposed that the Board of Directors be authorized by the Shareholders' general meeting to, and be agreed that the Board of Directors further

LETTER FROM THE BOARD

delegate the senior management to, in accordance with relevant laws and regulations and the opinions and suggestions of regulatory authorities, under the issuance frameworks and principles approved by the Shareholders' general meeting, adhering to the principle of maximizing the interests of the Bank, decide on all matters related to the financial bonds, tier-two capital bonds and undated capital bonds of the Bank, including but not limited to: time of issuance, type of issuance, issuance currency, target market, specific size of issuance, quantity and method of issuance, whether issued in one issue, multiple issues or tranches and multiple types, specific issuance terms of each issue, each tranche and each type, duration of bonds, calculation method of interest, level of interest rate, type of interest rate, method of pricing, issuance arrangement and use of proceeds, listing application for bonds, arrangement for principal repayment and interest payment for bonds, and all matters related to bond issuance and listing, the selection and appointment of the lead underwriter(s) and relevant intermediaries, signing relevant legal documents, handling matters related to report and approval, issuance, interest payment, acceptance, extension, redemption, write-down, etc.. Except for specific matters that require a re-voting by Shareholders' general meeting in accordance with relevant laws and regulations, regulatory requirements and the Articles of Association of CHINA BOHAI BANK CO., LTD., the related matters of the above-mentioned financial bonds, tier-two capital bonds and undated capital bonds may be adjusted accordingly based on the opinions of the relevant competent authorities, changes in policies or market conditions.

- (II) The Board of Directors authorizes the senior management to be fully in charge of all matters related to the financial bonds, tier-two capital bonds and undated capital bonds of the Bank, including but not limited to issuance, interest payment, acceptance, extension, redemption, write-down, etc., and complete the issuance subject to the approval from the regulatory authorities in accordance with the above Article (I) after the proposal is considered and approved by the Shareholders' general meeting.
- (III) Upon the completion of issuance of each tranche of issuance of financial bonds, tier-two capital bonds and undated capital bonds, the senior management should report to the Board of Directors within 10 working days.
- (IV) Validity period of the authorization: the above-mentioned special authorization for financial bonds, tier-two capital bonds and undated capital bonds is valid for 36 months from the date of approval by the Shareholders' general meeting. For the purpose of handling matters related to the financial bonds, tier-two capital bonds and undated capital bonds of the Bank, including issuance, interest payment, acceptance, extension, redemption, write-down, etc., in accordance with relevant laws and regulations and the rules and approval requirements of regulatory authorities. The authorization is valid so long as the bonds are outstanding.

LETTER FROM THE BOARD

MATTER TO BE LISTENED TO AT THE 2024 FIRST EGM

2022 Assessment Report on Qualification of Major Shareholders of CHINA BOHAI BANK CO., LTD. will also be listened to at the 2024 First EGM by way of written report.

2024 FIRST EGM

The Bank will convene the 2024 First EGM at 2:00 p.m. on Tuesday, March 5, 2024 at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China. Notice of the 2024 First EGM is set out on pages 15 to 16 of this circular.

If you intend to appoint a proxy to attend the 2024 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 2024 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 2024 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 2024 First EGM, the register of members of the Bank will be closed from Thursday, February 29, 2024 to Tuesday, March 5, 2024 (both days inclusive). In order to attend and vote at the 2024 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, No. 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, February 28, 2024.

VOTING METHOD OF 2024 FIRST EGM

According to the Listing Rules, the voting of resolution at the 2024 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion that the above resolution proposed is in the interests of the Bank and the Shareholders as a whole. Thus, the Board recommends that the Shareholders should vote in favor of the resolution proposed at the 2024 First EGM.

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

Tianjin, China
February 19, 2024

WRITTEN REPORT OF MATTER TO BE LISTENED TO

2022 ASSESSMENT REPORT ON QUALIFICATION OF MAJOR SHAREHOLDERS 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 2022 assessment towards the major Shareholders, and the report is hereby given as follows:

I. Scope of Assessment

As of December 31, 2022, 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 held (Share)	Shareholding	Nature
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 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 2022, 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 MATTER 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, 2022, 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 2022, 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 2022, TEDA Investment Holding Co., Ltd., a major Shareholder of the Bank has pledged 1,802,437,100 Shares of the Bank due to its own operating needs. The number of its pledged Shares did not reach 50% of its total Shares held in the Bank, 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.

WRITTEN REPORT OF MATTER TO BE LISTENED TO

Save as the above, as of December 31, 2022, the Bank has not had any other equity pledge of major Shareholders.

6. *Frozen Shares*

As of December 31, 2022, 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 2022

As of the end of 2022, the related party transactions between the Bank and its major Shareholders were mainly credit transactions. The net credit amount granted to TEDA Investment Holding Co., Ltd. and its related parties was RMB12.518 billion, and that granted to Standard Chartered Bank (Hong Kong) Limited and its related parties was RMB0.1 million. The aforesaid credit business has been under normal repayment with no defaults or overdue repayments.

All related party transactions between the Bank and its major Shareholders were all conducted in accordance with laws and regulations as well as relevant provisions of 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. All major related-party transactions, upon the review by the Related Party Transactions Control Committee under the Board of Directors, were submitted to the Board of Directors for approval and then reported and disclosed to regulatory authorities. All general related party transactions were reviewed by the Related Party Transactions Control Committee of the Bank and filed with the Related Party Transactions Control Committee under the Board of Directors.

WRITTEN REPORT OF MATTER 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

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 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 MATTER 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 2024 FIRST EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 First Extraordinary General Meeting of CHINA BOHAI BANK CO., LTD. (the “Bank”) (the “**2024 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 Tuesday, March 5, 2024 for the purpose of considering, and if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. Special Authorization Plan for Financial Bonds, Tier-two Capital Bonds and Undated Capital Bonds

The detailed resolution mentioned above is set out in the Bank’s circular dated February 19, 2024 in respect of convening the 2024 First EGM.

The following report will also be listened to at the 2024 First EGM by way of written report:

1. 2022 Assessment Report on Qualification of Major Shareholders of CHINA BOHAI BANK CO., LTD.

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

February 19, 2024

As of the date of this notice, the board of directors of the Bank 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. CHI Guotai, Mr. MU Binrui, Mr. TSE Yat Hong, Mr. ZHU Ning and Mr. SHUM Siu Hung Patrick as independent non-executive directors.

NOTICE OF 2024 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 resolution contained in the notice of 2024 First EGM will be taken by poll.
- 2 In order to determine the shareholders who are entitled to attend the 2024 First EGM, the register of members of the Bank will be closed from Thursday, February 29, 2024 to Tuesday, March 5, 2024 (both days inclusive). In order to attend and vote at the 2024 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, No. 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, February 28, 2024.
- 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 needs 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 2024 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 2024 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 2024 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.