

CHINA BOHAI BANK CO., LTD.

PROCEDURES FOR APPOINTMENT, ELECTION AND REMOVAL OF DIRECTORS

1. Appointment and Election of Directors

Pursuant to Article 106 of the Articles of Association (Applicable after Listing of H Shares) (the “**Articles of Association**”) of CHINA BOHAI BANK CO., LTD. (the “**Bank**”), a list of candidates for non-independent directors may be proposed by the Nomination and Remuneration Committee of the board of directors (the “**Board**”) as per the number of directors to be elected to the extent of the number of members of the Board specified in the Articles of Association; shareholder(s) severally or jointly holding more than 3% of the total voting shares issued by the Bank may propose candidates for non-independent directors to the Board. The Nomination and Remuneration Committee of the Board or shareholder(s) severally or jointly holding more than 1% of the total voting shares issued by the Bank may propose candidates for independent directors to the Board, and shareholders who have nominated director candidates shall not nominate any candidates for independent directors. In principle, the same shareholder can propose one candidate for independent director only. The selection and appointment of independent directors shall be primarily market-based. The Nomination and Remuneration Committee of the Board shall make preliminary examination on the qualifications and conditions of the director candidates and submit the qualified candidates to the Board for consideration; and, upon consideration and approval by the Board, propose director candidates to the shareholders’ general meeting through written proposal.

Pursuant to Article 137 of the Articles of Association, a written notice of the intention to nominate a director candidate and a notice in writing by that candidate indicating his/her acceptance of such nomination shall be given to the Bank seven days before the date of the shareholders’ general meeting.

Pursuant to Rule 13.70 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Bank shall publish an announcement or issue a supplementary circular disclosing the particulars of the proposed director pursuant to Rule 13.51(2) of the Listing Rules prior to the general meeting.

2. Removal of Directors

Pursuant to Article 137 of the Articles of Association, a shareholders’ general meeting may dismiss any director within his/her term of office by an ordinary resolution provided that the relevant laws and regulations are observed (however, the claim for compensation by the director under any contract shall not be affected).