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CHINA BOHAI BANK CO., LTD.

渤海銀行股份有限公司

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

(Stock Code: 9668)

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE BOARD OF SUPERVISORS

References are made to the announcement dated April 21, 2022, the circular of the 2021 annual general meeting, the first domestic shareholders' class meeting of 2022 and the first H shareholders' class meeting of 2022 dated April 25, 2022, the announcement of the poll results of the 2021 annual general meeting, the first domestic shareholders' class meeting of 2022 and the first H shareholders' class meeting of 2022 dated May 16, 2022, the announcement dated July 25, 2025, the circular of the 2025 second extraordinary general meeting dated August 1, 2025 (the "**Circular**") and the announcement of the poll results of the 2025 second extraordinary general meeting dated August 18, 2025 of CHINA BOHAI BANK CO., LTD. (the "**Bank**") in relation to, among other things, the amendments to the Articles of Association and the dissolution of the Board of Supervisors. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

At the 2025 second extraordinary general meeting, the resolution on the amendments to the Articles of Association was approved by the Shareholders' general meeting. The Bank also made further appropriate amendments to the Articles of Association (the "**Further Amendments**") based on the review opinion of regulatory authorities within the authorization of the Shareholders' general meeting. The articles subject to the Further Amendments are set out in the appendix to this announcement.

The Bank recently received the Reply by the National Financial Regulatory Administration on Approval of the Amendments to the Articles of Association of China Bohai Bank (《國家金融監督管理總局關於渤海銀行修改公司章程的批覆》) (Jin Fu [2025] No. 745). In accordance with relevant requirements, the National Financial Regulatory Administration has approved the revised Articles of Association of the Bank, which shall take effect on December 19, 2025.

With effect from the effective date of the amended Articles of Association, the Bank has dissolved the Board of Supervisors. Mr. HUI Yung Chris, Ms. DU Huibin, Mr. LI Chengbang and Ms. ZHANG Hui, the incumbent Supervisors, have ceased to act as Supervisors of the Bank. They have confirmed that they have no disagreements with the Board and the Board of Supervisors, and there are no matters relating to their retirements that need to be brought to the attention of the Shareholders, creditors or the Hong Kong Stock Exchange. The Board would like to express its sincere gratitude to Mr. HUI Yung Chris, Ms. DU Huibin, Mr. LI Chengbang and Ms. ZHANG Hui for their contributions to the development of the Bank during their term of office.

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

Tianjin, China
December 29, 2025

As at the date of this announcement, the Board comprises Mr. WANG Jinhong and Mr. QU Hongzhi 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. TSE Yat Hong, Mr. SHUM Siu Hung Patrick, Ms. WANG Aijian, Mr. LIU Junmin, Mr. LIU Lanbiao and Mr. OUYANG Yong as independent non-executive directors.

APPENDIX

The Further Amendments to the Articles of Association are set out in the table below (deletions appear as strikethrough, additions appear underlined and bold). The English version of the Further Amendments is for reference only. In case of discrepancies between the English and Chinese versions, the Chinese version shall prevail.

2022 Amended Articles	2025 Proposed Amended Articles	Further Amendments
<p>Newly Added</p>	<p><u>Article 21 The Bank and its subsidiaries shall not provide gifts, loans, guarantees or other financial assistance to others for the purpose of acquiring shares of the Bank, except for the implementation of the Bank's employee shareholding schemes or as otherwise provided by the laws and regulations.</u></p>	<p><u>Article 21 The Bank shall not provide gifts, loans, guarantees or other financial assistance to others for the purpose of acquiring shares of the Bank or its parent company, except for the implementation of the Bank's employee shareholding schemes.</u></p> <p><u>The Bank may, for the sake of its own benefits, provide financial assistance to others for the purpose of acquiring shares of the Bank or its parent company upon approval by a resolution of the Shareholders' general meeting or a resolution of the Board in accordance with these Articles or the authorization of the Shareholders' general meeting, provided that the aggregate amount of financial assistance shall not exceed 10% of the total issued share capital. Resolutions of the Board shall be passed by more than two-thirds of all Directors.</u></p>

2022 Amended Articles	2025 Proposed Amended Articles	Further Amendments
<p>Article 46 The share certificates of the Bank shall be in registered form. Share certificates of the Bank shall specify:</p> <p>(I) name of the Bank;</p> <p>(II) date of establishment of the Bank;</p> <p>(III) type of share certificates, par value and number of shares represented;</p> <p>(IV) name of the shareholder holding the share certificates;</p> <p>(V) stock number; and</p> <p>(VI) other matters specified under laws and regulations.</p> <p>The Bank may issue overseas listed shares in the form of overseas depositary receipts or in other derivation form of share certificates pursuant to the laws of the place where the Bank's shares are listed and practices of securities registration and custody.</p> <p>...</p>	<p>Article 39 The share certificates of the Bank shall be in registered form. Share certificates of the Bank shall specify <u>Share certificates may be in paper form or in other forms prescribed by the securities regulatory authorities of the State Council. Where the share certificates are in paper form, they shall specify the following major items:</u></p> <p>(I) name of the Bank;</p> <p>(II) date of establishment of the Bank <u>or the time when share certificates are issued;</u></p> <p>(III) type of share certificates, par value and number of shares represented;</p> <p>(IV) name of the shareholder holding the share certificates;</p> <p><u>(IV) stock number; and</u></p> <p><u>(V) in the case of promoter shares, they shall be marked with the words of promoter shares; and</u></p> <p>(VI) other matters specified under laws and regulations.</p>	<p>Article 39 The share certificates of the Bank shall be in registered form. Share certificates of the Bank shall specify <u>Share certificates may be in paper form or in other forms prescribed by the securities regulatory authorities of the State Council. Where the share certificates are in paper form, they shall specify the following major items:</u></p> <p>(I) name of the Bank;</p> <p>(II) date of establishment of the Bank <u>or the time when share certificates are issued;</u></p> <p>(III) type of share certificates, par value and number of shares represented;</p> <p>(IV) name of the shareholder holding the share certificates;</p> <p><u>(IV) stock number; and</u></p> <p><u>(V) in the case of promoter shares, they shall be marked with the words of promoter shares; and</u></p> <p>(VI) other matters specified under laws and regulations.</p>

2022 Amended Articles	2025 Proposed Amended Articles	Further Amendments
	<p>The Bank may issue overseas listed shares H Shares in the form of overseas depository receipts or in other derivation form of share certificates pursuant to the laws of the place where the Bank's shares are listed and practices of securities registration and custody.</p> <p>...</p>	<p><u>If share certificates are in paper form, they shall be signed by the legal representative and affixed with the seal of the Bank.</u></p> <p>The Bank may issue overseas listed shares H Shares in the form of overseas depository receipts or in other derivation form of share certificates pursuant to the laws of the place where the Bank's shares are listed and practices of securities registration and custody.</p> <p>...</p>
Newly Added	<p><u>Article 42 If share certificates are in paper form, they shall be signed by the legal representative and affixed with the seal of the Bank.</u></p>	(Consolidated into Article 39)
<p>Article 71 Shareholders, especially substantial shareholders, shall support the reasonable capital plans formulated by the Board of the Bank, so that the capital of the Bank can meet the regulatory requirements on an on-going basis. Substantial shareholders shall, if necessary, replenish the capital of the Bank according to regulatory provisions, and shall make a long-term undertaking that they shall, if necessary, replenish the capital of the Bank in written form to the Bank. Meanwhile, they shall report their ability to replenish capital to banking regulatory authorities on an annual basis via the Bank.</p>	<p>Article 62 Shareholders, especially substantial shareholders, shall support the reasonable capital plans formulated by the Board of the Bank, so that the capital of the Bank can meet the regulatory requirements on an on-going basis. Substantial shareholders shall, if necessary, replenish the capital of the Bank according to regulatory provisions, and shall make a long-term undertaking that they shall, if necessary, replenish the capital of the Bank in written form to the Bank. Meanwhile, they shall report their ability to replenish capital to banking regulatory authorities on an annual basis via the Bank.</p>	<p>Article 61 Shareholders, especially substantial shareholders, shall support the reasonable capital plans formulated by the Board of the Bank, so that the capital of the Bank can meet the regulatory requirements on an on-going basis. Substantial shareholders shall, if necessary, replenish the capital of the Bank according to regulatory provisions, and shall make a long-term undertaking that they shall, if necessary, replenish the capital of the Bank in written form to the Bank. Meanwhile, they shall report their ability to replenish capital to banking regulatory authorities on an annual basis via the Bank.</p>

2022 Amended Articles	2025 Proposed Amended Articles	Further Amendments
<p>Article 271 No person shall hold the position of director, supervisor and senior management member of the Bank in one of the following circumstances:</p> <p>(I) a non-natural person;</p> <p>(II) a person without or with limited capacity for civil conduct;</p> <p>(III) a person with intentional or gross negligence criminal records;</p> <p>(IV) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;</p> <p>(V) a person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;</p>	<p>Article 215 No person shall hold the position of director, supervisor and senior management member of the Bank in one of the following circumstances:</p> <p>(I) a non-natural person;</p> <p>(II) a person without or with limited capacity for civil conduct;</p> <p>(III) a person with intentional or gross negligence criminal records;</p> <p>(IV) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out, <u>or has been given a suspended sentence, and two years have not elapsed since the expiration of the period of probation;</u></p> <p>(V) a person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;</p>	<p>Article 214 No person shall hold the position of director, supervisor and senior management member of the Bank in one of the following circumstances:</p> <p>(I) a non-natural person;</p> <p>(II) a person without or with limited capacity for civil conduct;</p> <p>(III) a person with intentional or gross negligence criminal records;</p> <p>(IV) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out, <u>or has been given a suspended sentence, and two years have not elapsed since the expiration of the period of probation;</u></p> <p>(V) a person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;</p>

2022 Amended Articles	2025 Proposed Amended Articles	Further Amendments
<p>(VI) a person judged by the relevant regulatory authorities as having violated the provisions of relevant securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling;</p> <p>(VII) a person with misconducts in violation of social morality, resulting in baneful impact;</p> <p>(VIII) a person who was personally liable or had direct leadership responsibility for the operation activities in violation of laws and regulations or material losses of the entity which he/she worked for, and the case was serious;</p> <p>(IX) a person who serves or served as a director or senior management member of an entity which is taken over, cancelled, declared bankrupt or having its business license revoked, unless the person could prove that he/she is not personally liable for such issues;</p>	<p>(VI) a person judged by the relevant regulatory authorities as having violated the provisions of relevant securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling;</p> <p>(VII) a person with misconducts in violation of social morality, resulting in baneful impact;</p> <p>(VIII) a person who was personally liable or had direct leadership responsibility for the operation activities in violation of laws and regulations or material losses of the entity which he/she worked for, and the case was serious;</p> <p>(IX) a person who serves or served as a director or senior management member of an entity which is taken over, cancelled, declared bankrupt or having its business license revoked, unless the person could prove that he/she is not personally liable for such issues;</p>	<p>(VI) a person judged by the relevant regulatory authorities as having violated the provisions of relevant securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling;</p> <p>(VII) a person with misconducts in violation of social morality, resulting in baneful impact;</p> <p>(VIII) a person who was personally liable or had direct leadership responsibility for the operation activities in violation of laws and regulations or material losses of the entity which he/she worked for, and the case was serious;</p> <p>(IX) <u>a person who serves as a director or factory manager or manager of a company or an enterprise subject to bankruptcy liquidation, and such person is personally liable for the bankruptcy of such company or enterprise, where less than three years have elapsed since the date of completion of the bankruptcy liquidation of such company or enterprise;</u></p>

2022 Amended Articles	2025 Proposed Amended Articles	Further Amendments
<p>(X) a legal representative of companies enterprises which were compulsorily closed down or due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business license of the company or enterprise was revoked;</p> <p>(XI) a person whose breach of professional ethics or conduct, or serious dereliction of duty has led to material losses or baneful impact;</p> <p>(XII) a person who instigates the entity in which he/she serves not to cooperate in legal supervision or case investigation, or participates in such non-cooperation;</p> <p>(XIII) a person disqualified as a director or senior management member for a lifetime, or punished for more than twice by regulatory authorities or other financial regulatory departments;</p>	<p>(X) a legal representative of companies or enterprises <u>whose business licenses were revoked or</u> which were compulsorily closed down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business license of the company or enterprise was revoked <u>or it was compulsorily closed down;</u></p> <p>(XI) a person whose breach of professional ethics or conduct, or serious dereliction of duty has led to material losses or baneful impact;</p> <p>(XII) a person who instigates the entity in which he/she serves not to cooperate in legal supervision or case investigation, or participates in such non-cooperation;</p> <p>(XIII) a person disqualified as a director or senior management member for a lifetime, or punished for more than twice by regulatory authorities or other financial regulatory departments;</p>	<p><u>(X)</u> a person who serves or served as a director or senior management member of an entity which is taken over, cancelled, declared bankrupt or having its business license revoked, unless the person could prove that he/she is not personally liable for such issues;</p> <p><u>(XI)</u> a legal representative of companies or enterprises <u>whose business licenses were revoked or</u> which were compulsorily closed down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business license of the company or enterprise was revoked <u>or it was compulsorily closed down;</u></p> <p><u>(XII)</u> a person whose breach of professional ethics or conduct, or serious dereliction of duty has led to material losses or baneful impact;</p> <p><u>(XIII)</u> a person who instigates the entity in which he/she serves not to cooperate in legal supervision or case investigation, or participates in such non-cooperation;</p>

2022 Amended Articles	2025 Proposed Amended Articles	Further Amendments
(XIV) a person identified by the CBIRC as being banned from entering the market and whose ban has not been lifted;	(XIV) a person identified by the CBIRC <u>banking regulatory authorities of the State Council</u> as being banned from entering the market and whose ban has not been lifted;	(XIV) a person disqualified as a director or senior management member for a lifetime, or punished for more than twice by regulatory authorities or other financial regulatory departments;
(XV) a person who lacks the qualification as required in these Articles and takes improper means to obtain approval for his/her qualification;	(XV) a person who lacks the qualification as required in these Articles and takes improper means to obtain approval for his/her qualification;	(XV) a person identified by the CBIRC <u>banking regulatory authorities of the State Council</u> as being banned from entering the market and whose ban has not been lifted;
(XVI) a person or his/her spouse who is still in default on a relatively large amount of overdue debt, including but not limited to overdue loans with the Bank;	(XVI) a person or his/her spouse who is still in default on a relatively large amount of overdue debt, including but not limited to overdue loans with the Bank;	(XVI) a person who lacks the qualification as required in these Articles and takes improper means to obtain approval for his/her qualification;
(XVII) a person and his/her close relatives who jointly holding more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;	(XVII) a person and his/her close relatives who jointly holding more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;	(XVII) <u>a person who is listed as a judgment defaulter by a people's court for his/her failure to repay a relatively huge amount of personal debt overdue;</u>
(XVIII) a person and the shareholder entity controlled by him/her who/which jointly holding more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;	(XVIII) a person and the shareholder entity controlled by him/her who/which jointly holding more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;	(XVIII) a person or his/her spouse who is still in default on a relatively large amount of overdue debt, including but not limited to overdue loans with the Bank;

2022 Amended Articles	2025 Proposed Amended Articles	Further Amendments
<p>(XIX) a person or his/her spouse who works in the shareholder entity holding more than 5% of the Bank's shares, with the total credits obtained by such shareholder entity from the Bank significantly exceeding the net equity of the Bank held by it, unless it can be proven that such credit has no relationship with him/her or his/her spouse;</p> <p>(XX) circumstances in which a person's other positions have obvious conflicts of interest with his/her proposed position and current position in the Bank, or obviously disperse his/her time and energy for performing duties in the Bank;</p> <p>(XXI) a person banned from holding leadership positions as stipulated by the laws and regulations; and</p> <p>(XXII) a person banned from serving as a director, supervisor and senior management member of the Bank as stipulated by the laws and regulations.</p>	<p>(XIX) a person or his/her spouse who works in the shareholder entity holding more than 5% of the Bank's shares, with the total credits obtained by such shareholder entity from the Bank significantly exceeding the net equity of the Bank held by it, unless it can be proven that such credit has no relationship with him/her or his/her spouse;</p> <p>(XX) circumstances in which a person's other positions have obvious conflicts of interest with his/her proposed position and current position in the Bank, or obviously disperse his/her time and energy for performing duties in the Bank;</p> <p>(XXI) a person banned from holding leadership positions as stipulated by the laws and regulations; and</p> <p>(XXII) a person banned from serving as a director, supervisor and senior management member of the Bank as stipulated by the laws and regulations.</p>	<p><u>(XIX)</u> a person and his/her close relatives who jointly holding more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;</p> <p><u>(XX)</u> a person and the shareholder entity controlled by him/her who/which jointly holding more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;</p> <p><u>(XXI)</u> a person or his/her spouse who works in the shareholder entity holding more than 5% of the Bank's shares, with the total credits obtained by such shareholder entity from the Bank significantly exceeding the net equity of the Bank held by it, unless it can be proven that such credit has no relationship with him/her or his/her spouse;</p> <p><u>(XXII)</u> circumstances in which a person's other positions have obvious conflicts of interest with his/her proposed position and current position in the Bank, or obviously disperse his/her time and energy for performing duties in the Bank;</p>

2022 Amended Articles	2025 Proposed Amended Articles	Further Amendments
<p>The election of directors, supervisors and senior management members in contravention to the provisions under the preceding paragraph shall be null and void. Upon any contravention of the above by the directors, supervisors or senior management members during their term of office, the Bank shall remove them from their position.</p> <p>The term “close relatives” in these Articles includes spouses, parents, children, siblings, grandparents, maternal grandparents, grandchildren and maternal grandchildren.</p>	<p>The election <u>or appointment</u> of directors, supervisors and senior management members in contravention to the provisions under the preceding paragraph shall be null and void. Upon any contravention of the above by the directors, supervisors or senior management members during their term of office, the Bank shall remove them from their position.</p> <p>The term “close relatives” in these Articles includes spouses, parents, children, siblings, grandparents, maternal grandparents, grandchildren and maternal grandchildren.</p>	<p>(XXIII) a person banned from holding leadership positions as stipulated by the laws and regulations; and</p> <p>(XXIV) a person banned from serving as a director, supervisor and senior management member of the Bank as stipulated by the laws and regulations.</p> <p>The election <u>or appointment</u> of directors, supervisors and senior management members in contravention to the provisions under the preceding paragraph shall be null and void. Upon any contravention of the above by the directors, supervisors or senior management members during their term of office, the Bank shall remove them from their position.</p> <p>The term “close relatives” in these Articles includes spouses, parents, children, siblings, grandparents, maternal grandparents, grandchildren and maternal grandchildren.</p>

2022 Amended Articles	2025 Proposed Amended Articles	Further Amendments
<p>Article 301 Upon the resolution of the Shareholders' general meeting to convert the reserve fund into share capital, new shares shall be distributed according to the original share proportion of shareholders, provided, however, that when the statutory reserve fund is converted to share capital, the balance of the fund shall not be less than 25% of the registered capital.</p>	<p>Article 228 Upon the resolution of the Shareholders' general meeting to convert the reserve fund into share capital, new shares shall be distributed according to the original share proportion of shareholders, provided, however, that when the statutory reserve fund is converted to share capital, the balance of the fund shall not be less than 25% of the registered capital.</p>	<p><u>Article 227 The reserve funds of the Bank are used to make up the losses of the Bank, to finance the expansion of its production and operations or to be converted into the registered capital.</u></p> <p><u>When the reserve fund is used to make up for the Bank's losses, the discretionary reserve fund and statutory reserve fund shall be utilized at first; if it is still insufficient, the capital reserve fund may be used according to regulations.</u></p> <p>Upon the resolution of the Shareholders' general meeting to convert the reserve fund into share capital, new shares shall be distributed according to the original share proportion of shareholders, provided, however, that when the statutory reserve fund is converted to share capital, the balance of the fund shall not be less than 25% of the registered capital.</p>
Adjustments will be made to the numbering of relevant chapters and Articles as well as to cross-references affected by Further Amendments.		