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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)

**REPORT OF THE BOARD OF DIRECTORS FOR 2020
REPORT OF THE BOARD OF SUPERVISORS FOR 2020
REPORT OF FINAL FINANCIAL ACCOUNTS FOR 2020
PROFIT DISTRIBUTION PLAN FOR 2020
RE-APPOINTMENT OF EXTERNAL AUDITORS FOR 2020
RE-APPOINTMENT OF EXTERNAL AUDITORS FOR 2021
FINANCIAL BUDGET REPORT FOR 2021
MEASURES FOR EQUITY MANAGEMENT
ADJUSTMENT PLAN FOR THE ALLOWANCES OF DIRECTORS AND SUPERVISORS
ELECTION OF MR. WANG ZHIYONG AS A NON-EXECUTIVE DIRECTOR OF THE BANK
SPECIAL AUTHORIZATION PLAN FOR FINANCIAL BONDS AND TIER-TWO CAPITAL BONDS
GENERAL MANDATE TO ISSUE NEW H SHARES
AND
NOTICE OF 2020 ANNUAL GENERAL MEETING**

The Bank will convene the 2020 AGM at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China at 2:00 p.m. on Monday, May 17, 2021. The notice of the 2020 AGM is set out in this circular and is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

If you intend to appoint a proxy to attend the 2020 AGM, 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, Postcode: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2020 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2020 AGM 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.

April 15, 2021

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DEFINITIONS

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

“2020 AGM”	the annual 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, May 17, 2021
“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
“Board of Supervisors”	the Board of Supervisors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會)
“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
“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
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Independent Non-executive Director(s)” or “Independent Director(s)”	the independent non-executive Director(s) of the Bank
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Reporting Period”	the year ended December 31, 2020
“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. LI Fuan (*Chairman*)
Mr. QU Hongzhi
Mr. LI Yi
Mr. DU Gang

Registered Address and

Office Address:
218 Haihe East Road
Hedong District
Tianjin
PRC

Non-executive Directors:

Mr. FUNG Joi Lun Alan (*Vice Chairman*)
Mr. CUI Xuesong
Ms. YUAN Wei
Mr. YE Baishou
Mr. HU Aimin
Mr. ZHANG Xifang
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. WANG Ren
Mr. ZHU Ning

To the Shareholders

Dear Sir/Madam,

**REPORT OF THE BOARD OF DIRECTORS FOR 2020
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AND
NOTICE OF 2020 ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the notice of the 2020 AGM and to provide you with all the reasonable and necessary information. The following matters will be proposed as ordinary resolutions to Shareholders' general meeting at the 2020 AGM for consideration: (i) Report of the Board of Directors for 2020; (ii) Report of the Board of

LETTER FROM THE BOARD

Supervisors for 2020; (iii) Report of Final Financial Accounts for 2020; (iv) Profit Distribution Plan for 2020; (v) Re-appointment of External Auditors for 2020; (vi) Re-appointment of External Auditors for 2021; (vii) Financial Budget Report for 2021; (viii) Measures for Equity Management; (ix) Adjustment Plan for the Allowances of Directors and Supervisors; and (x) Election of Mr. WANG Zhiyong as a Non-executive Director of the Bank. The following matters will also be proposed as special resolutions to the Shareholders' general meeting at the 2020 AGM for consideration: (i) Special Authorization Plan for Financial Bonds and Tier-two Capital Bonds; and (ii) General Mandate granted to the Board of Directors to Issue New H Shares. Furthermore, this circular also include written reports of matters to be listened to at the 2020 AGM.

REPORT OF THE BOARD OF DIRECTORS FOR 2020

For the Report of the Board of Directors for 2020 of CHINA BOHAI BANK CO., LTD., please refer to the section "Report of the Board of Directors" of the Bank's 2020 Annual Report.

REPORT OF THE BOARD OF SUPERVISORS FOR 2020

For the Report of the Board of Supervisors for 2020 of CHINA BOHAI BANK CO., LTD., please refer to the section "Report of the Board of Supervisors" of the Bank's 2020 Annual Report.

REPORT OF FINAL FINANCIAL ACCOUNTS FOR 2020

For the Report of Final Financial Accounts for 2020 of CHINA BOHAI BANK CO., LTD., please refer to the section "Audit Report and Financial Report" of the Bank's 2020 Annual Report.

PROFIT DISTRIBUTION PLAN FOR 2020

The Board of the Bank proposes to distribute profits for 2020 in below order:

- (1) The Bank will appropriate statutory surplus reserve base on 10% of the net profit under Accounting Standards for Business Enterprises amounted to RMB859.025 million;
- (2) The Bank will appropriate general (risk) reserve amounted to RMB3,583.078 million;
- (3) The Bank will not appropriate discretionary surplus reserve during this year;

LETTER FROM THE BOARD

- (4) The Bank will distribute cash dividends for 2020 of RMB0.85 (tax inclusive) per 10 Shares to all Shareholders whose names appear on the register of members on May 27, 2021. Dividends and other amounts paid by the Bank to the holders of Domestic Shares shall be denominated, declared and paid in RMB; dividends and other amounts paid by the Bank to holders of H Shares shall be denominated and declared in RMB and paid in Hong Kong dollars. The cash dividends for 2020 of H Shareholders will be translated into Hong Kong dollars with the central parity of the Renminbi against the Hong Kong dollars announced by the People's Bank of China on the date of annual general meeting of the Bank. As of the end of 2020, the total distribution of ordinary shares based on 17.762 billion ordinary shares is RMB1,509.77 million (tax inclusive), representing 20.14% of the net profit attributable to holders of ordinary shares;
- (5) The Bank will not transfer any reserve funds to increase its share capital for 2020.

RE-APPOINTMENT OF EXTERNAL AUDITORS FOR 2020

The Board resolved to recommend the ratification of the re-appointment of KPMG Huazhen LLP and KPMG as the Bank's domestic and overseas auditors for 2020, respectively, with a term commenced from the conclusion of 2019 annual general meeting until the conclusion of 2020 AGM. The total audit fee amounts to RMB3.5 million.

RE-APPOINTMENT OF EXTERNAL AUDITORS FOR 2021

The Board proposed to recommend the re-appointment of KPMG Huazhen LLP and KPMG as the Bank's domestic and overseas auditors for 2021, respectively, with a term commencing from the conclusion of 2020 AGM until the conclusion of 2021 annual general meeting. The total audit fee amounts to RMB5.25 million.

FINANCIAL BUDGET REPORT FOR 2021

Based on a comprehensive analysis of the economic situation at home and abroad, as well as changes in regulatory policies in 2021, the Bank has prepared the financial budget report for 2021 by taking into account the initiative, orientation and feasibility of the budget. In 2021, the Bank will further increase investment in science and technology, so as to promote the development of technology transformation and retail transformation throughout the Bank. It is expected that the Group's total budget for business and management fee will be controlled within RMB11,415 million and the cost-to-income ratio will be controlled within 35% in 2021. The main regulatory indicators meet the regulatory requirements.

LETTER FROM THE BOARD

MEASURES FOR EQUITY MANAGEMENT

In order to further strengthen the equity management of the Bank and regulate the equity management work of the Bank more comprehensively and systematically, the Bank formulated the Measures for Equity Management of CHINA BOHAI BANK CO., LTD. (《渤海銀行股份有限公司股權管理辦法》) based on the Interim Measures for the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》), combined with the current laws and regulations, regulatory requirements, securities regulatory rules of the places where the Bank's shares are listed and the actual situation of the Bank. In view of the fact that the Measures have already included all the contents of the Measures for the Management of Equity Pledge of CHINA BOHAI BANK CO., LTD. (《渤海銀行股份有限公司股權質押管理辦法》) that still comply with laws and regulations in force, regulatory requirements and the actual conditions of the Bank, it is proposed that after the Measures take effect, the Measures for the Management of Equity Pledge of CHINA BOHAI BANK CO., LTD. shall be repealed at the same time.

The full text of the Measures for Equity Management of CHINA BOHAI BANK CO., LTD. is set out in the Appendix I of this circular, and is hereby submitted to the Shareholders' general meeting of the Bank for consideration:

- (1) to approve the Measures for Equity Management of CHINA BOHAI BANK CO., LTD. and since the effective date of the Measures, the Measures for the Management of Equity Pledge of CHINA BOHAI BANK CO., LTD. shall be repealed; and
- (2) to authorize the Board of Directors to further interpret and amend the Measures for Equity Management of CHINA BOHAI BANK CO., LTD. in accordance with the laws and regulations, regulatory requirements and the provisions of Articles of Association of the Bank after the Measures come into effect.

ADJUSTMENT PLAN FOR THE ALLOWANCES OF DIRECTORS AND SUPERVISORS

The Board of Directors resolved and proposed to adjust the allowance of Independent Non-executive Directors of the Bank and increase it to RMB350,000 (before tax), and the other Non-executive Directors will no longer receive allowances.

The Board of Supervisors resolved and proposed to adjust the allowance of external Supervisors of the Bank and increase it to RMB350,000 (before tax), and the Shareholders' representative Supervisors will no longer receive allowances.

The Adjustment Plan for the Allowances of Directors and Supervisors is applicable to the allowances settlement of Directors and Supervisors for 2020, and will be followed for the subsequent years.

LETTER FROM THE BOARD

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

The Board proposed to appoint Mr. WANG Zhiyong (“**Mr. WANG**”), nominated by TEDA Investment Holding Co., Ltd., a Shareholder, as the Non-executive Director of the fifth session of the Board of the Bank and a member of the nomination and remuneration committee of the Board.

The proposed appointment of Mr. WANG as the Non-executive Director is subject to the approval by the Shareholders’ general meeting and the approval of his appointment qualification by the CBIRC.

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..

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 by the Shareholders’ general meeting and 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. Pursuant to the adjustment plan for the allowances of Directors and Supervisors as recommended by the nomination and remuneration committee of the Board and the Board of Directors, Mr. WANG will not receive any remuneration from the Bank (the plan is subject to the approval by the Shareholders’ general meeting).

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.

LETTER FROM THE BOARD

SPECIAL AUTHORIZATION PLAN FOR FINANCIAL BONDS AND TIER-TWO 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, dynamically balancing the capital structure, as well as actively responding to the national macroeconomic policy guidance, so as to improve the ability of financial services to the real economy and meet the needs of the Bank's business development, the Board of Directors of the Bank proposes the Shareholders' general meeting of the Bank to approve the Bank's special authorization plan for issuing financial bonds and tier-two capital bonds by way of special resolution. The details are as follows:

I. Plan for issuing 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 10% of the audited total assets and 100% of the audited net assets at the end of the previous year (the lower shall be the upper limit). 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 regulatory authorities and relevant laws and regulations on the upper limit of financial bond issuance. The final issuance scale 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 interbank bond market and Hong Kong bond market, or other investors in the domestic and foreign 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

During the validity period of the authorization, the Bank proposes to issue tier-two capital bonds as follows:

- (I) Type of issuance: write-down type tier-two capital bonds which comply with the Capital Administrative Measures for Commercial Banks (Provisional) (《商業銀行資本管理辦法(試行)》) and relevant regulatory requirements.
- (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 of the Bank at the end of 2020. 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 is subject to the amount approved by the regulatory authorities.
- (III) Terms of bonds: 10 years or 15 years of fixed-rate bonds, subject to conditional redemption right of Issuer at the end of the 5th or 10th year. Subject to the approval of the relevant regulatory authorities, the Issuer has the right to redeem part or all of the bonds at nominal value.
- (IV) Bond interest rate: the bond interest rate is determined based on factors such as market conditions and issuance methods at the time of issuing.
- (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, investors in Hong Kong bond market, or investors in other domestic and offshore market approved by 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. Matters of Authorization

- (I) Content of authorization: in order to effectively coordinate the specific matters related to the financial bonds and tier-two 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 delegate the senior management to, in accordance with relevant laws and regulations and the opinions and suggestions of regulatory authorities, under the framework and principles approved by the Shareholders' general meeting, adhering to the principle of maximizing the interests of the Bank, be fully in charge of all matters related to the financial bonds and tier-two capital bonds of the Bank, including but not limited to: time of issuing, type of issuance, 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, acceptance, redemption, etc. Except for matters related to relevant laws and regulations and the Articles of Association of CHINA BOHAI BANK CO., LTD. that require a re-voting by Shareholders' general meeting, the related matters of the above-mentioned financial bonds and tier-two capital bonds may be adjusted accordingly based on the opinions of the relevant competent authorities, changes in policies or in market conditions.
- (II) The Board of Directors authorizes the senior management to be fully in charge of all matters related to the financial bonds and tier-two capital bonds of the Bank and complete the issuance subject to the effective 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) After each tranche of issuance of financial bonds and tier-two capital bonds is completed properly, the senior management should report to the Board of Directors within 10 working days.
- (IV) Validity period of the resolution: the special authorization for financial bonds and tier-two capital bonds above is valid until the expiration of the term of office of the current session of Board of Directors.

LETTER FROM THE BOARD

GENERAL MANDATE GRANTED TO THE BOARD OF DIRECTORS TO ISSUE NEW H SHARES

In order to ensure the flexibility of the Bank when issuing new Shares, in accordance with relevant regulatory requirements and recent market practices, it is proposed that the Shareholders' general meeting of the Bank to grant the Board of Directors a general mandate to issue additional H Shares by way of special resolution. This general mandate will authorize the Board of Directors to decide individually or in installments to approve, allot, issue, grant and/or otherwise dispose of new Shares no more than 20% of the overseas listed foreign shares (H Shares) issued by the Bank on the date when this proposal was approved by the Bank's 2020 AGM. The Board of Directors is authorized to decide the specific allottees, time, and size. The authorization details include but not limited to:

- (1) Subject to the conditions in paragraphs (3) and (4), in accordance with the PRC Company Law and relevant regulatory requirements of the place of listing (as amended from time to time), the Board of Directors is generally and unconditionally authorized to exercise all rights within the "relevant period", to decide individually or in installments to approve, allot, issue, grant and/or otherwise dispose of new H Shares of the Bank, and to decide the terms and conditions on approval, allotment, issuance, grant and/or other disposal of additional H Shares, including but not limited to the following terms:
 - a The number of new shares to be issued;
 - b The pricing method and/or issue price (including price range) of the new shares;
 - c The allottees of the new shares and the number of new shares issued to them;
 - d The date of the start and end of the issue;
 - e to make or grant share offer proposals, agreements and share purchase options that may require the exercise of such rights; and/or
 - f Other contents that should be included in the specific issuance plan required by relevant laws and regulations and other regulatory documents, relevant regulatory authorities, and stock exchanges where the Shares are listed.
- (2) The approval referred to in paragraph (1) will authorise the Board of Directors to enter into or issue sale offers, agreements and/or share options within the "relevant period", and the new shares that should be allotted under such offers, agreements and share options need or may need to be allotted during or after the relevant period, and authorise the Board of Directors to issue and dispose of new shares that need or may need to be allotted in accordance with such offers, agreements and share options;

LETTER FROM THE BOARD

- (3) The number of additional H Shares approved by the Board of Directors for conditionally or unconditionally individual or installment approval, allotment, issuance, grant and/or other disposal of (whether pursuant to share options or otherwise) shall not exceed 20% of the number of H Shares issued by the Bank on the date when the proposal was approved by the Bank's 2020 AGM.
- (4) When exercising rights (including but not limited to approval for the issue price of H Shares to be allotted) in accordance with paragraph (1) above, the Board of Directors shall: a) abide by the PRC Company Law and relevant supervision regulations of the place of listing (as amended from time to time, including but not limited to the Listing Rules) and all applicable laws, rules and regulations of any other government or regulatory authorities, and b) obtain approval of the CBIRC, China Securities Regulatory Commission and other competent PRC governmental departments (if required).
- (5) For the purpose of the proposal:
- “Relevant period” refers to the period from the date when this proposal is approved by the Bank's 2020 AGM to the earliest of the following:
- a conclusion of the Bank's 2021 annual general meeting;
 - b the date on which the Shareholders of the Bank revokes or amends the mandate mentioned in this proposal through a special resolution at the general meeting;
or
 - c the date on which this proposal expires in twelve months after the date when this proposal is considered and approved by the Bank's 2020 AGM.
- (6) Subject to the approval of relevant PRC authorities and in accordance with relevant laws, administrative regulations, regulatory requirements of the place of listing, and the Articles of Association, the Board of Directors is authorised to deal with all matters related to the increase in the registered capital of the Bank, make appropriate and necessary amendments to the Articles of Association related to the total share capital, share capital structure and registered capital, and perform the relevant domestic and foreign statutory approval and registration procedures, as well as take any other required actions and complete any necessary procedures to issue new shares in accordance with this special resolution and the increase in the registered capital of the Bank when exercising its rights in accordance with paragraph (1) above.
- (7) Without violating relevant laws, administrative regulations, regulatory provisions of the place of listing, and the Articles of Association, the Board of Directors is authorised to engage intermediaries related to the issuance, review, approve and sign the necessary documents and agreements related to the issuance on behalf of the

LETTER FROM THE BOARD

Bank in order to complete the approval, allotment, issuance, grant and/or other disposal of new shares, and go through necessary procedures and take other necessary actions in accordance with the requirements of the regulatory authorities and the listing market of the Company when exercising rights in accordance with paragraph (1) above.

- (8) After obtaining the above mandate, unless otherwise provided by laws and regulations, the Board of Directors delegates the above mandate to the person designated by the Board of Directors to sign, execute, modify, complete and submit all agreements, contracts and documents related to the approval, allotment, issuance, grant and/or other disposal of new shares under the general mandate.

MATTERS TO BE LISTENED TO AT THE 2020 AGM

The following reports will also be listened to at the 2020 AGM:

Report on Resignation of ZHANG Bingjun as a Non-executive Director of CHINA BOHAI BANK CO., LTD. (Written Report)

2020 Report on Related Party Transactions and Management of Related Party Transactions of CHINA BOHAI BANK CO., LTD. issued by the Board of Directors. (Written Report)

2020 Assessment Report on the Performance of Duties of the Board of Directors, Senior Management and their Members issued by the Board of Supervisors of CHINA BOHAI BANK CO., LTD. (Written Report)

2020 Report on Self-evaluation of the Board of Supervisors and Assessment of the Performance of Duties of Supervisors of CHINA BOHAI BANK CO., LTD. (Written Report)

Report of the Board of Supervisors on Independent Opinions on Related Matters in 2020 (Written Report)

2020 AGM

The Bank will convene the 2020 AGM at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China at 2:00 p.m. on Monday, May 17, 2021. The notice of the 2020 AGM is set out on pages 60 to 62 of this circular. None of the Shareholders are required under the Rules 13.40 of the Listing Rules to abstain from voting on the matters to be considered at the 2020 AGM.

If you intend to appoint a proxy to attend the 2020 AGM, 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

LETTER FROM THE BOARD

of the Board of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postcode: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2020 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2020 AGM 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 2020 AGM, the register of members of the Bank will be closed from Saturday, April 17, 2021 to Monday, May 17, 2021 (both days inclusive). In order to attend and vote at the 2020 AGM, 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 Friday, April 16, 2021.

In order to determine the Shareholders who are entitled to receive the final dividend for the year of 2020, 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 final dividend for the year of 2020, 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.

VOTING AT THE 2020 AGM

According to the Listing Rules, the voting of resolutions at the 2020 AGM will be taken by poll. The relevant poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Bank's website at www.cbhb.com.cn after the conclusion of the 2020 AGM.

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 2020 AGM.

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

Tianjin, China
April 15, 2021

MEASURES FOR EQUITY MANAGEMENT OF
CHINA BOHAI BANK CO., LTD. (PROPOSED DRAFT)

Contents

Chapter I	General Provisions
Chapter II	Shareholders' Qualifications and Responsibilities
Chapter III	Management for Substantial Shareholders
Chapter IV	Equity Pledge
Chapter V	Responsibilities for Equity Management
Chapter VI	Supplementary Provisions

Chapter I General Provisions

- Article 1** These measures are formulated in accordance with the Company Law of the PRC, PRC Commercial Banking Law (《中華人民共和國商業銀行法》), the Interim Measures for the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》), Notice on Enhanced Management of Pledge of Equity Interest in Commercial Banks (《關於加強商業銀行股權質押管理的通知》) and other laws, regulations and regulatory provisions as well as the relevant provisions of Articles of Association of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the “Articles of Association of the Bank”), and combined with the actual situation of the Bank, for the purpose of strengthening equity management of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the “Bank”), standardizing acts of shareholders of the Bank, protecting the lawful rights and interests of the Bank, its depositors and other customers, and safeguarding the legitimate interests of shareholders.
- Article 2** These measures shall apply to the management of all shareholders holding ordinary shares of the Bank and the ordinary shares of the Bank. The management of preference shareholders and preference shares shall be subject to relevant laws and regulations.

Article 3 The shares subscribed in RMB issued by the Bank (hereinafter referred to as the “Domestic Shares”) are under the centralized custody of China Securities Depository and Clearing Corporation Limited. The shares subscribed in foreign currency issued by the Bank and listed in The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “H Shares”) are mainly under the custody of Computershare Hong Kong Investor Services Limited, and may also be held by shareholders in their own names.

Article 4 The Bank shall conduct its equity management according to the principles of categorized management, sound qualifications, clear relationship, well-defined rights and responsibilities, openness, and transparency.

Chapter II Shareholders’ Qualifications and Responsibilities

Article 5 The shareholders of the Bank shall have sound social reputation, credit records, tax payment records and financial status, and shall comply with applicable laws, regulations and regulatory requirements.

Article 6 The relationships among the Bank’s shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall be clear and transparent.

The shareholding ratio of shareholders and their related parties and persons acting in concert shall be calculated on a consolidated basis.

Article 7 The shareholders of the Bank shall abide by laws and regulations, regulatory provisions and the Articles of Association of the Bank, exercise their shareholder rights and perform statutory obligations according to laws.

Article 8 The Bank and its shareholders shall make full disclosure of relevant information and accept social supervision in accordance with relevant laws, regulations and regulatory requirements.

Article 9 The shareholders of the Bank shall perform their obligation of capital contribution in strict accordance with laws and regulations and the requirements of the China Banking and Insurance Regulatory Commission (hereinafter referred to as the “CBIRC”).

The shareholders shall acquire shares of the Bank with their own funds and ensure the funds are obtained from legal sources, rather than entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations.

- Article 10** No shareholder of the Bank may authorize any other person to hold shares of the Bank or accept any other person's authorization to hold shares of the Bank.
- Article 11** Where a shareholder intends to transfer its shares in the Bank to any other party, it shall inform the transferee of the need to meet the conditions set forth by laws and regulations and by the CBIRC.
- Article 12** The shareholders shall abide by the provisions on related party transactions as prescribed by laws and regulations and the CBIRC, and may not engage in any improper related party transactions with the Bank, neither shall they use their influence over the operation and management of the Bank to seek illicit benefits.
- Article 13** Financial products may hold the listed shares of the Bank, but the shares accumulatively held in the Bank by the financial products controlled by a single investor, issuer or manager and its de facto controllers, related parties and persons acting in concert shall not exceed 5% of the total shares of the Bank.

Chapter III Management for Substantial Shareholders

- Article 14** Substantial shareholders are those who hold or control 5% or more of the shares or voting rights of the Bank, or hold less than 5% of the total shares but have a significant impact on the operation and management of the Bank.

The aforementioned "significant impact" shall include, but is not limited to, dispatching directors, supervisors or senior management personnel to the Bank, exerting an impact on the financial and operation management decision-making of the Bank by way of agreement or through other means, and other circumstances as determined by CBIRC or its dispatched offices.

- Article 15** When substantial shareholders subscribe shares of the Bank, they shall make a written commitment to comply with laws and regulations, regulatory provisions and the Articles of Association of the Bank, and shall explain their purpose of subscribing shares of the Bank.

A substantial shareholder shall not hold shares of the Bank through financial products issued, managed or controlled by it or by any other means.

- Article 16** A substantial shareholder of the Bank shall state its shareholding structure level by level up to its de facto controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other shareholders.

Article 17 The same investor and its related parties and persons acting in concert shall not hold shares of more than two commercial banks as substantial shareholders or control more than one commercial bank.

The investor holding the equity of a commercial bank authorized by the State Council, a banking financial institution, the investor holding the equity of a commercial bank otherwise provided by laws and regulations, and the investor acquiring and reorganizing a high-risk commercial bank under the approval of the CBIRC are not subject to the preceding paragraph of this Article.

Article 18 Any of the Bank's substantial shareholders and its controlling shareholders or de facto controllers shall not fall under any of the following circumstances:

- (1) Being listed as an object subject to any joint punishment for dishonesty by relevant authorities;
- (2) Committing any act of seriously evading or cancelling bank debts;
- (3) Providing false materials or making false statements;
- (4) Assuming major liability for the business failure of any commercial bank or significant violation of laws and regulations;
- (5) Rejecting or obstructing the CBIRC or its dispatched offices from conducting their regulatory work according to law;
- (6) Having been investigated and punished by any financial regulatory authority or any other competent government agency for violation of laws and regulations, thus having caused adverse impact;
- (7) Any other circumstances that may adversely affect the operation and management of the Bank.

Article 19 A substantial shareholder of the Bank shall not transfer any share it holds in the Bank within five years from the date of acquiring the shares.

Special circumstances in which the implementation of risk disposal measures is approved by the CBIRC or its dispatched offices, the transfer is ordered by CBIRC or its dispatched offices, the equity interests are subject to judicial enforcement or the transfer of equity interests is conducted between different entities under the control of the same investor shall be deemed exceptional.

- Article 20** The substantial shareholders of the Bank shall exercise their contributor rights and perform their contributor duties in strict accordance with laws and regulations, regulatory provisions and the Articles of Association of the Bank, and may not abuse their shareholder rights or utilize their influence to intervene in the decision-making power and management power that the board of directors and the senior management are entitled to in accordance with the Articles of Association of the Bank, or directly intervene in or utilize their influence to intervene in the business management of the Bank by passing the board of directors and the senior management, channel interests for their own benefit, or cause damage to the lawful rights and interests of any depositor, the Bank or any other shareholder in any other form.
- Article 21** The substantial shareholders of the Bank shall undertake in writing to replenish the Bank's capital whenever necessary according to the regulatory requirements, and report their capital replenishment capacity to the CBIRC through the Bank on an annual basis.
- Article 22** The substantial shareholders of the Bank shall establish effective risk isolation mechanism to prevent risk contagion and transfer among shareholders, within the Bank and among other affiliates.
- Article 23** The substantial shareholders of the Bank shall effectively manage the cross-holding of positions in the Bank and in another affiliate as a member of the board of directors, a member of the board of supervisors or a senior officer to prevent conflicts of interests.
- Article 24** The substantial shareholders of the Bank shall report the following information to the Bank in a timely, accurate and complete manner:
- (1) Their operating conditions, financial information and shareholding structures;
 - (2) The sources of their funds used to acquire the Bank's equity;
 - (3) Their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries and any changes thereof;
 - (4) Any of their shareholdings in the Bank that is subject to litigation preservation measures or law enforcement;
 - (5) Any of their shareholdings in the Bank that is pledged or released;

- (6) Any change in their names;
- (7) Any merger or division;
- (8) Any regulatory measures imposed on them such as suspension of business for rectification, designated custody, take-over or revocation, or any entry into proceedings in relation to dissolution, bankruptcy or liquidation;
- (9) Any other circumstances that may cause changes to their shareholder qualifications or lead to changes in their share holding of the Bank.

Chapter IV Equity Pledge

Article 25 Equity pledge means that the shareholders of the Bank use the shares of the Bank they own as pledge objects through pledge to provide guarantees for themselves or others.

Article 26 If shareholders of the Bank pledge Domestic Shares, they shall register the pledge with China Securities Depository and Clearing Corporation Limited in accordance with laws, regulations and regulatory requirements.

If shareholders of the Bank pledge H Shares, they shall complete relevant procedures in accordance with laws, regulations and relevant requirements.

Article 27 The board of directors and senior management of the Bank should protect the legal rights of shareholders, and at the same time, incorporate standardization of the management of the Bank's equity pledge into the scope of corporate governance and risk prevention and control, and earnestly perform its duties from the perspective of building good corporate governance and maintaining the sound operation of the Bank.

Article 28 When shareholders pledged shares of the Bank, they shall strictly abide by relevant laws and regulations, regulatory requirements, and the provisions of the Articles of Association of the Bank, inform the board of directors of the Bank in advance in writing, and shall not harm the interests of the Bank and other shareholders.

Shareholders who pledge the shares of the Bank shall also comply with the Company Law of the PRC, the Interim Measures for the Equity Management of Commercial Banks and Implementation Measures of the CBIRC on Administrative Licensing Items on Chinese-Funded Commercial Banks (《中國銀保監會中資商業銀行行政許可事項實施辦法》), and other laws and regulations if it involves the transfer of shares and other matters, and the provisions of Articles of Association of the Bank regarding the transfer of shares.

The Bank's pledge of state-owned equity must also comply with relevant regulations on state-owned equity management.

Article 29 If the pledged shares reaches or exceeds 50% of the Bank's shares owned by the shareholder, the voting rights of the shareholder in shareholders' general meeting or the voting rights of the director(s) designated by the shareholder in the meeting of the board of directors shall be subject to restrictions.

Article 30 Shareholders shall not pledge the Bank's shares if the outstanding balance of the loans they have borrowed from the Bank exceeds the audited net value of the Bank's shares held by them in the previous year.

Article 31 The Bank should not accept its own shares as collateral.

Article 32 If shareholders who also act as directors and supervisors of the Bank or shareholders who directly or indirectly, or jointly hold or control above 2% of the shares or voting rights of the Bank pledge the shares of the Bank, they shall make an application to the Board of the Bank for filing stating basic information such as the reason for pledge, the number of shares involved, duration of the pledge and the pledgee at least ten working days before the application for pledge registration. When the relevant circumstances change, shareholders shall apply to the board of directors of the Bank for a new filing.

Filing shall not be made if the Board determines that it has material adverse effect on the stability of the Bank's shareholding, corporate governance, risk management and control on related party transactions. The director(s) nominated by a shareholder proposing to pledge his/her shares in the Bank shall abstain from voting at the meeting of the Board at which such proposal is considered.

Article 33 After the board of directors of the Bank receives a notice from shareholders to pledge the shares of the Bank or approves the filing of share pledge, the Bank shall strengthen communication with relevant departments and institutions and cooperate in completing the registration of share pledge.

Article 34 Shareholders shall provide the Bank with copies of the documents as mentioned above within three working days after obtaining the certificates issued by the relevant institutions for the approval of share pledge registration. The Bank shall record in the register of shareholders after receiving the documents mentioned above, and report the situation to the board of directors.

Article 35 After obtaining the certificates issued by relevant institutions for the approval of share pledge registration, shareholders shall in a timely manner provide the Bank with relevant information regarding the pledge of shares in line with the Bank's risk management and information disclosure requirement.

Article 36 The Bank shall establish and improve the firewall between the Bank and operational risks of shareholders, and shall pay attention to prevent various risks arising from the pledge of the Bank's shares by shareholders.

Article 37 The Bank shall analyze the financial data of the relevant shareholders in a timely manner, pay close attention to whether the pledged shares are involved in litigation, freezing, discount, auction and other matters, and effectively perform risk monitoring, risk assessment, public opinion guidance and contingency planning.

The relevant shareholders who have pledged the Bank's shares shall provide the Bank with information in writing on their operation and management and financial statements, as well as information on the performance of the shares pledging contract and debt repayment involved on a regular basis (once every six months) during the shares pledging period.

In the event that the pledged shares may be involved in litigation, freezing, discount, auction and other matters, the shareholders shall forecast the relevant information to the Bank in a timely manner; in the event of litigation, freezing, discount, auction and other matters, the shareholders shall inform the Bank of the relevant information in writing within three business days from the date of occurrence of the abovementioned matters.

Article 38 The Bank shall improve the standardization of equity management and the transparency of equity pledges by strengthening the construction of IT information system, establishing share pledge management and monitoring ledger, and centralizing the shares to a qualified equity custody institution.

Article 39 The Bank shall, within ten days from the occurrence of any of the following circumstances, report the relevant information to the banking supervisory and regulatory authorities through the legal person regulatory information reporting channel and disclose the information through such channels as interim reports, annual reports and centralized equity custody institutions:

- (I) the pledged shares of the Bank have reached or exceeded 20% of all its shares;
- (II) the pledged shares have reached or exceeded 50% of the Bank's shares owned by substantial shareholders;
- (III) the pledged shares of the Bank involve freezing, judicial auction, legal restrictions on voting rights or are subject to restrictions from other rights.

Article 40 The shareholders shall provide the Bank with a copy of the abovementioned documents within three business days from obtaining the certificate issued by relevant institutions granting the release (or partial release) of the shares pledging, and the Bank shall record it in the register of members.

After the release (or partial release) of the pledge of the Bank's shares held by the shareholders mentioned in this Article, the Bank shall also report to the board of directors. If the aforementioned partial release of shares pledging by the shareholder involves the signing of a new pledging agreement or other matters, the shareholders are required to fulfill the relevant application filing and reporting procedures in accordance with these Measures.

Article 41 In the event that the Bank's pledged shares are involved in litigation, freezing, discount, auction, etc., the Bank shall coordinate with judicial departments and auctioneers to ensure that the qualifications of bidders participating in public auctions of the Bank's shares comply with laws and regulations and regulatory requirements.

Chapter V Responsibilities for Equity Management

Article 42 The board of directors of the Bank shall perform its responsibilities diligently and undertake the ultimate responsibilities of equity affairs management.

The chairman of the Bank shall be the foremost responsible person for handling equity affairs of the Bank. The secretary of the board of directors of the Bank assists the chairman of the Bank and is the direct responsible person in handling the equity affairs.

Both the chairman of the Bank and the secretary of the board of directors of the Bank shall perform their duties faithfully, honestly and diligently.

Article 43 The Bank shall establish and improve the equity information management system and equity management system to perform registration of equity information, management of related party transactions and disclosure of information.

The Bank shall strengthen communication with shareholders and investors, and be responsible for administrative licensing applications, shareholder information and related issues reports and information submissions related to equity affairs.

Article 44 The Bank shall strengthen examination on the qualification of its shareholders, verify the information of substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries and follow up the changes thereof, judge the impact from the shareholders on the operation and management of the Bank and fully report or disclose relevant information in a timely and accurate manner according to the laws.

Article 45 The board of directors of the Bank shall, at least annually, evaluate its substantial shareholders regarding their qualifications, performance of commitments, implementation of the Articles of Association of the Bank or terms of agreements, as well as their compliance with laws, regulations and regulatory requirements, and submit the evaluation reports thereof to the CBIRC in a timely manner.

Article 46 The Bank shall strengthen the management of related party transactions, by identifying the related parties accurately, strictly implementing the approval and information disclosure systems for related party transactions, and making timely reports to the CBIRC or its delegated authority on the conditions of related party transactions.

The Bank shall manage the substantial shareholders and their controlling shareholders, de facto controllers, related parties, parties acting in concert and ultimate beneficiaries as their own related parties.

Article 47 The credit balance granted by the Bank to individual entities, including the substantial shareholders or their controlling shareholders, de facto controllers, related parties, parties acting in concert and ultimate beneficiaries, shall not exceed 10% of the net capital of the Bank, and the total credit balance granted to the individual substantial shareholder and its controlling shareholder, de facto controllers, related parties, party acting in concert or ultimate beneficiaries shall not exceed 15% of the net capital of the Bank.

The credit granted as mentioned in the preceding paragraph includes loans (including trade financing), bill acceptance and discounts, overdrafts, bond investments, SPV investments, issuance of letters of credit, factoring, guarantees, loan commitments, and other services of which credit risks are substantially borne by the Bank or wealth management products issued by the Bank. The Bank shall confirm the identity of ultimate debtor according to the penetration principle.

Where the Bank's substantial shareholder or its controlling shareholder, de facto controller, related party, person acting in concert, or ultimate beneficiary, among others, is a financial institution, the Bank shall, when conducting interbank business with it, comply with laws and regulations and the relevant requirements of regulatory authorities on the interbank business.

Article 48 In the case of the purchase and sale or lease of any self-use movable property or immovable property, purchase and sale of credit assets; receipt and disposition of capital for debt payment; credit enhancement, credit evaluation, asset appraisal, legal, information, technology, infrastructure and other service transactions; sale on commission or entrustment and other transactions conducted by the Bank with any of its substantial shareholders or their controlling shareholders, de facto controllers, related parties, persons acting in concert or ultimate beneficiaries, the Bank shall comply with laws and regulations, and relevant provisions issued by CBIRC and follow the commercial principles, and provide transaction conditions no favorable than those provided for non-related parties, so as to prevent risk contagion and tunneling.

Article 49 If the relevant information of substantial shareholders may affect the significant changes in the shareholders' qualifications or lead to material changes in their equity holding of the Bank, the Bank shall promptly disclose the information.

As to equity affairs which shall be submitted to the CBIRC or its dispatched offices for approval but have not yet been approved, the Bank shall make an explanation at the time of information disclosure.

Chapter VI Supplementary Provisions

Article 50 The meanings of the following terms mentioned in these Measures shall be explained as follows:

- (I) A controlling shareholder refers to a shareholder who holds more than 50% of the total share capital of a joint stock company, or a shareholder who, despite the proportion of its shareholding being less than 50%, has sufficient voting rights based on its shareholding to exert significant impact on the resolutions of the general meeting.
- (II) The de facto controller refers to the person who, despite not being a shareholder of a company, is able to actually control the conduct of a company through investment relations, agreements or other arrangements.
- (III) A related party refers to those who has the power to control, jointly control or exercise significant influence over another party, and where two or more parties are subject to common control, joint control or significant influence from another party. However, state-owned enterprises do not have related relationships solely as a result of being commonly controlled by the State.

(IV) Acting in concert refers to the act or fact of an investor jointly expanding the number of voting shares of a company at its disposal by agreements and other arrangements with other investors. The relevant investors who agree to act in concert are persons acting in concert.

(V) The ultimate beneficiary refers to a person who is actually entitled to the earnings on shares of the Bank.

Article 51 Unless otherwise stated, the definitions and terms used in these Measures shall have the same meanings as those definitions or terms in the Articles of Association of the Bank.

Article 52 Any matters that are not covered herein shall be handled in accordance with laws and regulations, regulatory requirements and the provisions of Articles of Association of the Bank; in the event of any conflict with any future laws and regulations, regulatory requirements or Articles of Association of the Bank as amended by lawful procedures, the provisions of the laws and regulations, regulatory requirements and Articles of Association of the Bank in force at the time shall apply.

Article 53 These Measures shall take effect and come into force on the date of approval by the shareholders' general meeting of the Bank.

Article 54 After these Measures come into effect, the shareholders' general meeting authorizes the board of directors of the Bank to interpret and amend these Measures in accordance with the laws and regulations, regulatory requirements and the provisions of Articles of Association of the Bank.

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

REPORT ON RESIGNATION OF ZHANG BINGJUN AS A NON-EXECUTIVE DIRECTOR OF CHINA BOHAI BANK CO., LTD.

The Board of Directors received a letter of resignation from Mr. ZHANG Bingjun, who resigned as a Non-executive Director of the Bank due to adjustments to job position, and upon consideration and approval by the Board, Mr. Zhang's resignation becomes effective from March 29, 2021.

2020 REPORT ON RELATED PARTY TRANSACTIONS AND MANAGEMENT OF RELATED PARTY TRANSACTIONS OF CHINA BOHAI BANK CO., LTD. ISSUED BY THE BOARD OF DIRECTORS

Pursuant to the requirements of the Information Reporting Policy of CHINA BOHAI BANK CO., LTD. and the Measures for Related Party (Connected) Transactions Management of CHINA BOHAI BANK CO., LTD. (Applicable after listing of H Shares), the Bank's 2020 report on related party transactions and management of related party transactions was issued as follows:

1. Related Party Transactions

(1) Related party transactions of the Bank under credit approval in 2020

In 2020, the Bank approved 35 credit extension related party transactions in total, with a total approved credit extension of RMB15,342.14 million (excluding the amounts of margin deposits provided by related parties, as well as pledged bank deposit certificates and government bonds). Among them, there were 18 material related party transactions, with an approved credit extension of RMB14,547.35 million (see the Appendix for details); 17 ordinary related party transactions, with an approved credit extension of RMB794.79 million.

1. In accordance with the Bank's policy, 18 material related party transactions were reviewed and approved by the Bank's Board of Directors.
 - (1) On February 28, 2020, the fourth meeting of the fifth session of the Board of Directors of the Bank reviewed and approved the (changed) related party transactions on credit business of China Oceanwide Group Limited, by changing "repayment of 10% of the withdrawal amount in 12 months, 18 months and 24 months after the first withdrawal respectively" to "repayment of RMB0 billion, RMB0 billion and RMB600 million respectively in 12 months, 18 months and 24 months after the first withdrawal".

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

- (2) On March 27, 2020, the fifth meeting of the fifth session of the Board of Directors of the Bank reviewed and approved the related party transactions on investment business of UBS SDIC Fund Management Co., Ltd., with an investment of securities investment funds amounting to RMB500 million with such company as the fund manager (fund code 005864), and the validity of 1 year which is recurring.
 - (3) On April 23, 2020, the sixth meeting of the fifth session of the Board of Directors of the Bank reviewed and approved the related party transactions on client proactive credit business of the affiliated group of TEDA Investment Holding Co., Ltd. (13 transactions), with a credit line of RMB9.181 billion (exposure limit is RMB7.841 billion), and the validity of one year.
 - (4) On June 3, 2020, the ninth meeting of the fifth session of the Board of Directors of the Bank reviewed and approved the (changed) related party transactions on credit business (pledge of Oceanwide stocks) of China Oceanwide Holdings Group Co., Ltd., by changing the term of wealth management business of such company (amounting to RMB3.836 billion) from three years to no more than 44 months, with the expiry date of a single business not exceeding December 21, 2020.
 - (5) On June 3, 2020, the ninth meeting of the fifth session of the Board of Directors of the Bank reviewed and approved the (changed) related party transactions on credit business (pledge of Minsheng Bank stock) of China Oceanwide Holdings Group Co., Ltd., by changing the term of wealth management business of the company (amounting to RMB2.920 billion) from four years to no more than five years.
 - (6) On December 18, 2020, the 14th meeting of the fifth session of the Board of Directors of the Bank reviewed and approved the related party transactions on credit business of Standard Chartered PLC, with the comprehensive credit line of US\$950 million and the validity of one year.
2. In accordance with the Bank's policy, 17 ordinary credit extension related party transactions were approved by the related party transaction committee of the Bank and filed with the related party transaction control committee of the Board of Directors of the Bank, 9 of which were ordinary related party transactions with natural persons with a credit line of RMB14.79 million (excluding the amounts of margin deposits provided by related parties, as well as pledged bank deposit certificates and government bonds); 8 of which were related party transactions with legal persons with a total credit line of RMB780 million (excluding the amounts of margin deposits provided by related parties, as well as pledged bank deposit certificates and government bonds).

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

(2) The Bank's net credits for related party transactions at the end of 2020

As of the end of 2020, the Bank's net credits for related party transactions totaled RMB14.87136 billion (excluding the amounts of margin deposits provided by related parties, as well as pledged bank deposit certificates and government bonds), all of which were normal. Of which: the total net credit for material related party transactions was RMB14.4222 billion; the total net credit for ordinary related party transactions was RMB449.16 million.

According to the "Statement of Related Party Transactions of G15 Top 10 Largest Related Parties" submitted to the CBIRC at the end of 2020, the proportion of credit balance to the Bank's net capital of the largest single related party, the largest single related legal person's group and all related parties were 5.95%, 7.53% and 13.09%, respectively.

(3) Related party transactions on asset transfer and service provision

In 2020, the Bank approved two related party transactions on asset transfer, involving an amount of RMB7.43 million; and four related party transactions on services, involving an amount of RMB1.86 million.

(4) Other related party transactions

In 2020, the Bank approved three other related party transactions, including agency sales business and entrusted investment business.

2. Management of related party transactions

In 2020, the Bank has primarily carried out the following tasks in relation to the management of related party transactions:

(1) The Board of Directors and its related party transaction control committee will work diligently and conscientiously and strictly control the review of related party transactions

The Bank has set up the related party transaction control committee of the Board of Directors, which is subordinate to the risk management committee of the Board of Directors, held accountable to the Board of Directors and assists the Board of Directors in performing the duties in the management of related party transactions of the Bank. According to the requirements under the Measures for Related Party Transactions Management of the Bank, material related party transactions are subject to review by the related party transaction control committee of the Board of Directors, and subject to review and approval by the Board of Directors upon review by the committee.

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

During the Reporting Period, the related party transaction control committee of the Board of Directors of the Bank convened seven meetings on February 27, 2020, March 24, 2020, April 22, 2020, June 2, 2020, June 5, 2020, August 28, 2020 and December 16, 2020, respectively, and approved 11 proposals upon review. Matters reviewed include: corporate client proactive credit matters of TEDA Investment Holding Co., Ltd., changes in credit of China Oceanwide Group Limited and China Oceanwide Holdings Group Co., Ltd. (2 items), credit matters of Standard Chartered PLC, credit matters of UBS SDIC Fund Management Co., Ltd., as well as review of the Report on Related Party Transactions and Management of Related Party Transactions in 2019, Measures for Related Party (Connected) Transactions Management (Applicable after listing of H Shares), List of Related Parties (Connected Persons) in 2020, 2019 Annual Report and 2020 Interim Report, the aforesaid proposals involving material related party transactions were subject to review and approval by the Board of Directors of the Bank, and all other proposals were reported to the Board of Directors.

The procedures for convening the aforesaid meetings were in compliance with the Bank's Articles of Association and other relevant internal regulations. The related Directors abstained from voting, and the voting results were legal and valid. The Directors strictly abided by the ordinary commercial terms and the principle of conforming to the overall interests of Shareholders, worked diligently and conscientiously, deeply understood and grasped the situation of related projects, took the initiative to express independent opinions, and effectively prevented the risks of related party transactions.

Upon approval of the proposals, the Bank promptly reported the results to the Board of Supervisors and the CBIRC.

(2) Implementation of the issues raised by the Board of Directors and its special committee members

1. Reduction of concentration of related party transactions

In July 2020, the Bank received the "Reminder Letter for Regulation of Business of Related Party Transactions" issued by the CBIRC, stating that the relevant indicators of the concentration of related party transaction of the Bank have remained at a relatively high level for a long time, and the Bank was required to formulate a reduction plan to gradually reduce the credit scale of related party transactions. Based on the gradual implementation of the reduction plan, the Bank planned to strive to reduce the relevant relevance indicators to the level within the regulatory requirements as soon as possible.

As of the end of the Reporting Period, the relevance of the largest single client, the relevance of the largest group client and the total relevance were 5.95%, 7.53% and 13.09%, respectively, which were down from 6.89%, 8.72% and 16.58% at the end of June 2020.

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2. *Implementation of credit line control*

During the Reporting Period, the Board of Directors of the Bank and its related party transaction control committee reviewed and approved three proposals on change of credit lines of China Oceanwide Holdings Group Co., Ltd. and China Oceanwide Group Limited. The committees stated respectively that the post-loan management of the group should be enhanced, new credit line should no longer be provided to the group, the remaining unused credit line in the Bank should no longer be used by the group. In the execution of specific business, the Bank did not provide it with new exposure credit line subsequently, and the remaining credit line of the group was no longer used again.

(3) **Effective implementation of classified management of related parties and enhancement of dynamic update of related parties**

The Bank complies with domestic and overseas regulatory requirements, implements classification and identification of related parties and unified management according to different regulatory standards, and dynamically updates the list of related parties based on the changes in client relationships in relation to related party transactions.

The Bank's 2020 list of related parties was reviewed and approved at the eighth meeting of the related party transaction control committee of the fifth session of the Board of Directors of the Bank, and has been reported to the Board of Directors. The Bank has a total of 6,169 related natural persons and 1,239 related legal persons. Related legal persons include the Bank's major Shareholders and their controlling shareholders, actual controllers, connected persons, persons acting in concert and ultimate beneficiaries in a total of 1,148, and there were 90 other related legal persons formed due to the relationship of natural persons, and 1 affiliated company (Hawtai Motor Finance Co., Ltd.).

Regulatory caliber	Number of related legal persons	Number of related natural persons
CBIRC	1,232	6,089
Hong Kong Stock Exchange	590	397
Ministry of Finance	1,209	550
All calibers	1,239	6,169

The update of the Bank's 2021 list of related parties started in March 2021, which will be submitted to the related party transaction control committee of the Board of Directors for review and approval after collection and sorting of the list of related parties.

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(4) Construction and implementation of management system of related party transactions

In 2020, the Bank amended and issued the Measures for Related Party (Connected) Transactions Management of CHINA BOHAI BANK CO., LTD. (Used after listing of H Shares), which has met the regulatory requirements of the CBIRC, the Ministry of Finance and the Listing Rules of the Hong Kong Stock Exchange.

The Bank's identification, application, approval and monitoring of related party transactions are carried out pursuant to the Administrative Measures on Related Party Transactions between Commercial Banks and Insiders and Shareholders issued by the CBIRC, the Interim Measures for the Equity Management of Commercial Banks and the Hong Kong Listing Rules, as well as the Bank's Articles of Association and various management systems of related party transactions.

(5) Strict review of related party transactions

The Bank attaches great importance to risk control in the review of related party transactions.

Firstly, strictly prevent the excessively high risk of the concentration of related party transactions, conduct dynamic monitoring of the concentration to ensure compliance with the requirements of various regulatory indicators, and further formulate a reduction plan for relevance indicators to gradually reach the average level of joint-stock banks as per the regulatory requirements.

Secondly, carry out related party transactions based on the Bank's established risk appetite, approval process, pricing mechanism and transaction practices, and does not relax compliance and risk control requirements due to related party transactions, or provide preferential conditions that deviate from the fairness of the market.

(6) Promotion of development of related party transaction systems

During the Reporting Period, the Bank basically completed the first phase of the development of the related party transaction management system, and achieved the collection of related party information, list statistics, reporting of related party transaction data, monitoring of transaction upper limit, query of related information and any other information processing, which laid the foundation of the precise management of related party transactions.

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(7) Continuous management of related party transactions

Firstly, the Bank carried out a comprehensive investigation and rectified all the issues found in accordance with the work requirements of the CBIRC for the special rectification of equity and related party transactions.

Secondly, the Bank has completely rectified the issues raised by the CBIRC during on-site inspection in 2020.

Thirdly, the Bank takes the initiative to implement the supervision prompts of the CBIRC, promptly formulate corresponding rectification plans, and continue to promote the implementation of rectification work.

The report is hereby made.

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Appendix: Material related party transactions approved in 2020

Appendix:

Material related party transactions approved in 2020					<i>Unit: RMB'0,000</i>	
No.	Credit subject	Related party relationship	Credit products	Approved amount (Exposure)	Balances at end of the year (Exposure)	
1	TEDA Investment Holding Co., Ltd. (天津泰達投資控股有限公司)	Legal person	Short-term working capital loan, medium-term working capital loan, bond investment	784,100.00	363,600.00	
2	Tianjin TEDA Co., Ltd. (天津泰達股份有限公司) (2 transactions)	Legal person	Short-term working capital loans, bond investment, full guarantee		44,000.00	
3	TianJin TEDA Construction Group Co., LTD (天津泰達建設集團有限公司)	Legal person	Operating property mortgage loan		0.00	
4	Tianjin TEDA Greening Group Co., Ltd. (天津泰達綠化集團有限公司)	Legal person	Short-term working capital loan		0.00	
5	Tianjin TEDA Urban Rail Investment Development Co., Ltd. (天津泰達城市軌道投資發展有限公司)	Legal person	Project loan		0.00	
6	Tianjin Eco-city TEDA Marine Technology Development Co., Ltd. (天津生態城泰達海洋技術開發有限公司)	Legal person	Project loan		874.20	
7	Nanjing New Space Co., Ltd. (南京新城發展股份有限公司)	Legal person	Short-term working capital loan, full guarantee		44,000.00	
8	Yangzhou Taida Development Construction Co., Ltd. (揚州泰達發展建設有限公司)	Legal person	Comprehensive credit, full guarantee business		9,800.00	
9	Tianjin Binhai Rongtai Real Estate Co., Ltd. (天津濱海榮泰置業有限公司)	Legal person	Real estate development loan		5,250.00	
10	Tianjin Jianda Real Estate Development Co., Ltd. (天津建達房地產開發有限公司)	Legal person	Wealth management		0.00	

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No.	Credit subject	Related party relationship	Credit products	Approved amount (Exposure)	Balances at end of the year (Exposure)
11	TEDA Filters Co., Ltd. (天津泰達潔淨材料有限公司)	Legal person	Short-term working capital loan		1,000.00
12	Tianjin Taisheng Real Estate Development Co., Ltd. (天津泰盛房地產開發有限公司)	Legal person	Real estate development loan		0.00
13	Tianjin TEDA Energy Group Co., Ltd. (天津泰達能源集團有限公司)	Legal person	Comprehensive credit		40,847.45
14	Standard Chartered PLC (渣打集團有限公司)	Legal person	Comprehensive credit	620,635.00	1,514.40
15	UBS SDIC Fund Management Co., Ltd. (國投瑞銀基金管理有限公司)	Legal person	Bond investment	50,000.00	50,000.00
16	China Oceanwide Holdings Group Co., Ltd. (中國泛海控股集團有限公司) (2 transactions)	Legal person	Wealth management (Change)	–	675,612.00
17	China Oceanwide Group Limited (中泛集團有限公司)	Legal person	Medium-term working capital loan (Change)	–	179,977.08
Total				<u>1,454,735.00</u>	<u>1,416,475.13</u>

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2020 ASSESSMENT REPORT ON THE PERFORMANCE OF DUTIES OF THE BOARD OF DIRECTORS, SENIOR MANAGEMENT AND THEIR MEMBERS ISSUED BY THE BOARD OF SUPERVISORS OF CHINA BOHAI BANK CO., LTD.

In accordance with the Guidelines on the Work of the Board of Supervisors of Commercial Banks, Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and the provisions of the Bank's performance evaluation system, the Board of Supervisors organized office of the Board of Supervisors and conducted a comprehensive evaluation on the performance of duties of the Board of Directors, senior management and their members of the Bank for 2020 from January to March 2021. Through summarizing daily supervision, particulars of Directors' attendances at meetings, feedbacks of Directors before meetings, particulars of speeches of Directors at meetings and voting on proposed resolutions, independent opinions of independent Directors, works of Directors for the Bank during the inter-session period, Directors' evaluation and mutual evaluation of independent Directors for 2020, Work Report of the Board of Directors for 2020, debriefing report and performance of duties of senior management members for 2020, working meetings of the Bank and major business lines and assessment opinions of the Supervisors of the Bank on the performance of duties of Directors and senior management members for 2020 and internal and external audits, the Board of Supervisors drafted the assessment opinions of the Board of Supervisors on the performance of duties of the Board of Directors, senior management and their members for 2020, and the report is hereby given as follows:

I. Assessment Opinions on the Performance of Duties of the Board of Directors for 2020

In 2020, the Board of Directors of the Bank complied with laws, regulations and relevant policies of the Bank, earnestly implemented resolutions of Shareholders' general meeting, exercised its powers and performed its obligations in accordance with the law in the course of operation management decision-making, overcame challenges and made scientific decisions. The Board of Directors continued to promote building of corporate governance, and urged the senior management to perform its duties with due diligence and performed its duties honestly and diligently. Firstly, it operated the Board of Directors and its special committees in accordance with laws on a standard basis, made decisions on major issues of the Bank in an efficient and prudent manner, adapted to the new requirements from listing, and systematically improved the corporate governance system. Secondly, it scientifically formulated the annual budget, continued to regulate capital management, successfully developed overseas capital replenishment channels, so that the Bank was listed on the main board of H Shares in Hong Kong as scheduled. Thirdly, it continuously improved the comprehensive risk management system in line with the business model, revised policies on market risk management, organized and completed the self-assessment of anti-money laundering work and prevention and control of money laundering risks, pushed forward the prevention and control work on cases toward delicacy management. Fourthly, it adhered to the strategy first, made timely and proactive plans, formulated the plan for the preparation of the Fourth "Five-Year Plan" and stepped up the organization and implementation of the plan. Fifthly, it strengthened internal control and audit supervision, improved internal control and audit system, attached importance to data

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governance, and consolidated management foundation. Sixthly, it made great efforts to promote protection of consumer rights and interests and development of inclusive finance business, and actively performed its corporate responsibility in epidemic prevention and control. Seventhly, it continuously improved the quality of information disclosure, earnestly performed the responsibility of information reporting, and ensured smooth and timely information communication among the Shareholders' general meeting, the Board of Directors, the Board of Supervisors and the senior management.

The Board of Supervisors reminded the Board of Directors to further implement the regulatory requirements, continuously strengthen the management of related party and related party transactions, prevent and mitigate various potential risks, and deeply promote the Bank's high-quality transformation and development.

II. Assessment Opinions on the Performance of Duties of Directors for 2020

(I) Assessment opinions on the performance of duties of Chairman LI Fuan for 2020

In 2020, Chairman LI Fuan complied with laws, regulations and Articles of Association, and earnestly performed the duties of loyalty and diligence to the Bank. He chaired the general meetings, the meetings of the Board of Directors and the development strategy and inclusive finance committee of the year, and attended all the meetings of the Board of Directors, the development strategy and inclusive finance committee and the nomination and remuneration committee of the year in person. During the meetings, he earnestly reviewed all proposals, listened to the reported issues, pushed forward prudent decision-making of the Board of Directors as an executive Director, timely reviewed major issues of the Bank, and formed resolutions and guiding opinions. During the inter-session period, he performed his duties within the scope of authorization, urged the senior management to perform their duties diligently, and implemented all resolutions of Shareholders' general meeting and the Board of Directors; he attached importance to strategic management, actively pushed forward the implementation of the Third "Five-Year Plan", and fully initiated the preparation of the Fourth "Five-Year Plan" development strategy plan; he led the Bank to be successfully listed in Hong Kong and raise funds, making the Bank more compelling in the international capital market; he continued to strengthen capital management, comprehensive risk management and internal control, and promoted the internationalization progress of branches and sub-branches construction; he urged the senior management to implement the business plan decided by the Board of Directors, and promoted steady improvement of the Bank's operating results; he actively participated in trainings for Directors such as Listing Rules, anti-money laundering and the new Securities Law, and continuously conducted information communication and notification with the Board of Supervisors.

In accordance with relevant provisions of the Guidelines on the Work of the Board of Supervisors of Commercial Banks, Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director LI Fuan competent in terms of his performance of duties for 2020.

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(II) Assessment opinions on the performance of duties of Director ZHANG Bingjun in 2020

In 2020, Director ZHANG Bingjun complied with laws, regulations and Articles of Association, and earnestly performed the duties of loyalty and diligence to the Bank. He attended all the meetings of the Board of Directors and the nomination and remuneration committee that he should attend during the year, and the number of meetings of the Board of Directors he attended in person complied with relevant regulations. Before the meeting of the Board of Directors, he submitted written opinions on the proposals on the Group's performance assessment criteria of the Bank for 2020; during the meetings, he carefully reviewed all the proposals; at the meetings of the Board of Directors, he expressed opinions on the proposals or reports concerning the Bank's overall remuneration plan, the appointment of members of the senior management, the authorization, documents and corporate governance rules related to listing on the main board of the Hong Kong Stock Exchange and the global offering; during the inter-session period, he reviewed regular reports, raised questions about Directors' allowances, continued to understand and analyze the Bank's operation, and participated in trainings on Listing Rules, anti-money laundering and the new Securities Law. As a non-executive Director, he actively maintained the communication between the Bank and its Shareholders, paid attention to the senior management's implementation of resolutions of the Board of Directors and related party transactions between the Shareholders and the Bank, and supported the Bank's capital replenishment plan.

In accordance with the Guidelines on the Work of the Board of Supervisors of Commercial Banks, Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director ZHANG Bingjun competent in terms of his performance of duties in 2020.

(III) Assessment opinions on the performance of duties of Director CUI Xuesong in 2020

In 2020, Director CUI Xuesong complied with laws, regulations and Articles of Association, and earnestly performed the duties of loyalty and diligence to the Bank. He personally attended all the meetings of the Board of Directors, the development strategy and inclusive finance committee, and the audit and consumer rights protection committee that he should attend during the year. Before the meeting of the Board of Directors, he submitted written opinions on the proposals on the Group's performance assessment criteria of the Bank for 2020 and fulfillment of profit targets in 2020; during the meetings, he carefully reviewed all the proposals; at the meetings of the Board of Directors, he expressed his opinions on the proposals or reports on the CBIRC's report on regulatory interview matters, the reports on the statistical work of financial basic data, and the establishment of wholly-owned wealth management subsidiaries, etc.; during the inter-session period, he carefully reviewed regular reports, continued to understand and analyze the Bank's operation, and participated in trainings on Listing Rules, anti-money laundering and the new Securities Law. As a non-executive Director, he actively participated in the communication between the Bank and its Shareholders,

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paid attention to the senior management's implementation of resolutions of the Board of Directors and related party transactions between the Shareholders and the Bank, and supported the Bank's capital replenishment plan.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and the Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director CUI Xuesong competent in terms of his performance of duties in 2020.

(IV) Assessment opinions on the performance of duties of Director FUNG Joi Lun Alan in 2020

In 2020, Director FUNG Joi Lun Alan complied with laws, regulations and Articles of Association, and earnestly performed the duties of loyalty and diligence to the Bank. He personally attended all the meetings of the Board of Directors and the development strategy and inclusive finance committee, the risk management committee, the related party transaction control committee and the audit and consumer rights protection committee that he should attend during the year. Before the meetings, he submitted written opinions on the Bank's comprehensive risk management reports, the Group's performance assessment criteria, the overall remuneration scheme and the working capital appropriation plan of Hong Kong Branch, and other proposals; during the meetings, he carefully reviewed all the proposals. At the meetings of the Board of Directors, he expressed opinions on the proposals or reports concerning the work report of the senior management, the annual budget report and the preparation work plans for the Fourth "Five-Year Plan" of the Bank; during the inter-session period, he carefully reviewed regular reports, raised questions or expressed opinions on the Bank's epidemic prevention and control, causes and impact of changes in business indicators, stress testing results, defaults and restructuring of credit extension enterprises, etc., and participated in trainings on Listing Rules, anti-money laundering and the new Securities Law. In addition, he proposed to hold a special communication meeting on credit extension and to circulate the minutes of meeting. As a non-executive Director, he actively participated in the communication between the Bank and its Shareholders, paid attention to the senior management's implementation of resolutions of the Board of Directors and related party transactions between the Shareholders and the Bank, and supported the Bank's capital replenishment plan.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks, Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director FUNG Joi Lun Alan competent in terms of his performance of duties in 2020.

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(V) Assessment opinions on the performance of duties of Director YUAN Wei in 2020

In 2020, Director YUAN Wei complied with laws, regulations and Articles of Association, and earnestly performed the duties of loyalty and diligence to the Bank. She personally attended all the meetings of the Board of Directors and the development strategy and inclusive finance committee that she should attend during the year. Before the meeting of the Board of Directors, she submitted written opinions on the proposals on revising the calculation methods of the Group's performance assessment criteria for 2020; during the meetings, she carefully reviewed all the proposals and expressed opinions on the proposals or reports on the Bank's listing on the Main Board of the Hong Kong Stock Exchange, the reports on comprehensive risk management in the first half of the year, and the building plan of branches for 2021; during the inter-session period, she reviewed regular reports, continued to understand and analyze the Bank's operation, sent interview questionnaires on issues related to the Bank's interim report, and participated in trainings on Listing Rules, anti-money laundering and the new Securities Law. As a non-executive Director, she actively participated in the communication between the Bank and its Shareholders, paid attention to the senior management's implementation of resolutions of the Board of Directors and related party transactions between the Shareholders and the Bank, and supported the Bank's capital replenishment plan.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and the Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director YUAN Wei competent in terms of her performance of duties in 2020.

(VI) Assessment opinions on the performance of duties of Director YE Baishou in 2020

In 2020, Director YE Baishou complied with laws, regulations and Articles of Association, and earnestly performed the duties of loyalty and diligence to the Bank. He attended all the meetings of the Board of Directors, the development strategy and inclusive finance committee, and the audit and consumer rights protection committee that he should attend during the year, and the number of meetings of the Board of Directors he attended in person complied with relevant requirements. Before the meetings of the Board of Directors, he submitted written opinions on the Bank's overall remuneration scheme, the authorization, documents and corporate governance rules related to listing on the Main Board of the Hong Kong Stock Exchange and the global offering; during the meetings, he carefully reviewed all proposals. At the meetings of the Board of Directors, he expressed opinions on the proposals or reports on the work report of the senior management for the first half of 2020 and the work plan for the preparation of the strategic development plan for 2021-2025; during the inter-session period, he carefully reviewed regular reports, raised questions on the loans of Suning Group, continued to understand and analyze the Bank's operation, and participated in trainings on Listing Rules, anti-money laundering and the new Securities Law. As a non-executive Director, he actively participated in the communication between the Bank and

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its Shareholders, paid attention to the senior management's implementation of resolutions of the Board of Directors and related party transactions between the Shareholders and the Bank, and supported the Bank's capital replenishment plan.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and the Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director YE Baishou competent in terms of his performance of duties in 2020.

(VII) Assessment opinions on the performance of duties of Director HU Aimin in 2020

In 2020, Director HU Aimin complied with laws, regulations and Articles of Association, and earnestly performed the obligation to be faithful and diligent towards the Bank. He personally attended all the meetings of the Board of Directors and the nomination and remuneration committee that he should attend during the year. Before the meetings of the Board of Directors, he submitted written opinions on the proposals on the Bank's interim report, performance assessment indicators, the re-engagement of accounting firm responsible for auditing the financial report for 2020, branch building plan, and the authorization, documents and corporate governance rules related to listing on the main board of Hong Kong Stock Exchange and the global offering; during the meetings, he earnestly reviewed all proposals, and he expressed opinions on proposals or reports on the Bank's overall remuneration plan and the engagement of members of the senior management at the Board meetings; during the inter-session period, he reviewed regular reports, raised questions about Directors' allowances, continued to understand and analyze the Bank's operation, and participated in trainings on Listing Rules, anti-money laundering and the new Securities Law. As a non-executive Director, he actively participated in the communication between the Bank and its Shareholders, paid attention to the senior management's implementation of resolutions of the Board of Directors and related party transaction between the Shareholders and the Bank, and supported the Bank's capital replenishment plan.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director HU Aimin competent in terms of his performance of duties in 2020.

(VIII) Assessment opinions on the performance of duties of Director ZHANG Xifang in 2020

In 2020, Director ZHANG Xifang complied with laws, regulations and Articles of Association, and earnestly performed the obligation to be faithful and diligent towards the Bank. He personally attended all the meetings of the Board of Directors, the risk management committee and the related party transaction control committee that he should attend during the

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year. Before the meetings, he submitted written opinions on the Bank's proposals on the calculation methods of the Group's performance assessment indicators; during the meetings, he carefully reviewed all the proposals. At the meetings of the Board of Directors, he expressed opinions on the proposals or reports concerning the work report of the senior management, the overall remuneration plan, and the work plan for the preparation of the development strategic plan for 2021-2025 of the Bank; during the inter-session period, he carefully reviewed regular reports, continued to understand and analyze the Bank's operation, and participated in trainings on Listing Rules, anti-money laundering and the new Securities Law. As a non-executive Director, he actively participated in the communication between the Bank and its Shareholders, paid attention to the senior management's implementation of resolutions of the Board of Directors and related party transaction between the Shareholders and the Bank, and supported the Bank's capital replenishment plan.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director ZHANG Xifang competent in terms of his performance of duties in 2020.

(IX) Assessment opinions on the performance of duties of Director ZHANG Yunji in 2020

In 2020, Director ZHANG Yunji complied with laws, regulations and Articles of Association, and earnestly performed the obligation to be faithful and diligent towards the Bank. He attended all the meetings of the Board of Directors, the risk management committee and the related party transaction control committee that he should attend during the year, and the number of board meetings he attended in person complied with relevant regulations. During the meeting of the Board of Directors, he carefully reviewed various proposals, and expressed opinions on proposals or reports on the work report of the senior management, the overall remuneration plan and the appointment of members of the senior management of the Bank at the meeting of the Board of Directors. During the inter-session period, he carefully reviewed regular reports, continued to understand and analyze the Bank's operation, and participated in trainings on Listing Rules, anti-money laundering and the new Securities Law. As a non-executive Director, he actively participated in the communication between the Bank and its Shareholders, paid attention to the senior management's implementation of resolutions of the Board of Directors and related party transaction between the Shareholders and the Bank, and supported the Bank's capital replenishment plan.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director ZHANG Yunji competent in terms of his performance of duties in 2020.

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(X) Assessment opinions on the performance of duties of Director QU Hongzhi in 2020

In 2020, Director QU Hongzhi complied with laws, regulations and Articles of Association, and earnestly performed the obligation to be faithful and diligent towards the Bank. He attended all the meetings of the Board of Directors, the development strategy and inclusive finance committee, the risk management committee and the related party transaction control committee that he should attend during the year, and the number of board meetings he attended in person complied with relevant regulations. As an executive Director, he replied to and expressed opinions on the proposals reviewed by the Directors and the questions raised during the hearing of reports, voted on the proposals reviewed in the year and reported to the Board of Directors on behalf of the senior management at the meetings of the Board of Directors. During the inter-session period, he timely circulated the minutes of president's office meetings, minutes of special meetings conducted by the president, as well as the reports on the Bank's operation and finance to the Directors and Supervisors, so that they could fully understand the Bank's operating conditions; he strictly implemented the resolutions of the Board of Directors and timely reported the implementation to the Board of Directors, and participated in trainings on Listing Rules, anti-money laundering and the new Securities Law.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director QU Hongzhi competent in terms of his performance of duties in 2020.

(XI) Assessment opinions on the performance of duties of Director LI Yi in 2020

In 2020, Director LI Yi complied with laws, regulations, Articles of Association and authorization of the Board of Directors, and earnestly performed the duties of loyalty and diligence to the Bank. As an executive Director, he personally attended all the meetings of the Board of Directors, the risk management committee and the related party transaction control committee that he should attend during the year. At the meeting of the Board of Directors, he replied to and commented on the proposals reviewed by Directors and the questions raised during the hearing of reports, voted on the proposals reviewed in the year, and earnestly implemented the resolutions of the Board of Directors. During the inter-session period, he worked as a member of the risk management committee and the related party transaction control committee, and participated in trainings on the Listing Rules, anti-money laundering and the new Securities Law. As a member of the senior management, he played his part in works such as wholesale banking, organization of human resources, Party school and training according to the labor division.

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In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks, Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., Director LI Yi was evaluated as qualified by the Board of Supervisors in the 2020 performance assessment process.

(XII) Assessment opinions on the performance of duties of Director DU Gang in 2020

In 2020, Director DU Gang complied with laws, regulations and Articles of Association of the Bank, and earnestly performed the duties of loyalty and diligence to the Bank. As an executive Director, he personally attended all the meetings of the Board of Directors and the development strategy and inclusive finance committee that he should attend during the year. At the meetings of the Board of Directors, he replied to and commented on the proposals reviewed by Directors and the questions raised during the hearing of reports, voted on the proposals reviewed in the year, and earnestly implemented the resolutions of the Board of Directors. During the inter-session period, he participated in the work of members of the development strategy and inclusive finance committee, and sent important reports on the Bank's operation and finance to the Directors and Supervisors in a timely manner so that they could be fully informed of the Bank's operating conditions. He also participated in trainings on the Listing Rules, anti-money laundering and the new Securities Law; as a member of the senior management and secretary to the Board of Directors, he participated in the management of financial market working line and the Finance Department, as well as the assistance for the Office of the Board of Directors and the Assets and Liabilities Management Department according to the labor division.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks, Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., Director DU Gang was evaluated as qualified by the Board of Supervisors in the 2020 performance assessment process.

(XIII) Assessment opinions on the performance of duties of Director MAO Zhenhua in 2020

In 2020, Director MAO Zhenhua complied with laws, regulations and Articles of Association, and earnestly performed the duties of loyalty and diligence to the Bank. He attended all the meetings of the Board of Directors and the nomination and remuneration committee that he should attend during the year, and the number of Board meetings he attended in person and his working hours for the Bank complied with relevant regulations. During the meetings, he carefully reviewed all the proposals; at the meeting of the Board of Directors, he expressed opinions on the proposals or reports concerning the Bank's overall remuneration plan, the authorization, documents and corporate governance rules related to the listing on the main board of Hong Kong Stock Exchange and global offering. He effectively performed his duties as Chairperson of the nomination and remuneration committee of the Board of Directors, convened meetings of the nomination and remuneration committee, reviewed proposals, put forward review opinions to the Board of Directors and heard reports. During the inter-session

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period, he carefully reviewed the Bank's regular reports, continued to understand and analyze the Bank's operation, and participated in trainings on the Listing Rules, anti-money laundering and the new Securities Law. As an independent Director, he expressed independent opinions on the legality and fairness of material related party transactions of the Bank, the engagement and dismissal of senior management members, and the re-engagement of accounting firm to audit financial statements.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks, Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., Director MAO Zhenhua was evaluated as qualified by the Board of Supervisors in the 2020 performance assessment process.

(XIV) Assessment opinions on the performance of duties of Director CHI Guotai in 2020

In 2020, Director CHI Guotai complied with laws, regulations and Articles of Association, and earnestly performed the duties of loyalty and diligence to the Bank. He personally attended all the meetings of the Board of Directors, the nomination and remuneration committee, the risk management committee and the related party transaction control committee that he should attend during the year, and his working hours for the Bank complied with relevant regulations. During the meetings, he carefully reviewed all the proposals, and expressed opinions on the proposals or reports concerning the Bank's overall remuneration plan, the authorization, documents and corporate governance rules related to the listing on the main board of Hong Kong Stock Exchange and global offering. During the inter-session period, he carefully reviewed the Bank's regular reports, continued to understand and analyze the Bank's operation, put forward suggestions on the Internal Control Risk Prompt, and participated in trainings on the Listing Rules, anti-money laundering and the new Securities Law. As an independent Director, he expressed independent opinions on the legality and fairness of material related party transactions of the Bank, the engagement and dismissal of senior management members, and the re-engagement of accounting firm to audit financial statements.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks, Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., Director CHI Guotai was evaluated as qualified by the Board of Supervisors in the 2020 performance assessment process.

(XV) Assessment opinions on the performance of duties by Director MU Binrui in 2020

In 2020, Director MU Binrui complied with laws, regulations and Articles of Association of the Bank, and earnestly performed the duties of loyalty and diligence to the Bank. He personally attended all the meetings of the Board of Directors, the risk management committee, the related party transaction control committee and the audit and consumer rights protection

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committee that he should attend during the year, and his working hours for the Bank complied with relevant regulations. Before the meetings of the Board of Directors, he submitted written opinions on the proposals on related party transactions of credit business and restructuring plan of credit extension enterprises; during the meetings, he carefully reviewed all the proposals; at the meetings, he expressed opinions on proposals or reports on related party transactions of credit business with China Oceanwide Group Limited. He acted in earnest to fulfill his duties of Chairman of the risk management committee/related party transaction control committee of the Board of Directors, presided over committee meetings, reviewed proposals, put forward review opinions to the Board of Directors and heard reports. During the inter-session period, he carefully reviewed the Bank's regular reports, continued to understand and analyze the Bank's operation, and participated in trainings on Listing Rules, anti-money laundering, the new Securities Law, etc. As an independent Director, he gave independent opinions on the legality and fairness of material related party transactions of the Bank, the engagement and dismissal of senior management members, and the re-engagement of accounting firm to audit financial statements.

In accordance with the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial) and Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director MU Binrui competent in terms of his performance of duties in 2020.

(XVI) Assessment opinions on the performance of duties by Director TSE Yat Hong in 2020

In 2020, Director TSE Yat Hong complied with laws, regulations and Articles of Association of the Bank, and earnestly performed the duties of loyalty and diligence to the Bank. He personally attended all the meetings of the Board of Directors and the audit and consumer rights protection committee that he should attend during the year, and his working hours for the Bank complied with relevant regulations. During the meetings, he carefully reviewed all the proposals, and expressed opinions on the proposals or reports of the Bank, such as the comprehensive risk management report for the first half of 2020, the interim report for 2020, the audit work report for the third quarter, the revision to the internal audit charter, and the 2020 reform plan for stock assets of financial management. He acted in earnest to fulfill his duties of Chairman of the audit and consumer rights protection committee of the Board of Directors, convened meetings of the audit and consumer rights protection committee, reviewed proposals, put forward review opinions to the Board of Directors, and heard reports. During the inter-session period, he carefully reviewed the Bank's regular reports, stayed informed of the business condition of the Bank, put forward opinions on the reporting the filing of the 2020 annual audit engagement letter, and participated in trainings on the Listing Rules, anti-money laundering, the new Securities Law, etc. As an independent Director, he gave independent opinions on the legality and fairness of material related party transactions of the Bank, the engagement and dismissal of senior management members, and the re-engagement of accounting firm to audit financial statements.

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In accordance with the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial), and the Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director TSE Yat Hong competent in terms of his performance of duties in 2020.

(XVII) Assessment opinions on the performance of duties by Director WANG Ren in 2020

Throughout 2020, Director WANG Ren complied with laws and regulations and the Articles of Association of the Bank, and conscientiously performed his duty of loyalty and diligence to the Bank. He personally attended all the meetings of the Board of Directors, the nomination and remuneration committee, and the audit and consumer rights protection committee that he should attend during the year, and his personal attendance at the meetings of the Board of Directors as well as his working hours for the Bank complied with the relevant regulations. During the meetings, he carefully reviewed various proposals, and expressed his opinions on proposals or reports of the Bank, such as the interim report for 2020 of the Bank, the comprehensive risk management report for the first half of 2020, and the revision to the internal audit charter. During the inter-session period, he carefully reviewed the periodic reports of the Bank, stayed informed of the business condition of the Bank, and participated in trainings on the Listing Rules, anti-money laundering, the new Securities Law, etc. As an independent Director, he gave independent opinions on the legality and fairness of material related party transactions of the Bank, the engagement and dismissal of senior management members, and the re-engagement of accounting firm to audit financial statements.

In accordance with the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial), and the Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director WANG Ren competent in terms of his performance of duties in 2020.

(XVIII) Assessment opinions on the performance of duties by Director ZHU Ning in 2020

Throughout 2020, Director ZHU Ning complied with laws and regulations and the Articles of Association of the Bank, and conscientiously performed his duty of loyalty and diligence to the Bank. He personally attended all the meetings of the Board of Directors and the audit and consumer rights protection committee that he should attend during the year, and his working hours for the Bank complied with the relevant regulations. During the meetings, he carefully reviewed various proposals, and expressed his opinions on proposals or reports of the Bank, such as the comprehensive risk management report for the first half of 2020, the interim report for 2020, and the revision to the internal audit charter. During the inter-session period, he carefully reviewed the periodic reports of the Bank, stayed informed of the business condition of the Bank, and participated in trainings on the Listing Rules, anti-money laundering, the new Securities Law, etc. As an independent Director, he gave independent

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opinions on the legality and fairness of material related party transactions of the Bank, the engagement and dismissal of senior management members, and the re-engagement of accounting firm to audit financial statements.

In accordance with the Guidelines on the Work of the Board of Supervisors of Commercial Banks, the Measures on Assessment of the Performance of Duties of Directors of Commercial Banks (Trial), and the Measures on Assessment of the Performance of Duties of Directors of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Director ZHU Ning competent in terms of his performance of duties in 2020.

III. Assessment Opinions on the Performance of Duties of Senior Management in 2020

Throughout 2020, the senior management of the Bank, in compliance with laws and regulations as well as the policies and procedures of the Bank, implemented the resolutions of the Shareholders' general meeting, the Board of Directors and the Board of Supervisors with the authorization of the Board of Directors, and carried out the decisions and arrangements of the Board of Directors. In good faith and diligence, the senior management performed their managerial duties. A "win-win" result of epidemic control and business development was managed. After overcoming many disadvantages, the senior management succeeded in reaching the operation and budget targets set by the Board of Directors. Firstly, the senior management actively expanded business ideas and optimized the business structure to promote development through transformation and advance the progress of various businesses. Efforts were taken to support more small and micro enterprises; promote faster growth of the real economy and continue to develop asset-light businesses; vigorously foster innovation in retailing, explore new online service channels, and promote the construction of comprehensive light-duty outlets and smart branches; explore and innovate business models in the financial market, and further optimize the construction of fintech ecological scenarios. As a result, the customer acquisition ability of the Bank significantly enhanced and business performance steadily improved. Secondly, the senior management enhanced concept of the risk featuring "comprehensive, proactive, agile and to-the-point" with emphasis laid on risk management policies, procedures, systems and teams, and worked hard to prevent and remove non-performing assets and potential risks. Consequently, asset quality kept sustained and stable, and liquidity risk, market risk, reputation risk and other risks have been effectively controlled. Thirdly, the senior management diversified multi-level capital management tools, constantly improved capital management, and promoted the sustainable capital supplement of the Bank through public offering and listing. Fourthly, the senior management actively promoted the "Seven New Infrastructures" project, improved efficiency of various basic management, vigorously promoted data governance, improved the protection mechanism of consumer rights and interests, and drove the layout and construction of branches of the Bank to achieve new breakthroughs. Fifthly, with the issuance of the Measures for the Administration of Case Accountability, the Guidelines for the Investigation of Abnormal Behaviors of Employees and other documents, the senior management continued to improve the compliance management system, made key deployments for anti-money laundering management and cases prevention and control. Throughout the year, there were no cases or major risk events.

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The Board of Supervisors reminded the senior management to continuously improve the risk management ability of the Bank in the face of the complex economic and financial situation, focus on potential non-performing assets, credit concentration and investor relations management, and properly arrange the transitional work for implementing new regulations on capital management to ensure sustainable and sound operation in accordance with regulatory requirements.

IV. Assessment Opinions on the Performance of Duties of Senior Management Members in 2020

(I) Assessment opinions on the performance of duties of President QU Hongzhi in 2020

Throughout 2020, under the requirements of relevant laws and regulations as well as the policies and procedures of the Bank, President QU Hongzhi earnestly implemented the resolutions of the Shareholders' general meeting, the Board of Directors and the Board of Supervisors. In good faith and diligence, he performed his executive duties within his remit to enhance decision-making, improve business management and reach higher operation efficiency. He organized to implement the resolutions made by the Board of Directors and voluntarily accepted the supervision of the Board of Supervisors. In the face of the epidemic and the complex and changing business situation, President QU Hongzhi led the senior management members to strive for progress and insisted on the operation principle of "thriving bank by customers, developing bank by deposit, enriching bank by assets, strengthening bank by technology, leading bank by innovation and protecting bank by risk control" and deeply promoted transformation and development; he organized and drove a range of preparatory work for the Bank's successful listing on the main board of Hong Kong Stock Exchange, and strengthened market value management to further enhance market recognition of the Bank; he strengthened the compliance management of anti-money laundering and case prevention in all aspects, established a long-term risk control mechanism, proactively strengthened liquidity and market risk management, vigorously promoted data governance, and launched the project of "Seven New Infrastructures" to increase the efficiency of basic management; he continued to optimize asset structure, develop innovative mechanisms, strengthen capital constraints, and promote market-based and value-oriented performance appraisal, successfully reaching the budget targets set by the Board of Directors. As the president, he timely presented reports on president's office meetings, minutes of president's special meetings, as well as operation and finance of the Bank to the Directors and Supervisors according to the relevant regulations, so as to keep them fully aware of the operation status of the Bank.

In accordance with the relevant provisions of the Guidelines on the Work of the Board of Supervisors of Commercial Banks and the Measures on Assessment of the Performance of Duties of Senior Management of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated President QU Hongzhi competent in terms of his performance of duties in 2020.

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(II) Assessment opinions on the performance of duties of Vice President LI Yi in 2020

In 2020, under the requirements of relevant laws and regulations as well as the policies and procedures of the Bank, Vice President LI Yi implemented the resolutions of the Shareholders' general meeting, the Board of Directors and the Board of Supervisors, and the decisions made at president office meetings. In good faith and diligence, he performed the management responsibilities within his remit based on division of work, and promoted the steady and sound development of the businesses in his charge. Vice President LI Yi carried out the regional development strategy in the whole Bank, and advanced differentiated marketing; he implemented the regulatory requirements on structured deposits and real estate loans to curtail the scale of the business; made active efforts to develop the health insurance e-certificate project with improved comprehensive service ability; he expanded custody business outside the Bank, and achieved initial results in the transformation; he promoted the launch of loans of inclusive finance, green loans, agriculture-related loans, and loans for poverty alleviation and epidemic prevention, in a bid to fulfill the Bank's social responsibilities as an enterprise; he perfected the policies for managing wholesale banking, sped up product innovation, constantly worked on the construction of business systems and platforms, and strictly performed the "first-line-of-defense" duties. Under the overall leadership of the Party, Vice President LI Yi exerted strength to consolidate the foundation for organizational work; he improved the evaluation and salary mechanisms of the Bank, and strengthened management over the leaders and staff in important positions. He promoted innovation actively, giving full play to the principal role of party school in training party members and strengthening grass-roots party building. He pushed forward the implementation of the "New Infrastructure Construction" project of the training system, improved the online education platform, and organized special training sessions online and offline for management staff at different levels of the whole Bank. All business indicators for the year met the budgets of the Board.

In accordance with the relevant provisions of Guidelines on the Work of the Board of Supervisors of Commercial Banks and the Measures on Assessment of the Performance of Duties of Senior Management of CHINA BOHAI BANK CO., LTD., the Board of Supervisors rated Vice President LI Yi competent in terms of his performance of duties in 2020.

(III) Assessment opinions on the performance of duties of vice president WU Siqi in 2020

In 2020, in accordance with the requirements of relevant laws and regulations as well as the policies and rules of the Bank, vice president WU Siqi implemented the resolutions of the Shareholders' general meeting, the Board of Directors and the Board of Supervisors, and the decisions made at president office meetings. In good faith and diligence, he performed the operation and management responsibilities within his remit based on division of work, and worked to deepen transformation and development of the "ecosystem bank". In consideration of the needs for pandemic prevention and control, he integrated channels and resources to create a three-dimensional ecosystem for acquiring and reactivating customers; built a comprehensive application platform for retail data, promoted the upgrade and transformation of the technology-driven business growth model; created a complete system of personal loan products and services covering all scenes and channels with housing loans, consumption loans

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and business loans developed; promoted reforms in the organizational structure of inclusive finance, the mechanisms improvement, and product innovation and optimization, supported small and micro enterprises to resume work and production, and over-fulfilled the tasks of inclusive finance; further strengthened the application of big data and artificial intelligence in the management of personal loans and took the initiative to prevent and defuse any risks; fulfilled the social responsibilities, optimized services and management, upgraded the protection of consumers' rights and interests comprehensively; enhanced the system construction of transformation of the retail banking business, strengthened staff assessment and professional training, and enhanced management over the financial budget and expenses of the department in his charge, in an effort to support business innovation, transformation and development of the Bank. All business indicators for the year met the budget of the Board.

In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks and the Measures on Assessment of the Performance of Duties of Senior Management Members of CHINA BOHAI BANK CO., LTD., the Board of Supervisors evaluated vice president WU Siqi as competent in terms of his performance of duties in 2020.

(IV) Assessment opinions on the performance of duties of vice president DU Gang in 2020

In 2020, in accordance with the requirements of relevant laws and regulations as well as the policies and rules of the Bank, vice president DU Gang promoted the implementation of the resolutions of the Shareholders' general meeting, the Board of Directors and the Board of Supervisors. In good faith and diligence, he performed the management responsibilities within his remit based on division of work, and worked to improve operation and management efficiency in multiple dimensions. He steadily promoted the transformation and development of the asset management business and own investment and financing businesses, further standardized the management of interbank customers, and promoted the positive progress in the preparatory work of wealth management subsidiary companies; focusing on the core goal of "winning both battles", he weighed the macroeconomic situation and the impact of the pandemic, and gave full play to the leading role of budget management, constantly doing a good job in tax planning, management system construction and other financial management work; he continued to deepen the management of market risks and liquidity risks, improved the efficiency of capital operation, and promoted the sustainable replenishment of capital for the Bank through channels such as public offering and listing; as the secretary to the Board of Directors, he assisted the chairman of the Board of Directors to continuously improve the corporate governance system of the Bank, formulated revisions thereof according to the latest Articles of Association of the Bank and relevant H-share listing requirements, and completed connection, coordination and information transmission among stakeholders to ensure unhindered communication between the Board of Directors of the Bank and other corporate governance entities. All business indicators for the year met the budgets of the Board.

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In accordance with the relevant requirements of the Guidelines on the Work of the Board of Supervisors of Commercial Banks and the Measures on Assessment of the Performance of Duties of Senior Management Members of CHINA BOHAI BANK CO., LTD., the Board of Supervisors evaluated DU Gang, a vice president and secretary to the Board of Directors as competent in terms of his performance of duties in 2020.

(V) Assessment opinions on the Performance of Duties of vice president ZHAO Zhihong in 2020

In 2020, pursuant to the requirements of relevant laws and regulations as well as the policies and procedures of the Bank, the vice president, ZHAO Zhihong implemented the resolutions of the Shareholders' general meeting, the Board of Directors and the Board of Supervisors, and the decisions made at president office meetings. In good faith and diligence, he performed the management responsibilities within his remit based on division of work, and proactively built agile mechanisms in support of innovation, transformation and development for the entire businesses of the Bank. The vice president, ZHAO Zhihong led the listing office to successfully complete the listing of the Bank's shares on Hong Kong Stock Exchange after overcoming the adverse effects of COVID-19 and other disadvantages; as the chief risk officer, he made continuous efforts to improve the comprehensive risk management system, strengthened credit extension management throughout the entire process, and promoted sustained and stable asset quality for the Bank; while ensuring publicity, implementation and evaluation for the Third "Five-Year Plan", he organized the recruitment, planning and mobilization for a consultancy under the Fourth "Five-Year Plan"; he actively developed key projects of comprehensive management, strengthened the management of joint-stock companies, and strengthened the study of M&A; based on comprehensive consideration of the medium- and long-term development plan and the business status of the Bank, he formulated the annual plan on branch construction scientifically; he improved the construction of internal control systems and mechanisms, and strengthened compliance risk management; he fully implemented various IT management responsibilities and risk management requirements, and promote data governance and big data construction. All business indicators for the year met the budgets of the Board.

In accordance with the Guidelines on the Work of the Board of Supervisors of Commercial Banks (《商業銀行監事會工作指引》) and the Measures on Assessment of the Performance of Duties of Senior Management of CHINA BOHAI BANK CO., LTD. (《渤海銀行股份有限公司高級管理層成員履職評價辦法》), the Board of Supervisors rated ZHAO Zhihong (the vice president and chief risk officer) competent in terms of his performance of duties in 2020.

The report is hereby made.

The Board of Supervisors
CHINA BOHAI BANK CO., LTD.
March 2021

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2020 REPORT ON SELF-EVALUATION OF THE BOARD OF SUPERVISORS AND ASSESSMENT OF THE PERFORMANCE OF DUTIES OF SUPERVISORS OF CHINA BOHAI BANK CO., LTD.

In accordance with the former CBRC's Guidelines on the Work of the Board of Supervisors of Commercial Banks (《商業銀行監事會工作指引》), and the Measures on Assessment of the Performance of Duties of Supervisors of CHINA BOHAI BANK CO., LTD. (《渤海銀行股份有限公司監事履職評價辦法》), the Board of Supervisors organized the Office of the Board of Supervisors to conduct the 2020 self-evaluation of the Board of Supervisors and assessment of the performance of duties of Supervisors from January to February in 2021. The self-evaluation and assessment were issued as follows:

I. 2020 Self-evaluation of the Board of Supervisors

The Board of Supervisors of the Bank conducted the 2020 self-evaluation of the work of the Board of Supervisors focusing on three dimensions, including the performance of supervision responsibility, legal operations and providing independent advices with reference to its daily work and organizing the assessment of Supervisors, and developed the 2020 self-evaluation opinions of the Board of Supervisors.

In 2020, the Board of Supervisors of the Bank strictly followed the laws and regulations, exercised the supervisory powers conferred by the Articles of Association in accordance with the laws, standardized the supervisory work around the central task of the whole Bank, played the role of the Board of Supervisors in corporate governance and promoted the stable operation and development of the Bank. Firstly, we earnestly and steadily carried out all supervision work. We consolidated daily supervision with the annual comprehensive performance assessment, supervised and evaluated the performance of the Board of Directors, senior management and their members in strict accordance with the contents and procedures specified in laws and regulations, promoting the Directors and the members of senior management to perform their duties in accordance with the laws and regulations; completed the exit audits of Directors and senior management members in accordance with the resolutions of the Shareholders' general meeting and the Board of Directors, and conducted timely inspection and evaluation of their performance during their terms of office; adopted comprehensive supervision approach combining on-site and off-site supervision, and actively performed supervision duties of the Board of Supervisors on the finance, internal control, risk management through designating representatives to attend various meetings of the Board of Directors and senior management, reviewing periodic reports, carried out in-depth research and inspection in branches; conducted special audits on the management of related transactions, the work of anti-money laundering, the business of the FinTech Department, the write-off of bad debts, the stress testing and the information security management of the Bank, and made recommendations for rectification and related management of the problems identified in the inspection, as well as drew attention of senior management; paid attention to supervision on strategic development, designated representatives to attend, among others, the kick-off meeting for the consultation project regarding the preparation of the Fourth "Five-Year Plan" for development strategy, and the 2020 strategic communication seminar; and continued to pay

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heightened attention to the changes of significant financial indicators and internal control and risk management. Secondly, we ensured the operations of the Board of Supervisors and its special committees were in compliance with laws and regulations. We strictly implemented the requirements of regulatory laws and regulations and the provisions of the Bank's corporate governance system, held regular meetings, timely considered important events, fully considered proposals, carefully debriefed reports, and met the regulatory requirements on the number and procedures of meetings; organized and implemented the self-evaluation of the work of the Board of Supervisors and the assessment of performance of duties of Supervisors, and promoted the self-improvement of the Board of Supervisors and Supervisors in performing their duties. Thirdly, we ensured the objectivity and fairness of providing independent advices. The Board of Supervisors provided objective and fair independent advices on the Bank's legal operations, financial reports, use of raised funds, acquisition and disposals of assets, related party transactions, internal control and implementation of resolutions of the Shareholders' general meeting, and disclosed them in accordance with the regulations. Fourthly, we improved the system of the Board of Supervisors. In accordance with the Articles of Association of the Bank and the Rules of Procedure of the Board of Supervisors recently approved by the Shareholders' general meeting, we made adaptive amendments on the work rules of the special committees of nomination committee and the supervision committee under the Board of Supervisors. According to the latest changes of the external supervision laws and regulations and the Articles of Association of the Bank, we sorted out the three methods of assessment of the performance of duties for Directors, Supervisors and senior management of the Bank respectively, and formulated the Measures on Assessment of the Performance of Duties of Directors (2020 Revision) (《董事履職評價辦法(2020年修訂)》), Measures on Assessment of the Performance of Duties of Supervisors (2020 Revision) (《監事履職評價辦法(2020年修訂)》), and Measures on Assessment of the Performance of Duties of Senior Management Members (2020 Revision) (《高級管理層成員履職評價辦法(2020年修訂)》). Fifthly, we carried out research, communications and trainings. We overcame the adverse impact of the pandemic, actively conducted interbank surveys and research, strengthened interbank communications, and visited two working institutions of the board of supervisors of listed banks to learn interbank advanced experiences. A team led by the chairman of the Board of Supervisors visited the financial market line, the branches in Suzhou, Nanjing, Nanchang, Guangzhou, Shenzhen and Shenzhen Qianhai, and sub-branches in Dagu South Road, Aocheng and Huayuan in Tianjin to conduct research. Discussions with relevant personnel in charge of branches and sub-branches were held for the team to have a deep understanding of the ideas of transformation and innovation work and the progress of main businesses. The employees' representative Supervisors led the team to successively visit Qingdao Branch, Fuzhou Branch and Xiamen Free Trade Zone Branch to conduct research, to compile a research report for submission to the meetings of the Board of Supervisors for study and discussion, and to send the relevant information to the Board of Directors and senior management in the form of minutes. We organized Supervisors to attend training programs, including the senior training course of "the National Work Practice of Board of Supervisors and Construction of Corporate Supervisory System (全國監事會工作實務暨公司大監督體系建設)", anti-money laundering and the new Securities Law, to further reinforce the duty performance ability of Supervisors.

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II. 2020 Assessment of the Duty Performance of the Board of Supervisors

The Board of Supervisors of the Bank comprehensively assessed the duty performance of Supervisors in 2020 by taking into account daily records of the duty performance of Supervisors, evaluation of Supervisors' attendance at meetings and working hours, and peer evaluation of professional competence and contribution among Supervisors, and produced the results of the duty performance evaluation of Supervisors in 2020.

In 2020, all Supervisors complied with laws and regulations and worked within the Bank's system, gave full play to their expertise, personally attended all meetings of the Board of Supervisors, carefully reviewed the proposals before the meetings, actively voiced their opinions at the meetings, professionally advised the Board of Directors and senior management on management; during the inter-session period, they actively attended important meetings convened by the Bank, reviewed regular reports, participated in special trainings, and paid attention to the development of the Bank. The employees' representative Supervisors paid close attention to the formulation and implementation of the Bank's rules and regulations related to the immediate interests of the employees, accepted the supervision of the employee representative meeting, actively promoted all kinds of supervision, and performed the duties of Supervisors with honesty and due diligence. External Supervisors regularly convened and presided over meetings of special committee under the Board of Supervisors, conducted in-depth investigation and inspection in the Qingdao Branch, paid attention to the preparation and promotion of the Fourth "Five-Year Plan", a plan for development strategy, and offered positive suggestions mainly on risk management, anti-money laundering management, related party transaction management, among others.

In accordance with the Guidelines on the Work of the Board of Supervisors of Commercial Banks and the Measures on Assessment of the Performance of Duties of Supervisors of CHINA BOHAI BANK CO., LTD., it is suggested that the Supervisors including WANG Chunfeng, FENG Jiankuan, QI Ershi, DIAO Qinyi, HUI Yung Chris, FAN Zhigui should be rated as competent in the 2020 assessment of performance of duties.

The report is hereby made.

Appendices:

1. Summary of the Evaluation of the Work of the Board of Supervisors in 2020 by the Supervisors of CHINA BOHAI BANK CO., LTD.
2. Summary of Due Diligence Evaluation of Supervisors of CHINA BOHAI BANK CO., LTD. in 2020

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CHINA BOHAI BANK CO., LTD.
March 2021

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Appendix 1:

**Summary of the Evaluation of the Work of the Board of Supervisors
in 2020 by the Supervisors of
CHINA BOHAI BANK CO., LTD.**

	WANG	FENG	QI	DIAO	HUI	FAN
	Chunfeng	Jiankuan	Ershi	Qinyi	Yung Chris	Zhigui
Do you think the overall work of the Board of Supervisors was qualified in the performance of duty supervision, financial supervision, internal control supervision, risk management supervision, operating the Board of Supervisors and its special committees in accordance with laws and regulations, and providing independent advices on relevant matters of the Bank in 2020?	Qualified	Qualified	Qualified	Qualified	Qualified	Qualified

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

Appendix 2:

Summary of Due Diligence Evaluation of Supervisors of CHINA BOHAI BANK CO., LTD. in 2020

Evaluation contents	Full Score	WANG Chunfeng	FENG Jiankuan	QI Ershi	DIAO Qinyi	HUI Yung		FAN Zhigui
						Chris		
I. Attendance at meetings	20	20	20	20	20	20	20	20
1. Attendance at meetings of the Board of Supervisors	12	12	12	12	12	12	12	12
2. Attendance at meetings of the special committees of the Board of Supervisors	8	8	8	8	8	8	8	8
II. Working hours	10	10	10	10	10	10	10	10
III. Professional competence and contribution	70	70	70	69.4	70	70	70	70
1. Be familiar with and master the relevant economic and financial laws and regulations and the know-how of bank operations and management, as well as the issues considered and the decision-making fields	5	5	5	5	5	5	5	5
2. Read the Bank's business and financial reports carefully, and keep abreast of the Bank's business operation and risk management such as money laundering	10	10	10	9.7	10	10	10	10
3. Make full preparations for the matters under consideration before the meeting	5	5	5	4.7	5	5	5	5

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

Evaluation contents	Full Score	WANG Chunfeng	FENG Jiankuan	QI Ershi	DIAO Qinyi	HUI	
						Yung Chris	FAN Zhigui
4. Actively respond and participate during the meetings, and be able to offer thoughtful and responsible opinions on the issues under consideration	10	10	10	10	10	10	10
5. Be able to find and provide information that may serve as reference for decision-making	5	5	5	5	5	5	5
6. Be able to provide valuable opinions and recommendations to the Bank	10	10	10	10	10	10	10
7. Be practical and can promote the smooth completion of the work	5	5	5	5	5	5	5
8. Adhere to principles and play a constructive role at the meetings	5	5	5	5	5	5	5
9. Be able to treat all Shareholders fairly and safeguard the interests of the Bank as a whole	10	10	10	10	10	10	10
10. Exercise duties within the scope of the functions and powers of Supervisors	5	5	5	5	5	5	5
IV. Total score	100	100	100	99.4	100	100	100
V. Evaluation results (Competent/Basically Competent/Incompetent)		Competent	Competent	Competent	Competent	Competent	Competent

Notes: 1. "Attendance at meetings" and "working hours" were evaluated by the office of the Board of Supervisors; "professional competence and contribution" was evaluated by Supervisors; external Supervisors evaluated all Supervisors, while non-external Supervisors did not participate in the evaluation of external Supervisors.

2. Competent: the total score is above 80 (including 80); basically competent: the total score is above 60 (including 60) but below 80 (excluding 80); incompetent: the total score is below 60 (excluding 60).

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

REPORT OF THE BOARD OF SUPERVISORS ON INDEPENDENT OPINIONS ON RELATED MATTERS IN 2020

For the independent opinions on related matters in 2020 of the Board of Supervisors of CHINA BOHAI BANK CO., LTD., please refer to the section “Report of the Board of Supervisors” of the Bank’s 2020 Annual Report.

NOTICE OF 2020 ANNUAL 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 2020 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 annual general meeting of CHINA BOHAI BANK CO., LTD. (the “**Bank**”) (the “**2020 AGM**”) 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, May 17, 2021 for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. Report of the Board of Directors for 2020 of CHINA BOHAI BANK CO., LTD.
2. Report of the Board of Supervisors for 2020 of CHINA BOHAI BANK CO., LTD.
3. Report of Final Financial Accounts for 2020 of CHINA BOHAI BANK CO., LTD.
4. Profit Distribution Plan for 2020 of CHINA BOHAI BANK CO., LTD.
5. Re-appointment of External Auditors for 2020
6. Re-appointment of External Auditors for 2021
7. Financial Budget Report for 2021 of CHINA BOHAI BANK CO., LTD.
8. Measures for Equity Management of CHINA BOHAI BANK CO., LTD.
9. Adjustment Plan for the Allowances of Directors and Supervisors
10. Election of Mr. WANG Zhiyong as a non-executive director of the Bank

SPECIAL RESOLUTIONS

11. Special Authorization Plan for Financial Bonds and Tier-two Capital Bonds
12. General Mandate Granted to the Board of Directors to Issue New H Shares

The detailed resolutions mentioned above are set out in the Bank’s circular dated April 15, 2021 in respect of convening the 2020 AGM.

NOTICE OF 2020 ANNUAL GENERAL MEETING

The following reports will also be listened to at the 2020 AGM by way of written reports:

13. Report on Resignation of Mr. ZHANG Bingjun as a non-executive director of CHINA BOHAI BANK CO., LTD.
14. 2020 Report on Related Party Transactions and Management of Related Party Transactions of CHINA BOHAI BANK CO., LTD. issued by the Board of Directors.
15. 2020 Assessment Report on the Performance of Duties of the Board of Directors, Senior Management and their Members issued by the Board of Supervisors of CHINA BOHAI BANK CO., LTD.
16. 2020 Report on Self-evaluation of the Board of Supervisors and Assessment of the Performance of Duties of Supervisors of CHINA BOHAI BANK CO., LTD.
17. Report of the Board of Supervisors on Independent Opinions on Related Matters for 2020

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

April 15, 2021

As at the date of this notice, 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.

NOTICE OF 2020 ANNUAL 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 2020 AGM will be taken by poll. The relevant poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Bank's website at www.cbhb.com.cn after the conclusion of the 2020 AGM.
- 2 In order to determine the shareholders who are entitled to attend the 2020 AGM, the register of members of the Bank will be closed from Saturday, April 17, 2021 to Monday, May 17, 2021 (both days inclusive). In order to attend and vote at the 2020 AGM, 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 Friday, April 16, 2021.
- 3 In order to determine the shareholders who are entitled to receive the final dividend for the year of 2020, 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 final dividend for the year of 2020, 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.
- 4 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.
- 5 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.
- 6 If you intend to appoint a proxy to attend the 2020 AGM, 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, Postcode: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2020 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2020 AGM or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.
- 7 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.