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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)

**ELECTION OF MR. WANG JINHONG AS
AN EXECUTIVE DIRECTOR
ELECTION OF MR. DUAN WENWU AS
A NON-EXECUTIVE DIRECTOR
AND
NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING**

The Bank will convene the 2023 First EGM at 2:00 p.m. on Monday, August 7, 2023 at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China. Notice of the 2023 First EGM is set out in this circular and is also published on the website of The Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk).

If you intend to appoint a proxy to attend the 2023 First EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of Domestic Shares, the proxy form should be returned to the office of the Board of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postal Code: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2023 First EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2023 First EGM or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

July 21, 2023

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DEFINITIONS

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

“2023 First EGM”	the 2023 first extraordinary general meeting of the Bank to be held at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China at 2:00 p.m. on Monday, August 7, 2023
“Articles of Association”	the Articles of Association of CHINA BOHAI BANK CO., LTD. (as amended, supplemented or otherwise modified from time to time)
“Bank” or “our Bank”	CHINA BOHAI BANK CO., LTD. (渤海銀行股份有限公司)
“Board” or “Board of Directors”	the Board of Directors of the Bank
“Director(s)”	the director(s) of the Bank
“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)
“Domestic Share(s)”	ordinary share(s) issued by the Bank with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“Group”	the Bank and its subsidiaries
“H Shareholder(s)”	the holder(s) of H Shares
“H Share(s)”	the overseas listed foreign share(s) issued by the Bank with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed and traded on the Hong Kong Stock Exchange
“HK\$” or “HKD” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	the Domestic Share(s) and H Share(s)
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	percent

LETTER FROM THE BOARD



CHINA BOHAI BANK CO., LTD.

渤海銀行股份有限公司

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

(Stock Code: 9668)

Executive Directors:

Mr. QU Hongzhi
Mr. DU Gang
Mr. ZHAO Zhihong

Non-executive Directors:

Mr. FUNG Joi Lun Alan (*Vice Chairman*)
Ms. YUAN Wei
Mr. YE Baishou
Mr. HU Aimin
Mr. ZHANG Yunji

Independent Non-executive Directors:

Mr. MAO Zhenhua
Mr. CHI Guotai
Mr. MU Binrui
Mr. TSE Yat Hong
Mr. ZHU Ning
Mr. SHUM Siu Hung Patrick

Registered Address and

Office Address:

218 Haihe East Road
Hedong District
Tianjin
PRC

Principal Place of Business

in Hong Kong:

Suites 1201-1209 and 1215-1216
12/F, Two International Finance Centre
Central
Hong Kong

To the Shareholders

Dear Sir/Madam,

**ELECTION OF MR. WANG JINHONG AS
AN EXECUTIVE DIRECTOR**

**ELECTION OF MR. DUAN WENWU AS
A NON-EXECUTIVE DIRECTOR**

AND

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with the notice of the 2023 First EGM 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 2023 First EGM for consideration: (1) Election of Mr. WANG Jinhong as an executive Director; (2) Election of Mr. DUAN Wenwu as a non-executive Director. Furthermore, this circular also includes written reports of matters to be listened to at the 2023 First EGM.

LETTER FROM THE BOARD

ELECTION OF MR. WANG JINHONG AS AN EXECUTIVE DIRECTOR

As nominated by TEDA Investment Holding Co., Ltd., a Shareholder, and reviewed by the Nomination and Remuneration Committee of the Board of the Bank, the Board proposed to appoint Mr. WANG Jinhong (“**Mr. WANG**”) as an executive Director, chairman of the fifth session of the Board of the Bank, chairman of the Development Strategy and Inclusive Finance Committee of the Board and a member of the Nomination and Remuneration Committee of the Board, his term of office will commence from the date when he is elected as an executive Director of the Bank by the Shareholders’ general meeting of the Bank and his related appointment qualification is approved by relevant regulatory authority until the expiry of the term of the fifth session of the Board of the Bank.

Biographical details of Mr. WANG are set out below:

Mr. WANG Jinhong, born in 1971, is an economist and a doctorate candidate in finance. He was a vice president of Tianjin Branch of Shenzhen Development Bank, the party secretary and president of Tianjin Branch of the Bank, the party secretary and president of Binhai New District Branch of the Bank, the president of Tianjin Pilot Free Trade Zone Branch of the Bank, an assistant to president, a member of the party committee, a vice president and an executive Director of the Bank. He was chairman of Tianjin Haihe River Industry Fund Management Co., Ltd. (天津市海河產業基金管理有限公司). He is currently the party secretary of the Bank.

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 his election as an executive Director of the Bank by the Shareholders’ general meeting and the approval of his related appointment qualification by the relevant regulatory authority, Mr. WANG will enter into a service contract with the Bank. The term of office of Mr. WANG will commence from the date when he is elected as an executive Director of the Bank by the Shareholders’ general meeting of the Bank and his appointment qualification is approved by relevant regulatory authority until the expiry of the term of the fifth session of the Board. The Bank will determine his annual basic salary based on his position as chairman of the Board, and his annual performance-based salary and incentive payments during the tenure shall be determined annually by the Shareholders’ general meeting and the Board upon evaluation in accordance with the relevant laws and regulations, the Bank’s operating conditions, and the remuneration policies of the Bank for leaders of enterprise under Tianjin Municipal Government, other benefit packages include basic pension insurance, medical insurance, unemployment insurance, work injury insurance, maternity insurance, housing provident fund and corporate annuity. The Bank will disclose the specific implementation of the annual remuneration in its annual report each year.

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 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

ELECTION OF MR. DUAN WENWU AS A NON-EXECUTIVE DIRECTOR

As nominated by State Development & Investment Corp., Ltd., a Shareholder, and reviewed by the Nomination and Remuneration Committee of the Board of the Bank, the Board proposed to appoint Mr. DUAN Wenwu (“**Mr. DUAN**”) as a non-executive Director of the fifth session of the Board of the Bank and a member of the Development Strategy and Inclusive Finance Committee of the Board. His term of office will commence from the date when he is elected as a non-executive Director of the Bank by the Shareholders’ general meeting of the Bank and his appointment qualification is approved by the relevant regulatory authority until the expiry of the term of the fifth session of the Board of the Bank.

Biographical details of Mr. DUAN are set out below:

Mr. DUAN Wenwu, born in 1969, has a bachelor’s degree and is a senior accountant. Mr. DUAN served as deputy manager and manager of the finance department, deputy chief accountant, chief accountant and deputy general manager of Yunnan Dachaoshan Hydropower Co., Ltd. (雲南大朝山水電有限公司), assistant to the director of the finance and accounting department of State Development and Investment Corp (國家開發投資公司), deputy general manager of SDIC Finance Co., Ltd. (國投財務有限公司), deputy director of the finance and accounting department of State Development and Investment Corp (國家開發投資公司), deputy general manager of China National Complete Plant Import and Export Group Corporation (中國成套設備進出口(集團)總公司), director of the finance and accounting department of State Development and Investment Corp (國家開發投資公司), general manager of SDIC Essence (Holdings) Co., Ltd (國投安信股份有限公司), general manager of SDIC Capital Co., Ltd. (國投資本股份有限公司), chairman and secretary of the party branch of SDIC Finance Co., Ltd. (國投財務有限公司), and general manager, deputy secretary of the party committee, chairman and secretary of the party committee of China National Investment and Guaranty Corporation (中國投融資擔保股份有限公司). He is currently chairman and secretary of the party committee of SDIC Capital Co., Ltd. (國投資本股份有限公司) and a non-executive director of China International Capital Corporation Limited.

Save as disclosed above, Mr. DUAN 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. DUAN does not have any other relationships with other Directors, supervisors, senior management or substantial Shareholders of the Bank.

Upon his election as a non-executive Director of the Bank by the Shareholders’ general meeting and the approval of his related appointment qualification by the relevant regulatory authority, Mr. DUAN will enter into a service contract with the Bank. The term of office of Mr. DUAN will commence from the date when he is elected as a Director of the Bank by the Shareholders’ general meeting and his appointment qualification is approved by relevant regulatory authority until the expiry of the term of office of the fifth session of the Board. Mr. DUAN will not receive any remuneration from the Bank.

LETTER FROM THE BOARD

In addition, Mr. DUAN 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 matters in relation to the appointment of Mr. DUAN 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.

MATTERS TO BE LISTENED TO AT THE 2023 FIRST EGM

The following reports will also be listened to at the 2023 First EGM:

Report on resignation of Mr. LI Fuan as an executive Director and chairman of CHINA BOHAI BANK CO., LTD. (Written Report)

Report on resignation of Mr. Ye Baishou as a non-executive Director of CHINA BOHAI BANK CO., LTD. (Written Report)

2023 FIRST EGM

The Bank will convene the 2023 First EGM at 2:00 p.m. on Monday, August 7, 2023 at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China. Notice of the 2023 First EGM is set out on pages 9 to 10 of this circular.

If you intend to appoint a proxy to attend the 2023 First EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of Domestic Shares, the proxy form should be returned to the office of the Board of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postal Code: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2023 First EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2023 First EGM or any adjournment thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the 2023 First EGM, the register of members of the Bank will be closed from Wednesday, August 2, 2023 to Monday, August 7, 2023 (both days inclusive). In order to attend and vote at the 2023 First EGM, holders of H Shares of the Bank whose transfer documents have not been registered shall deposit all transfer documents accompanied by the relevant share certificate(s) at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, No. 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, August 1, 2023.

LETTER FROM THE BOARD

VOTING METHOD OF 2023 FIRST EGM

According to the Listing Rules, the voting of resolutions at the 2023 First EGM will be taken by poll. The relevant poll results will be published on the website of The Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Bank's website at www.cbhb.com.cn.

Please be advised that in accordance with Article 69 of the Articles of Association, when the credit extended by the Bank to a shareholder (in particular, substantial shareholder) is overdue, or if a shareholder pledges 50% or more of his/her equity in the Bank, the voting rights of such shareholder at the Shareholders' general meetings and of director(s) appointed by such shareholder at Board meetings shall be subject to restriction.

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 2023 First EGM.

By order of the Board
CHINA BOHAI BANK CO., LTD.
QU Hongzhi
Executive Director, President

Tianjin, China
July 21, 2023

WRITTEN REPORTS OF MATTERS TO BE LISTENED TO

REPORT ON RESIGNATION OF MR. LI FUAN AS AN EXECUTIVE DIRECTOR AND CHAIRMAN OF CHINA BOHAI BANK CO., LTD.

The Board has received the resignation letter from Mr. LI Fuan (“**Mr. LI**”). Mr. LI resigned as chairman, an executive director of the Bank and chairman of the Development Strategy and Inclusive Finance Committee of the Board, a member of the Nomination and Remuneration Committee of the Board due to retirement. As considered and approved by the Board, the resignation of Mr. LI became effective on July 18, 2023.

REPORT ON RESIGNATION OF MR. YE BAISHOU AS A NON-EXECUTIVE DIRECTOR OF CHINA BOHAI BANK CO., LTD.

The Board has received the resignation of Mr. YE Baishou (“**Mr. YE**”), who has resigned as a non-executive Director of the Bank and a member of the Development Strategy and Inclusive Finance Committee of the Board due to his retirement, the resignation of Mr. YE shall become effective from the date on which the successor non-executive Director is elected by the Shareholders’ general meeting of the Bank and on the date such successor non-executive Director obtains the qualification approval from the regulatory authority.

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING



CHINA BOHAI BANK CO., LTD.

渤海銀行股份有限公司

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

(Stock Code: 9668)

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 First Extraordinary General Meeting of CHINA BOHAI BANK CO., LTD. (the “Bank”) (the “**2023 First EGM**”) will be held at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China at 2:00 p.m. on Monday, August 7, 2023 for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. Election of Mr. WANG Jinhong as an executive Director
2. Election of Mr. DUAN Wenwu as a non-executive Director

The detailed resolutions mentioned above are set out in the Bank’s circular dated July 21, 2023 in respect of convening the 2023 First EGM.

The following reports will also be listened to at the 2023 First EGM by way of written reports:

3. Report on resignation of Mr. LI Fuan as an executive Director and chairman of CHINA BOHAI BANK CO., LTD.
4. Report on resignation of Mr. YE Baishou as a non-executive Director of CHINA BOHAI BANK CO., LTD.

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

QU Hongzhi

Executive Director, President

July 21, 2023

As of the date of this notice, the Board of the Bank comprises Mr. QU Hongzhi, Mr. DU Gang and Mr. ZHAO Zhihong as executive Directors; Mr. FUNG Joi Lun Alan, Ms. YUAN Wei, Mr. YE Baishou, Mr. HU Aimin and Mr. ZHANG Yunji as non-executive Directors; and Mr. MAO Zhenhua, Mr. CHI Guotai, Mr. MU Binrui, Mr. TSE Yat Hong, Mr. ZHU Ning and Mr. SHUM Siu Hung Patrick as independent non-executive Directors.

NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

- 1 According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the voting of resolutions contained in the notice of 2023 First EGM will be taken by poll.
- 2 In order to determine the shareholders who are entitled to attend the 2023 First EGM, the register of members of the Bank will be closed from Wednesday, August 2, 2023 to Monday, August 7, 2023 (both days inclusive). In order to attend and vote at the 2023 First EGM, holders of H Shares of the Bank whose transfer documents have not been registered shall deposit all transfer documents accompanied by the relevant share certificate(s) at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, No. 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, August 1, 2023.
- 3 Shareholders who are entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on their behalves. A proxy needs not be a shareholder of the Bank.
- 4 A shareholder shall entrust the proxy in writing. The written power of attorney shall be signed by the principal or by the proxy entrusted thereby in writing; if the principal is a legal person or other institution, the power of attorney shall be signed under the seal of the legal person or under the hand of its legal representative or other representative duly authorized.
- 5 If you intend to appoint a proxy to attend the 2023 First EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H shares, the proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this form of proxy is signed by a person on behalf of the appointor) should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of domestic shares, the above document(s) should be returned to the office of the board of Directors of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postal Code: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2023 First EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2023 First EGM or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.
- 6 The meeting is expected to last for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the meeting.