
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in CHINA BOHAI BANK CO., LTD., you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 9668)

RE-APPOINTMENT OF EXTERNAL AUDITORS FOR 2024 AND SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

Where the Bank convenes a Shareholders' general meeting, Shareholder(s) individually or jointly holding 3% or more of the total voting shares issued by the Bank may put forward an interim proposal within 10 days before the Shareholders' general meeting is convened. China Shipping Investment Co., Ltd. (which holds approximately 11.12% of the issued Shares of the Bank as of the Latest Practicable Date) has submitted a proposal to the Shareholders' general meeting for the Re-appointment of External Auditors for 2024 on behalf of the Board of the Bank. The relevant details are set out in this supplemental circular (the "**Supplemental Circular**").

The Supplemental Circular should be read in conjunction with the 2023 AGM Circular dated June 7, 2024 (the "**First Circular**").

The Bank will convene the 2023 AGM at 2:00 p.m. on Friday, June 28, 2024 at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China. Notice of the 2023 AGM (the "**First Notice**") has been despatched on June 7, 2024. The supplemental notice (the "**Supplemental Notice**") of the 2023 AGM set out on pages 6 to 7 of the Supplemental Circular contains an additional resolution to be proposed at the 2023 AGM. A second proxy form (the "**Second Proxy Form**"), which contains the original proposed resolutions and the newly proposed resolution, is also enclosed.

If you intend to appoint a proxy to attend the 2023 AGM, you are required to complete and return the accompanying Second Proxy Form in accordance with the instructions printed thereon. For holders of H Shares, the Second 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 Second 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 AGM or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.

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

June 13, 2024

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DEFINITIONS

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

“2023 AGM”	the 2023 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 Friday, June 28, 2024
“Articles of Association”	the Articles of Association of CHINA BOHAI BANK CO., LTD. (as amended, supplemented or otherwise modified from time to time)
“Bank” or “our Bank”	CHINA BOHAI BANK CO., LTD. (渤海銀行股份有限公司)
“Board” or “Board of Directors”	the Board of Directors of the Bank
“Director(s)”	the director(s) of the Bank
“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)
“Domestic Share(s)”	ordinary share(s) issued by the Bank with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“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
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China

DEFINITIONS

“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)
“%”	percent

LETTER FROM THE BOARD



CHINA BOHAI BANK CO., LTD. 渤海銀行股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 9668)

Executive Directors:

Mr. WANG Jinhong (*Chairman*)
Mr. QU Hongzhi
Mr. DU Gang
Mr. ZHAO Zhihong

Non-executive Directors:

Mr. AU Siu Luen (*Vice Chairman*)
Ms. YUAN Wei
Mr. DUAN Wenwu
Mr. HU Aimin
Mr. ZHANG Yunji

Independent Non-executive Directors:

Mr. MAO Zhenhua
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,

RE-APPOINTMENT OF EXTERNAL AUDITORS FOR 2024 AND SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

INTRODUCTION

Reference is made to the First Circular and the First Notice, which set out, among others, the resolutions to be proposed at the Shareholders' general meeting for consideration at the 2023 AGM. This Supplemental Circular should be read in conjunction with the First Circular.

LETTER FROM THE BOARD

Pursuant to the Articles of Association, where the Bank convenes a Shareholders' general meeting, Shareholder(s) individually or jointly holding 3% or more of the total voting shares issued by the Bank may put forward an interim proposal within 10 days before the Shareholders' general meeting is convened. China Shipping Investment Co., Ltd. (which holds approximately 11.12% of the issued Shares of the Bank as of the Latest Practicable Date) has submitted a proposal to the Shareholders' general meeting for the Re-appointment of External Auditors for 2024 on behalf of the Board for consideration as an ordinary resolution. The relevant details are set out in this Supplemental Circular.

RE-APPOINTMENT OF EXTERNAL AUDITORS FOR 2024

It is proposed to re-appoint Deloitte Touche Tohmatsu Certified Public Accountants LLP and Deloitte Touche Tohmatsu as the respective domestic and overseas auditor of the Bank for the year of 2024. The term of engagement shall commence upon the conclusion of the 2023 AGM of the Bank until the conclusion of the 2024 annual general meeting of the Bank. The total audit fee shall be RMB5.98 million.

2023 AGM

The Bank will convene the 2023 AGM at 2:00 p.m. on Friday, June 28, 2024 at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China. The First Notice has been despatched on June 7, 2024. The supplemental notice (the "**Supplemental Notice**") of the 2023 AGM set out on pages 6 to 7 of the Supplemental Circular contains an additional resolution to be proposed at the 2023 AGM. The Second Proxy Form, which contains the original proposed resolutions and the newly proposed resolution, is also enclosed.

If you intend to appoint a proxy to attend the 2023 AGM, you are required to complete and return the accompanying Second Proxy Form in accordance with the instructions printed thereon. For holders of H Shares, the Second 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 Second 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 AGM or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion that the above resolution proposed is in the interests of the Bank and the Shareholders as a whole. Thus, the Board recommends that the Shareholders should vote in favor of the additional resolution proposed at the 2023 AGM.

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

Tianjin, China
June 13, 2024

SUPPLEMENTAL NOTICE OF 2023 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)

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

Reference is made to the circular (the “**First Circular**”) and notice (the “**First Notice**”) both dated June 7, 2024 of the 2023 annual general meeting of CHINA BOHAI BANK CO., LTD. (the “**Bank**”) (the “**2023 AGM**”), which set out, among others, the resolutions to be proposed at the 2023 AGM 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 Friday, June 28, 2024 for consideration of the Shareholders’ general meeting.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that, in addition to the resolutions set out in the First Notice, the following resolution will be considered, and if thought fit, passed at the 2023 AGM:

ORDINARY RESOLUTION

14. Re-appointment of external auditors for 2024

The detailed resolution mentioned above is set out in the Bank’s supplemental circular dated June 13, 2024 in respect of convening the 2023 AGM.

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

June 13, 2024

As of the date of this notice, the Board comprises Mr. WANG Jinhong, Mr. QU Hongzhi, Mr. DU Gang and Mr. ZHAO Zhihong as executive directors; Mr. AU Siu Luen, Ms. YUAN Wei, Mr. DUAN Wenwu, Mr. HU Aimin and Mr. ZHANG Yunji as non-executive directors; and Mr. MAO Zhenhua, Mr. MU Binrui, Mr. TSE Yat Hong, Mr. ZHU Ning and Mr. SHUM Siu Hung Patrick as independent non-executive directors.

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

Notes:

- 1 Save for the supplemental resolution set out above, the resolutions contained in the First Notice remain unchanged. For details about other resolutions to be considered at the 2023 AGM, arrangements for the closure of register of members and other related matters, please refer to the First Notice and First Circular.
- 2 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.
- 3 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.
- 4 If you intend to appoint a proxy to attend the 2023 AGM, you are required to complete and return the accompanying Second Proxy Form in accordance with the instructions printed thereon. For holders of H shares, the Second Proxy Form (together with a notorially 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 AGM or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the 2023 AGM or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.
5. The proxy form (the "**First Proxy Form**") despatched along with the First Notice did not contain the additional resolution No. 14 as set out in this supplemental notice. As such, a second proxy form (the "**Second Proxy Form**") has been prepared by the Bank and is enclosed with this supplemental notice.

A Shareholder who has lodged the First Proxy Form should note that:

- (i) if he/she did not lodge the Second Proxy Form, the First Proxy Form, if correctly completed, will be deemed as a valid proxy form lodged by him/her. The proxy so appointed by such Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly proposed at the 2023 AGM (except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form), including the additional resolution No. 14 set out in this supplemental notice.
- (ii) if he/she lodged the Second Proxy Form not later than 24 hours before the time appointed for holding the 2023 AGM or any adjournment thereof, the First Proxy Form previously lodged by him/her will be revoked and superseded by the Second Proxy Form. The Second Proxy Form, if correctly completed, will be deemed as the only valid proxy form lodged by such Shareholder.
- (iii) if he/she lodged the Second Proxy Form later than 24 hours before the time appointed for holding the 2023 AGM or any adjournment thereof, the Second Proxy Form will be invalid and the First Proxy Form previously lodged by such Shareholder will also be revoked. The vote of proxy appointed by the Shareholder, either by the First Proxy Form or the Second Proxy Form, by the invalid or revoked form of proxy will not be counted for the voting of the resolutions. Therefore, Shareholders are recommended to lodge the Second Proxy Form no later than the closing time. A Shareholder shall be present in person if he/she intends to vote at the 2023 AGM.