天津銀行
BANK OF TIANJIN

BANK OF TIANJIN CO., LTD.*
天津銀行股份有限公司*

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

(Stock Code: 1578)

NOTICE OF 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 annual general meeting (the "**AGM**") of Bank of Tianjin Co., Ltd. (天津銀行股份有限公司) (the "**Bank**") will be held at Geneva Hotel (No.32 Youyi Road, Hexi District, Tianjin, PRC), at 9:30 a.m. on Friday, May 12, 2017.

The following resolutions will be considered and, if thought fit, approved by the Shareholders of the Bank at the AGM:

ORDINARY RESOLUTIONS

1. to consider and approve the Work Report of the Board of Directors for 2016;

2. to consider and approve the Work Report of the Board of Supervisors for 2016;

3. to consider and approve the Report for Final Financial Accounts for 2016;

4. to consider and approve the Profit Distribution Plan for 2016;

5. to consider and approve the Report for Financial Budget for 2017;

6. To consider and approve the appointment of external auditor to review and audit the financial statements for 2017;

SPECIAL RESOLUTIONS

7. to consider and approve the Capital Replenishment Plan (2017-2020);

8. to consider and approve the Issuance Plan of Tier-2 Capital Bonds in 2017;

9. to consider and approve the Issuance Plan of Financial Bonds in 2017;

10. to consider and approve the Plan on Authorization by the Shareholders' General Meeting to the Board;

TO RECEIVE THE RELEVANT REPORTS

11. to listen to the Appraisal Report on the Performance of Duties by Directors, Supervisors and Senior Management of the Bank for 2016; and

12. to listen to the Work Report of independent non-executive Directors for 2016.

By Order of the Board
Bank of Tianjin Co., Ltd.
LI Zongtang
Chairman

Tianjin, China
March 28, 2017

As at the date of this notice, the board of directors of the Bank comprises Mr. LI Zongtang, Mr. SUN Liguo, Mr. YUE Desheng and Ms. ZHANG Furong, as executive directors; Mr. ZHAO Jiawang, Mr. YU Yang, Mr. Alistair Marshall Bulloch, Mr. ZHAO Wei, Mr. LUAN Fengxiang and Mr. ZENG Xiangxin as non-executive directors; Mr. LIU Baorui, Mr. FENG Heping, Mr. GUO Tianyong, Mr. LAW Yee Kwan, Quinn and Mr. JIN Qingjun as independent non-executive directors.

* *Bank of Tianjin Co., Ltd. is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking/deposit-taking business in Hong Kong.*

Notes:

1. Additional information of the Work Report of the Board of Directors for 2016 , the Work Report of the Board of Supervisors for 2016, the Capital Replenishment Plan (2017-2020), Issuance Plan of Tier-2 Capital Bonds in 2017, Issuance Plan of Financial Bonds in 2017 and the Plan on Authorization by the Shareholders' General Meeting to the Board are set out in Appendices I and VI to the circular of the 2016 AGM, respectively.

2. **Registration procedures for attending the AGM**

   Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual Shareholders shall produce their effective proof of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the legal representative of the corporate Shareholder.

3. **Reply Slip**

   Holders of H Shares who intend to attend the AGM in person or by proxy should return the reply slip in person, by post or by facsimile to the H Share Registrar, Computershare Hong Kong Investor Services Limited, on or before Saturday, April 22, 2017.

   The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (Tel: +852 2862 8555, Fax: +852 2865 0990).

4. **Proxy**

   Any Shareholder entitled to attend and vote at the 2016 AGM is entitled to appoint one or more persons (whether such person is a shareholder or not) as his/her proxy or proxies to attend and vote on his/her behalf.

   The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorised in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.

   The proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this proxy form is signed by a person on behalf of the appointor) must be delivered by the holder of H shares to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 9:30 am on Thursday, May 11, 2017 (Hong Kong time). If no direction is given, the proxy will be entitled to vote or abstain as he/she thinks fit. The proxy will also be entitled to vote at his/her discretion on any resolution properly put forward at the 2016 AGM other than those referred to in the notice convening the 2016 AGM.

   Where there are joint holders of any Shares, any one of such persons may vote at the 2016 AGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders is present at the 2016 AGM, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof.

   Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the AGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

5. **Closure of register of members**

   In order to determine the list of Shareholders who are entitled to attend and vote at the 2016 AGM to be held on Friday, May 12, 2017, the register of members of the Bank will be closed from Wednesday, April 12, 2017 to Friday, May 12 2017 (both days inclusive). The holders of H shares of the Bank who intend to attend and vote at the 2016 AGM must lodge all the transfer documents accompanied by the relevant H share certificates with the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong to process the registration not later than 4:30 p.m. on Tuesday, April 11, 2017.

In order to determine the list of Shareholders who are entitled to receive the 2016 final dividends, the H shares register of members of the Bank will be closed from Thursday, May 18, 2017 to Tuesday, May 23, 2017 (both days inclusive). Shareholders whose names appear on the register of H share register of members and domestic share register of members of the Bank on Tuesday, May 23, 2017 will be entitled to receive the final dividends. The holders of H Shares who intend to qualify for receiving the final dividends must lodge all the transfer documents accompanied by the relevant H share certificates with the H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong to process the registration not later than 4:30 p.m. on Wednesday, May 17, 2017.

6. Publication of poll results

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, each of the resolutions set out in the Notice of the 2016 AGM will be voted by poll. Results of the poll voting will be published on the Bank's website at www.bankoftianjin.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.

7. Others

The 2016 AGM is estimated to last no longer than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses.