
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 Bank of Tianjin Co., Ltd.* (天津銀行股份有限公司), you should at once hand this supplemental circular along with the revised proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1578)

SUPPLEMENTAL CIRCULAR
ISSUANCE PLAN OF FINANCIAL BONDS
AND
SUPPLEMENTAL NOTICE OF 2021 ANNUAL GENERAL MEETING

This Supplemental Circular should be read together with the First Circular of the Bank dated 31 March 2022.

A supplemental notice convening the 2021 AGM to be held at The Astor Hotel Tianjin (No. 33 Taier Zhuang Road, Heping District, Tianjin, the PRC, at 10:00 a.m. on Wednesday, 18 May 2022 is set out on pages 6 to 7 of this Supplemental Circular.

An additional resolution will be presented at the AGM, the details of which are set out in this Supplemental Circular. A revised proxy form for the AGM which contains the additional resolution to be proposed at the AGM is enclosed herewith. Shareholders who intend to appoint a proxy to attend the AGM shall complete the enclosed Revised Proxy Form in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 10:00 a.m. on Tuesday, 17 May 2022) or any adjournment thereof (as the case may be).

The Original Proxy Form dated 31 March 2022 that has been returned to the H Share Registrar of the Bank will, if correctly completed, be deemed effective and applicable to the extent permissible.

Completion and return of the Revised Proxy Form will not preclude a Shareholder from attending in person and voting at the 2021 AGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

* *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.*

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DEFINITIONS

Unless the context requires otherwise, all terms and expressions in the Supplemental Circular and the First Circular shall have the same meanings. In addition, in this Supplemental Circular, unless the context requires otherwise, the following terms and expressions shall have the following meanings:

“First Circular”	the circular dispatched by the Bank to its Shareholders dated 31 March 2022
“Supplemental Circular”	the supplemental circular dispatched by the Bank to its Shareholders dated 25 April 2022
“Revised Proxy Form”	the revised proxy form dispatched together with the Supplemental Circular by the Bank
“Original Proxy Form”	the proxy form dispatched together with the First Circular by the Bank
“Supplemental Notice of the AGM”	the supplemental notice of the AGM of the Bank dated 25 April 2022
“Original Notice of the AGM”	the notice of the AGM of the Bank dated 31 March 2022

LETTER FROM THE BOARD



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)

Board of Directors:

Executive Directors

Mr. SUN Liguao
Mr. WU Hongtao

Non-executive Directors

Ms. SUN Jingyu
Ms. DONG Guangpei
Mr. Alistair Marshall BULLOCH
Mr. ZHAO Wei
Mr. WANG Shunlong
Ms. LI Jun

Independent Non-executive Directors

Mr. FENG Heping
Mr. LAW Yee Kwan, Quinn
Mr. JIN Qingjun
Mr. HUA Yaogang
Mr. HE Jia

To the Shareholders

Dear Sir or Madam,

Registered Address and

Address of Head Office:

No. 15 Youyi Road,
Hexi District,
Tianjin, China

Principal Place of

Business in Hong Kong:

40/F, Dah Sing Financial Centre,
248 Queen's Road East,
Wanchai,
Hong Kong

SUPPLEMENTAL CIRCULAR
ISSUANCE PLAN OF FINANCIAL BONDS
AND

SUPPLEMENTAL NOTICE OF 2021 ANNUAL GENERAL MEETING

I. INTRODUCTION

References are made to the Original Notice of the AGM and the First Circular published by the Bank on 31 March 2022. This Supplemental Circular should be read in conjunction with the First Circular in relation to, among other things, considering and approving the issuance plan of financial bonds. Unless otherwise defined, all terms and expressions in this Supplemental Circular and the First Circular shall have the same meanings.

LETTER FROM THE BOARD

The purpose of this Supplemental Circular is to provide you with the Supplemental Notice of the AGM and to provide you the information regarding the additional resolution set out below to enable you to make an informed voting decision on the proposed resolution at the AGM.

II. ISSUANCE PLAN OF FINANCIAL BONDS

On 15 February 2019, the fifth meeting of the sixth session of the Board of Directors of the Bank considered and approved the Resolution Regarding the Issuance of Financial Bonds by Bank of Tianjin Co., Ltd. in 2019 (《天津銀行股份有限公司2019年發行金融債的議案》), agreeing the Bank to issue financial bonds of not more than RMB30 billion, and authorizing the senior management to fully handle all matters relating to the issuance of financial bonds, including but not limited to: multiple-category issuance, use of proceeds, etc. The senior management has the right to adjust the issuance plan and its related matters within the authorization of the Board of Directors. The above-mentioned bonds issuance and related authorization shall be valid for 24 months from the date of approval by the Board of Directors.

On 10 February 2021, the twenty-second meeting of the sixth session of the Board of Directors of the Bank considered and approved the Resolution Regarding the Extension of the Validity Period of the Board Resolution on the Issuance of Financial Bonds, and it was agreed to extend the validity period of the Board resolution on the issuance of financial bonds approved by the Board of Directors for another 24 months from the date of expiry of the validity period originally approved by the Board of Directors, that is, the validity period will be extended to 24 February 2023. Save for the above extension of the validity period of the resolution, other terms and contents of the original resolution remain unchanged.

During the period, as approved by the People's Bank of China and the CBIRC Tianjin Regulatory Bureau, the Bank completed the issuance of financial bonds totaling RMB10 billion on 25 December 2019 and 20 January 2020, respectively.

In 2020, in order to implement the central government's financial policy on supporting epidemic prevention and control and enterprises' resumption of work and production, the senior management of the Bank intensified its efforts on financial support for small and micro enterprises, enhanced the Bank's ability to serve the real economy, and implemented active liability management. According to the above authorization of the Board of Directors, within the limit of remaining RMB20 billion of the above financial bonds approved by the Board of Directors, on 7 April 2020, the eighth meeting of the president's office of the Bank in 2020 considered and approved the Resolution Regarding the Issuance of Special Financial Bonds for Provision of Loans to Small and Micro Enterprises by Bank of Tianjin Co., Ltd. (《天津銀行股份有限公司發行小型微型企業貸款專項債券的議案》), pursuant to which adjustments to the original issuance plan were made, and it was intended to issue special financial bonds for provision of loans to small and micro enterprises with not more than RMB10 billion and ordinary financial bonds with not more than RMB10 billion, of which the issuance of RMB10 billion of special financial bonds for provision of loans to small and micro enterprises was approved by the People's Bank of China on 2 July 2020, which issued the Affirmative Decision on Administrative Approval (Yin Xu Zhun Yu Jue Zi [2020] No.29) (《准予行政許可決定書》(銀許准予決字[2020]第29號) to the Bank.

LETTER FROM THE BOARD

In June 2021, CBIRC promulgated the Corporate Governance Rules of Banking and Insurance Institutions (《銀行保險機構公司治理準則》). The CBIRC Tianjin Regulatory Bureau recently accepted the Bank's application for issuance of special financial bonds for provision of loans to small and micro enterprises of not more than RMB10 billion, and proposed to the Bank that, according to the aforesaid corporate governance rules, matters relating to the issuance of corporate bonds by banks shall fall within the powers and functions of the shareholders' general meeting, the exercise of which shall not be delegated to the board of directors and other bodies. A shareholder holding more than 3% of the shares of the Bank, in accordance with the relevant provisions of the Articles of Association of the Bank on provisional resolutions, proposed that the above resolutions considered and approved by the Board of Directors of the Bank be submitted to the 2021 AGM of Bank of Tianjin Co., Ltd. to be held on 18 May 2022 for consideration.

On 25 April 2022, the third meeting of the seventh session of the Board of Directors of the Bank considered and approved the above proposal, agreeing to submit the Resolution Regarding the Issuance of Financial Bonds by Bank of Tianjin Co., Ltd. in 2019 (《天津銀行股份有限公司2019年發行金融債的議案》) as a provisional resolution to the AGM for consideration. The specific terms of financial bonds to be issued are as follows:

- (I) Aggregate issue size: not more than RMB30 billion (inclusive), and in compliance with the requirements of each of the regulatory authorities and the relevant laws and regulations regarding the maximum amount of financial bonds to be issued, with the final issue size subject to the amount approved by regulatory authorities.
- (II) Duration of bonds: within 5 years (inclusive), duration to be determined based on market conditions.
- (III) Tranches: to be issued in one tranche or several tranches depending on market conditions.
- (IV) Coupon rates of bonds: to be determined based on the domestic market conditions upon the issuance of financial bonds in accordance with relevant regulations on the management of coupon rates of financial bonds and market conditions.
- (V) Guarantee mechanism: to be issued without guarantee.
- (VI) Method of issue: public issue, to be issued to all the participants of the PRC inter-bank bond market through the bond issuance system of People's Bank of China, or to be issued by the syndicate organized by lead underwriters through book-building.
- (VII) Target subscribers: participants of the PRC inter-bank bond market.
- (VIII) Use of proceeds: the proceeds from financial bonds will be used for stabilizing overall liability scale, optimizing liability structure, investing in high-quality assets projects that conform to the credit policy, as well as responding to national strategic needs of Beijing-Tianjin-Hebei integration and requirements on the reform of SOEs for mixed-ownership.

LETTER FROM THE BOARD

To effectively coordinate the specific matters relating to and during the issuance of financial bonds, it is proposed at the shareholders' general meeting to authorize the Board of Directors and to agree it to delegate the authorization to the senior management to fully handle all matters in relation to the issuance of financial bonds. The authorization granted includes, but not limited to: the timing of issuance, specific amount and method of issuance, whether to issue on a one-off, multiple issuance, multi tranches issuance or multiple-category issuance basis and, if on multiple issuance, multi-tranche issuance or multiple-category issuance basis, the specific terms of each issuance, each tranche and each category thereof, the way in which the interest rate is determined, interest rate level, pricing method, issuance arrangements, use of proceeds, applying for bond listing and circulation, arrangement of principal and interest payments, and all matters relating to the issuance and listing of financial bonds; except for matters required to be re-approved by the shareholders at the general meeting pursuant to relevant laws, regulations and the Articles of Association of the Bank, making relevant adjustments to the issuance plan of financial bonds or to matters relating to the issuance and listing of financial bonds according to the opinions of the relevant regulatory authorities and changes in policies and/or market conditions.

Validity period of the resolution in relation to the issuance: to be valid for a period of 24 months from the date of approval at the shareholders' general meeting of the Bank.

III. THE SUPPLEMENTAL NOTICE OF THE AGM AND THE REVISED PROXY FORM

The AGM will be held at The Astor Hotel Tianjin (No. 33 Taier Zhuang Road, Heping District, Tianjin, the PRC) at 10:00 a.m. on Wednesday, 18 May 2022. The Original Notice of the AGM together with a reply slip and the Original Proxy Form had been published on 31 March 2022, and the Supplemental Notice of the AGM together with the Revised Proxy Form will be dispatched to the Shareholders on 27 April 2022. The Supplemental Notice of the AGM dated 25 April 2022 is set out on pages 6 to 7 of this Supplemental Circular.

IV. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that the resolution to be proposed at the Supplemental Notice of the AGM is in the best interests of the Bank and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of the resolution to be proposed at the AGM.

By Order of the Board
Bank of Tianjin Co., Ltd.*
SUN Ligu
Chairman

Tianjin, China
25 April 2022

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SUPPLEMENTAL NOTICE OF 2021 ANNUAL GENERAL MEETING

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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)

SUPPLEMENTAL NOTICE OF 2021 ANNUAL GENERAL MEETING

Reference is made to the circular dated 31 March 2022 and the notice (the “**Original Notice**”) of the 2021 annual general meeting (the “**AGM**”) dated 31 March 2022 of Bank of Tianjin Co., Ltd.* (the “**Bank**”) which sets out the time and place of the AGM as well as the resolutions to be presented at the AGM for Shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as scheduled at The Astor Hotel Tianjin (No. 33 Taier Zhuang Road, Heping District, Tianjin, the PRC) at 10:00 a.m. on Wednesday, 18 May 2022, at which, in addition to the resolutions contained in the Original Notice, the following special resolution submitted will also be considered and if thought fit, approved. The number of 8, 9 and 10 to receive the relevant reports in the Original Notice will be renumbered as the 9, 10 and 11.

SPECIAL RESOLUTION

8. to consider and approve the issuance plan of financial bonds;

By Order of the Board
Bank of Tianjin Co., Ltd.*
SUN Ligu
Chairman

Tianjin, China
25 April 2022

As at the date of this supplemental notice, the Board of the Bank comprises Mr. SUN Ligu and Mr. WU Hongtao, as executive directors; Ms. SUN Jingyu, Ms. DONG Guangpei, Mr. Alistair Marshall BULLOCH, Mr. ZHAO Wei, Mr. WANG Shunlong and Ms. LI Jun as non-executive directors; Mr. FENG Heping, Mr. LAW Yee Kwan, Quinn, Mr. JIN Qingjun, Mr. HUA Yaogang and Mr. HE Jia as independent non-executive directors.

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SUPPLEMENTAL NOTICE OF 2021 ANNUAL GENERAL MEETING

Notes:

- (1) Details of the above resolution are contained in the supplemental circular of the Bank dated 25 April 2022 (the “**Supplemental Circular**”). Unless the context requires otherwise, the terms used in the Supplemental Notice of the AGM shall have the meanings same as those used in the Supplemental Circular.
- (2) A revised proxy form (the “**Revised Proxy Form**”) containing the additional resolution mentioned above is enclosed with the Supplemental Circular. If you intend to appoint a proxy to attend the AGM, you are requested to complete the Original Proxy Form and/or the accompanying Revised Proxy Form in accordance with the instructions printed thereon. To be valid, the Original Proxy Form and/or the Revised Proxy Form, together with the power of attorney or other authorization document (if any) must be lodged at the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong) by hand or by post not less than 24 hours before the time fixed for holding the AGM (i.e. no later than 10:00 a.m. on Tuesday, 17 May 2022) or any adjournment thereof (as the case may be) by holders of H Shares. Completion and return of the Original Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjournment thereof should you so wish, but in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) **IMPORTANT:**
 - (a) Any shareholder who has not yet lodged the Original Proxy Form issued by the Bank on 31 March 2022 is requested to lodge the Revised Proxy Form if he or she intends to appoint a proxy to attend the meeting on his or her behalf. In this case, the Original Proxy Form should not be lodged.
 - (b) Any shareholder who has already lodged the Original Proxy Form should note that:
 - (i) if the Revised Proxy Form is lodged 24 hours before the 2021 AGM, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by the shareholder, if duly completed. The Revised Proxy Form will be treated as a valid proxy form lodged by the shareholder; and
 - (ii) if no Revised Proxy Form is lodged 24 hours before the 2021 AGM, the Original Proxy Form will be treated as a valid proxy form lodged by the shareholder, if duly completed. The proxy so appointed pursuant to the Original Proxy Form will be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the meeting.
- (4) Please refer to the Original Notice for details in respect of other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members, publication of poll results and other relevant matters.