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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)

ANNOUNCEMENT
APPROVAL OF THE AMENDMENTS TO THE
ARTICLES OF ASSOCIATION FROM CBIRC
TIANJIN REGULATORY BUREAU

Reference is made to (i) the announcements of Bank of Tianjin Co., Ltd.* (the “**Bank**”) dated 26 November 2021, 6 December 2021 and 12 January 2022 and the circular of the Bank dated 12 January 2022 (the “**Circular**”) respectively in relation to, inter alia, the proposed amendments to the articles of association of the Bank (the “**Articles of Association**”); and (ii) the announcement of the Bank dated 28 February 2022 in relation to, inter alia, the poll results of the 2022 first extraordinary general meeting (the “**EGM**”), the 2022 first domestic share class meeting and the 2022 first H share class meeting (collectively, the “**Class Meetings**”) of the Bank held on 28 February 2022. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The EGM and the Class Meetings have considered and approved the proposed amendments to the Articles of Association and the Board of Directors has made further appropriate amendments to the Articles of Association pursuant to the opinions of the CBIRC Tianjin Regulatory Bureau and the authorization granted by the EGM and the Class Meetings (the “**Further Amendments**”). The full text of the Further Amendments are set out in Appendix I to this announcement. Save as disclosed herein, all the other proposed amendments to the Articles of Association as set out in the Circular remain unchanged.

The Bank has recently received “Approval on the Amendment to The Articles of Association of Bank of Tianjin Co., Ltd. from CBIRC Tianjin Office” (Jin Yin Bao Jian Fu [2022] No. 171) dated July 15, 2022. Accordingly, the CBIRC Tianjin Regulatory Bureau has granted approval to the amended Articles of Association, which became effective on July 15, 2022. Please refer to the websites of the Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Bank (www.bankoftianjin.com) for the full text of the amended Articles of Association.

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

Tianjin, China
July 18, 2022

As at the date of this announcement, the board of directors 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.

* *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.*

APPENDIX I

Details of the Further Amendments to the Articles of Association are as follows (deletions are shown by way of strikethrough and bold and additions are highlighted with underline and bold):

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Addition</p>	<p><u>Article 10 The “directors” referred to in these Articles shall include all members of the Board of Directors who serve as executive directors and non-executive directors (including independent directors) unless the context otherwise requires or otherwise specifies.</u></p> <p><u>The “supervisors” referred to in these Articles shall include all members of the Board of Supervisors who serve as shareholder supervisors, employee supervisors and external supervisors unless the context otherwise requires or otherwise specifies.</u></p> <p><u>The “senior management officers” referred to in these Articles shall mean the persons who hold positions in the head office of the Bank within the scope of the qualification regulatory system for senior management officers of banking institutions.(Including but not limited to, personnel appointed by the board of directors, the chief information officer, the chief risk officer, the chief auditor, the chief accountant, the general counsel as required by relevant superiors or regulatory authorities.)</u></p> <p><u>The aforesaid directors and senior management officers shall have the qualifications required by the superiors or the regulatory authorities and be subject to review by or filing with such regulatory authorities.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 18 Upon registration pursuant to the laws, the business scope of the Bank is:</p> <p>(1) receiving deposits of the public;</p> <p>(2) granting short-term, medium-term and long-term loans;</p> <p>(3) handling settlement within the PRC;</p> <p>(4) handling bills discounting;</p> <p>(5) issuing financial bonds;</p> <p>(6) acting as agents in issuance, honoring and underwriting of government bonds;</p> <p>(7) buying and selling government bonds;</p> <p>(8) inter-bank borrowings;</p> <p>(9) providing guarantees;</p> <p>(10) acting as agent in the collection and payment of monies and insurance business;</p> <p>(11) providing safe deposit box services;</p> <p>(12) handling entrusted loans for local financial administration revolving credit;</p> <p>(13) foreign exchange deposits, foreign exchange loans;</p> <p>(14) foreign exchange remittances, foreign currency conversion;</p> <p>(15) international settlement;</p> <p>(16) settlement and sale of foreign exchange;</p> <p>(17) foreign exchange inter-bank borrowings;</p> <p>(18) foreign exchange guarantees;</p> <p>(19) foreign exchange borrowings;</p> <p>(20) providing foreign currency bills acceptances and discounting services;</p> <p>(21) credit investigation, advisory and witnessing businesses;</p> <p>(22) trading and trading as agent of foreign currency securities apart from stocks;</p> <p>(23) engaging in proprietary trading and trading on behalf of customers in foreign exchange;</p> <p>(24) other businesses as approved by the China Banking Regulatory Commission.</p>	<p>Article 18 Article 17 Upon registration pursuant to the laws, the business scope of the Bank is:</p> <p>(1) receiving deposits of the public;</p> <p>(2) granting short-term, medium-term and long-term loans;</p> <p>(3) handling settlement within <u>and outside</u> the PRC;</p> <p>(4) handling bills <u>acceptances and</u> discounting;</p> <p>(5) issuing financial bonds;</p> <p>(6) acting as agents in issuance, honoring and underwriting of government bonds;</p> <p>(7) buying and selling government bonds <u>and financial bonds</u>;</p> <p>(8) inter-bank borrowings;</p> <p>(9) <u>providing guarantees; bank cards business</u>;</p> <p><u>(10) providing letter of credit services and guarantees</u>;</p> <p>(10) <u>(11)</u> acting as agent in the collection and payment of monies and insurance business;</p> <p>(11) <u>(12)</u> providing safe deposit box services;</p> <p><u>(13) securities investment fund sales business</u>;</p> <p><u>(14) client transaction settlement funds custody business as a legal person bank</u>;</p> <p>(12) handling entrusted loans for local financial administration revolving credit;</p> <p>(15) (13) foreign exchange deposits, foreign exchange loans;</p> <p>(16) (14) foreign exchange remittances, foreign currency conversion;</p> <p>(15) <u>international settlement</u>;</p> <p>(17) (16) settlement and sale of foreign exchange;</p> <p>(18) (17) foreign exchange inter-bank borrowings;</p> <p>(19) (18) foreign exchange guarantees;</p> <p>(20) (19) foreign exchange borrowings;</p> <p>(21) (20) providing foreign currency bills acceptances and discounting services;</p> <p>(22) (21) credit investigation, advisory and witnessing businesses;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p>(23) (22) trading and trading as agent of foreign currency securities apart from stocks;</p> <p>(24) (23) engaging in proprietary trading and trading on behalf of customers in foreign exchange; <u>trading and trading as agent in foreign exchange;</u></p> <p>(25) (24) other businesses as approved by the China Banking Regulatory Commission banking regulatory authorities under the State Council and other regulatory authorities.</p>
<p>Article 62 Holders of the ordinary shares of the Bank shall have the following obligations:</p> <p>(1) to abide by the laws, administrative regulations, regulatory requirements, and these Articles;</p> <p>(2) to pay the share capital as determined by the number of shares subscribed for by them and the prescribed method of capital contribution;</p> <p>(3) not to withdraw their paid share capital except in circumstances allowed by laws and regulations;</p> <p>(4) fulfill the fiduciary duties owed to the Bank pursuant to the law, so as to ensure that the shareholders' information submitted in relation to them is true, complete and valid; substantial shareholders shall report the Board of Directors in a truthful, acute and complete manner regarding the particulars of their related parties, their relationship with other shareholders and their shareholdings in other commercial banks. If there is any change in the related party relationship, it shall be reported timely to the Board of Directors;</p>	<p>Article 62 Article 65 Holders of the ordinary shares of the Bank shall have the following obligations:</p> <p>(1) to abide by the laws, administrative regulations, regulatory requirements provisions, and these Articles;</p> <p>(2) to pay the share capital as determined by the number of shares subscribed for by them and the prescribed method of capital contribution;</p> <p><u>(3) shareholders to use their own funds from legitimate sources to invest in shares, and not to use non-own funds such as entrusted funds and debt funds to invest in shares, unless otherwise stipulated by laws, regulations or regulatory systems;</u></p> <p>(4) (3) not to withdraw their paid share capital except in circumstances allowed by laws and regulations; <u>the shareholding ratio and the number of shareholding institutions to comply with the regulatory provisions, and not to entrust others or accept entrustment from others to hold shares of the Bank;</u></p> <p><u>(5) to truthfully inform the Bank of the financial information, shareholding structure, source of capital of shares, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investments in other financial institutions and other information in accordance with laws, regulations and regulatory provisions;</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(5) exercise the shareholders' rights strictly in accordance with the laws and regulations and these Articles of the Bank, not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management officers in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management, and not to prejudice the interests of the Bank and the legitimate interests of other shareholders;</p> <p>(6) Investors, together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, jointly or severally, more than 5% of total capital or total shares of the Bank, should seek prior consideration of the Bank's Board of Directors, then report for approval of banking regulatory authorities. Investors, together with their related parties and persons acting in concert, who hold, jointly or severally, more than 1% but less than 5% of total capital or total shares of the Bank, should report to relevant banking regulatory authority within ten working days after obtaining their equities. Shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall not exercise rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;</p>	<p><u>(6) the relevant shareholders to promptly notify the Bank in writing in accordance with laws, regulations and regulatory provisions if there is any change in the controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries of the shareholders;</u></p> <p><u>(7) (4) fulfill the fiduciary duties owed to the Bank pursuant to the law, so as to ensure that the shareholders' information submitted in relation to them is true, complete and valid; substantial shareholders shall report the Board of Directors in a truthful, acute and complete manner regarding the particulars of their related parties, their relationship with other shareholders and their shareholdings in other commercial banks. If there is any change in the related party relationship, it shall be reported timely to the Board of Directors; to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions in the event of merger or division of shareholders, when ordered to suspend business for rectification, designated custody, takeover, revocation or other measures, or are in the process of dissolution, liquidation or bankruptcy, or their authorized representative, company name, business premises, business scope and other major events have changed;</u></p> <p>(5) exercise the shareholders' rights strictly in accordance with the laws and regulations and these Articles of the Bank, not to seek improper advantages or interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management officers in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management, and not to prejudice the interests of the Bank and the legitimate interests of other shareholders;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(7) not to abuse the rights of shareholders to damage the interests of the Bank or other shareholders; not to abuse the independent legal person status or limited liability of shareholders to damage the interests of the Bank’s creditors; Where the Bank’s shareholders abuse the rights of shareholders to damage the interests of the Bank or other shareholders, they shall assume liability for compensation; Where the Bank’s shareholders abuse the independent legal person status or limited liability of shareholders to avoid debts, or cause a material damage to the interests of the Bank’s creditors, such shareholders shall be jointly and severally liable for the Bank’s debts; For shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, a banking regulatory authority may restrict or prohibit related-party transactions between the Bank and them, limit their shareholding in the Bank and their amount of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;</p> <p>(8) The credit balance from our Bank to a single shareholder shall not exceed one tenth of the net capital of our Bank, and the borrowing by a shareholder’s affiliates shall be calculated with the shareholder’s borrowing from our Bank on a consolidated basis;</p> <p>(9) to assume other obligations imposed by the laws and administrative regulations or these Articles.</p>	<p><u>(8) to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions if the shares of the Bank held by the shareholders are involved in litigation, arbitration, being subject to enforcement action by judicial authorities, pledged or released pledge;</u></p> <p><u>(9) (6)</u> Investors, together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, jointly or severally, more than 5% of total capital or total shares of the Bank, should seek prior consideration of the Bank’s Board of Directors, then report for approval of banking regulatory authorities <u>of the State Council</u>. Investors, together with their related parties and persons acting in concert, who hold, jointly or severally, more than 1% but less than 5% of total capital or total shares of the Bank, should report to relevant banking regulatory authority <u>of the State Council</u> within ten working days after obtaining their equities. Shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall not exercise rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;</p> <p><u>(10) not to prejudice the interests of other shareholders and the Bank and to observe laws, regulations and regulatory provisions when the shareholders transfer or pledge their shares of the Bank or conduct related party transactions with the Bank;</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p>(5) (11) exercise the shareholders' rights strictly in accordance with the laws and regulations and these Articles of the Bank, not to seek improper advantages or shareholders and their controlling shareholders and de facto controllers not to abuse shareholders' rights or use related party relationships to prejudice the legitimate rights and interests of the Bank, other shareholders and stakeholders, not to interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management officers in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management; and not to prejudice the interests of the Bank and the legitimate interests of other shareholders; where the Bank's shareholders abuse the rights of shareholders to damage the interests of the Bank or other shareholders, they shall assume liability for compensation;</p> <p>(12) (7) not to abuse the rights of shareholders to damage the interests of the Bank or other shareholders; not to abuse the independent legal person status or limited liability of shareholders to damage the interests of the Bank's creditors; Where the Bank's shareholders abuse the rights of shareholders to damage the interests of the Bank or other shareholders, they shall assume liability for compensation; where the Bank's shareholders abuse the independent legal person status or limited liability of shareholders to avoid debts, or cause a material damage to the interests of the Bank's creditors, such shareholders shall be jointly and severally liable for the Bank's debts; For shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, a banking regulatory authority may restrict or prohibit related-party transactions between the Bank and them, limit their shareholding in the Bank and their amount of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;</p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p>(8) The credit balance from our Bank to a single shareholder shall not exceed one tenth of the net capital of our Bank, and the borrowing by a shareholder's affiliates shall be calculated with the shareholder's borrowing from our Bank on a consolidated basis;</p> <p><u>(13) shareholders to cooperate with the regulatory authorities in investigation and risk disposal in the event of risk events or major violations of the Bank;</u></p> <p><u>(14) (9) to assume other obligations of shareholders imposed by the laws, and administrative regulations, regulatory provisions or these Articles.</u></p> <p><u>In the event of any major risk events, the Bank will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws and regulations and the recovery and disposal plan formulated by the Bank, and the shareholders shall provide active support accordingly.</u></p>
Addition	<p><u>Article 70 When a substantial shareholder invests in the shares of the Bank, he shall undertake in writing that he shall comply with the laws, regulations, regulatory provisions and these Articles, and explain the purpose of investing in the shares of the Bank.</u></p> <p><u>If a substantial shareholder breaches its undertakings, the Bank may take corresponding restrictions on its shareholder's rights in accordance with the relevant regulatory rules on equity management of commercial banks and the Articles of Association.</u></p>

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Addition</p>	<p><u>Article 120 Any proposed shareholder who disagrees with the Board of Directors’ decisions on excluding his/her proposal from the agenda of the shareholders’ general meeting may, according to the relevant provisions such as Article 94 of these Articles, request the convening of an extraordinary general meeting.</u></p>
<p>Article 169 The Board of Directors shall notify all directors of the date of the meeting in accordance with related provisions, and provide them with adequate materials before such meeting, including background introduction of the subject matters, any information and details which can facilitate the directors to make decisions.</p> <p>Extraordinary meetings of the Board of Directors shall be convened by the chairman. The Board of Directors shall notify all directors and supervisors five days before such meeting in the form of a written notice sent by hand, registered mail, telegraph, telex, faxes or e-mail.</p> <p>In case of emergency, the service of notices shall not be subject to the time-limit and can be issued through telephone or other oral ways, but the convener should make explanations in the meeting.</p>	<p>Article 169 <u>Article 195</u> The Board of Directors shall notify all directors of the date of the meeting in accordance with related provisions, and provide them with adequate materials before such meeting, including background introduction of the subject matters, any information and details which can facilitate the directors to make decisions.</p> <p>Extraordinary meetings of the Board of Directors shall be convened by the chairman. The Board of Directors shall notify all directors and supervisors five days before such meeting in the form of a written notice sent by hand, registered mail, telegraph, telex, faxes or e-mail.</p> <p>In case of emergency, the service of notices shall not be subject to the time-limit and can be issued through telephone or other oral ways, but the convener should make explanations in the meeting. <u>If a provisional meeting of the Board of Directors is convened due to an urgent matter and the circumstances set forth in paragraphs (1) to (4) of Article 192, the chairman or other conveners of the Board meeting shall determine the time and manner of giving notice of the meeting.</u></p>