
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 Bank of Tianjin Co., Ltd.* (天津銀行股份有限公司), you should at once hand this circular along with the proxy form to the purchaser or transferee or to the bank, licensed stockbroker 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)

WORK REPORT OF THE BOARD OF DIRECTORS FOR 2022
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2022
REPORT FOR FINAL FINANCIAL ACCOUNTS FOR 2022
PROFIT DISTRIBUTION PLAN FOR 2022
FINANCIAL BUDGET FOR 2023
APPOINTMENT OF EXTERNAL AUDITORS FOR 2023
INVESTMENT PLAN FOR 2023
PROPOSED APPOINTMENT OF MR. WU CHONG AS
SHAREHOLDER REPRESENTATIVE SUPERVISOR
AND
NOTICE OF 2022 ANNUAL GENERAL MEETING

A notice convening the 2022 AGM to be held at Backstage Operation Center of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Thursday, 18 May 2023 is set out on pages 27 to 29 of this circular.

To attend the 2022 AGM, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. 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 holders of H shares to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 10:00 a.m. on Wednesday, 17 May 2023 (Hong Kong time).

Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the 2022 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.*

26 April 2023

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DEFINITIONS

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

“AGM” or “2022 AGM”	the annual general meeting of the Bank or any adjournment thereof to be held at Backstage Operation Center of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC), at 10:00 a.m., on Thursday, 18 May 2023, a notice of which is set out on pages 27 to 29 of this circular
“Articles of Association”	the articles of association of the Bank (as amended, modified or otherwise supplemented from time to time)
“Bank” or “Bank of Tianjin”	Bank of Tianjin Co., Ltd.* (天津銀行股份有限公司*), a joint stock company incorporated on 6 November 1996 in Tianjin, China with limited liability in accordance with the PRC laws, and, if the context requires, includes its predecessors, subsidiaries, branches and sub-branches and the H Shares of the Bank are listed on the Hong Kong Stock Exchange on 30 March 2016 (Stock Code: 1578)
“Board” or “Board of Directors”	the Board of Directors of the Bank
“Board of Supervisors”	the Board of Supervisors of the Bank
“CBIRC Tianjin Regulatory Bureau”	the Tianjin Regulatory Bureau of the China Banking and Insurance Regulatory Commission
“Director(s)”	the director(s) of the Bank
“Domestic Shares”	ordinary shares issued by the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“H Shares”	overseas listed foreign share(s) with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange on 30 March 2016 and subscribed for and traded in HK dollars
“H Shareholder(s)”	holder(s) of H Shares
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules” or “Listing Rules of the Hong Kong Stock Exchange”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise revised from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Macau”	the Macau Special Administrative Region of the PRC
“PRC” or “China”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, Macau and the Taiwan region
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of Shares
“Share(s)”	the Domestic Shares and H Shares of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent

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 Liguo
Mr. WU Hongtao
Mr. ZHENG Ke
Ms. DONG Xiaodong

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. JIN Qingjun
Mr. HUA Yaogang
Mr. HE Jia
Mr. ZENG Jianhua
Mr. LU Jianzhong

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

**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2022
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PROPOSED APPOINTMENT OF MR. WU CHONG AS
SHAREHOLDER REPRESENTATIVE SUPERVISOR
AND
NOTICE OF 2022 ANNUAL GENERAL MEETING**

I. INTRODUCTION

The AGM of the Bank will be held at 10:00 a.m. on Thursday, 18 May 2023 and resolutions will be proposed to consider and approve, inter alia, the Work Report of the Board of Directors for 2022, the Work Report of the Board of Supervisors for 2022, the Report for Final Financial Accounts for 2022, the Profit Distribution Plan for 2022, Financial Budget for 2023, the Appointment of External Auditors for 2023, the Investment Plan for 2023 and proposed appointment of Mr. WU Chong as shareholder representative Supervisor.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the notice of the AGM and to provide you with all the information reasonably necessary to enable you to make an informed voting decision on the proposed resolutions at the AGM.

II. MATTERS TO BE RESOLVED AT THE AGM

1. Work Report of the Board of Directors for 2022

For the Work Report of the Board of Directors for 2022, please refer to Appendix I to this circular.

2. Work Report of the Board of Supervisors for 2022

For the Work Report of the Board of Supervisors for 2022, please refer to Appendix II to this circular.

3. Report for Final Financial Accounts for 2022

In 2022, the total asset of the Bank was approximately RMB761.1 billion while the total liabilities amounted to approximately RMB700.5 billion. The Bank realised net interest income of approximately RMB11.473 billion, among which, interest income amounted to approximately RMB30.386 billion and interest expense amounted to approximately RMB18.913 billion. The investment income, net fee and commission income, net trading gains, net gains arising from derecognition of financial assets measured at amortised cost and other income, gains or losses were RMB1.585 billion, RMB1.686 billion, RMB0.796 billion, RMB0.101 billion, and RMB0.117 billion, respectively. In 2022, our operating expenses amounted to approximately RMB4.449 billion, among which, our sundry taxes amounted to RMB0.207 billion, operating costs amounted to RMB4.242 billion, cost-to-income ratio was 26.92%. The impairment losses under expected credit loss (ECL) model was RMB7.525 billion. We recorded a share of results of associates of RMB24 million, while total profit and net profit amounting to RMB3.810 billion and RMB3.563 billion, respectively.

4. Profit Distribution Plan for 2022

On 30 March 2023, the Board resolved to submit to the Shareholders for their consideration and approval a profit distribution plan of the parent company for the year ended 31 December 2022 as follows:

- (1) total profit of RMB3.826 billion realised throughout the year;
- (2) income tax expenses of RMB250 million;
- (3) net profit of RMB3.576 billion;

LETTER FROM THE BOARD

- (4) appropriated RMBnil to the statutory surplus reserve;
- (5) appropriated RMBnil to the general risk reserve;
- (6) distributed dividend of RMBnil to Shareholders;

After the above distribution, the remaining undistributed profit of RMB3.576 billion is reserved for distribution in subsequent years.

5. Financial Budget for 2023

According to the Bank's strategic planning of key tasks and business expansion needs, the total budget for operating costs for 2023 will be capped at RMB4.7 billion and such amount represents an increase of RMB458 million as compared to the operating costs incurred by the Bank in 2022. The increase in operating costs is primarily due to the additional costs for business development and the costs for infrastructure, etc..

6. Appointment of External Auditors for 2023

An ordinary resolution will be proposed at the 2022 AGM to consider and, where appropriate, approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor of the Bank to audit the 2023 annual financial report under the generally accepted accounting standards in the PRC, and the re-appointment of PricewaterhouseCoopers as the international auditor of the Bank to review the 2023 interim financial report and audit the 2023 annual financial report under the International Financial Reporting Standards, to hold office until the conclusion of the next annual general meeting of the Bank. The audit fees for the domestic and international financial statements for 2023 and the review fee for the international interim financial statements are expected to be approximately RMB4.98 million.

7. Investment Plan for 2023

For details of the Investment Plan for 2023, please refer to Appendix III to this circular.

8. Proposed Appointment of Mr. WU Chong as shareholder representative Supervisor

Reference is made to the announcement of the Bank in relation to change of Supervisor dated 18 April 2023.

The Board of Supervisors proposed to appoint Mr. WU Chong (“**Mr. WU**”) as a shareholder representative Supervisor of the Bank, which will take effect on the date of approval at the AGM of the Bank.

LETTER FROM THE BOARD

The biographical details of Mr. WU is set out as below:

Mr. WU Chong, aged 43, has been the deputy general manager and chief auditor of Tianjin Jinrong Investment Service Group Co., Ltd. since December 2022. From July 2022 to December 2022, he served as the deputy general manager of Tianjin Jinrong Investment Service Group Co., Ltd.. From December 2021 to July 2022, he served as the assistant to the general manager of Tianjin Jinrong Investment Service Group Co., Ltd.. From February 2020 to December 2021, he served as the general manager of the Asset Management Division of Tianjin Jinrong Investment Service Group Co., Ltd.. From January 2018 to February 2020, he successively served as the general manager, director and secretary of the Party branch of Tianjin Jinrong Guoxin Capital Management Co., Ltd. (天津津融國信資本管理有限公司). From July 2002 to January 2018, he successively served as the customer manager of the Corporate Business Department, the head of SME Department, vice president of Nankai Branch, general manager of Administrative Department, general manager of Corporate Finance Department of Tianjin Branch, Bank of China.

Mr. WU graduated from Tianjin Foreign Studies University majoring in English in July 2002.

Save as disclosed above, as of the date of this circular, Mr. WU confirmed that (i) he has not held any position of the Bank or its subsidiaries nor any other directorship or supervisorship in other listed companies for the past three years; (ii) he does not have any relationship with any other directors, supervisors, senior management, substantial or controlling shareholders of the Bank; and (iii) he 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 other matters concerning the appointment of Mr. WU that are required to be disclosed pursuant to rule 13.51(2)(h) to 13.51(2)(v) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and there are no other matters that need to be brought to the attention of the Shareholders of the Bank.

Mr. WU will not receive Supervisor's remuneration and/or allowance from the Bank during his term as shareholder representative Supervisor of the Bank. Mr. WU will enter into a service contract with the Bank, and his term of office will take effect on the date of approval at the AGM of the Bank to the expiry date of the term of office of the seventh session of the Board of Supervisors.

III. OTHERS

In addition, the Shareholders will listen to the Appraisal Report on the Performance of Duties by the Board, the Directors, the Board of Supervisors, Supervisors and Senior Management and its members for 2022, Work Report of independent non-executive Directors for 2022 and Report of related party transactions and management of related party transactions for 2022 at the 2022 AGM.

LETTER FROM THE BOARD

IV. THE AGM

The AGM will be held at Backstage Operation Center of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Thursday, 18 May 2023 to consider and, if thought fit, to pass resolutions in respect of the matters as set out in the notice of the AGM. A proxy form will be despatched to the Shareholders in accordance with the Hong Kong Listing Rules on Thursday, 27 April 2023. The notice of the AGM is set out on pages 27 to 29 of this circular.

Whether or not you intend to attend and/or vote at the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.

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

V. RECOMMENDATIONS

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

VI. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendices I to III to this circular.

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

Tianjin, China
26 April 2023

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WORK REPORT OF THE BOARD OF DIRECTORS OF BANK OF TIANJIN FOR 2022

The year of 2022 was an important milestone year in the history of our Party and Country. The Party's 20th National Congress drew a grand blueprint for the comprehensive construction of a modernised socialist country and the great rejuvenation of the Chinese nation with modernization of Chinese characteristics, and sounded the trumpet of the times for a new journey. Bank of Tianjin is also striving hard and moving forward on the new journey of comprehensively building a socialist modernised urban commercial bank. In face of the current complex economic and financial circumstances, the Board of Directors of the Bank strictly complied with the regulations under the Hong Kong Listing Rules and the Articles of Association, and thoroughly implemented the relevant work arrangements of the Central Committee of the Communist Party of China, the State Council and regulatory authorities. The Bank actively gave full play to its leading role in finance. The Bank earnestly and thoroughly implemented regulatory policies and requirements, exercised its powers and functions in accordance with the law, operated effectively and made scientific decisions, assumed the ultimate responsibility for all works within the scope of its obligation, fully adhered to the Bank's strategic guidance, and steadily facilitated the full implementation of the "14th Five-Year" strategic development plan. We will now report to you on the work of the Board of Directors in 2022:

1. Review of the work of the Board of Directors in 2022***(1) Revised the corporate governance system and improved the corporate governance mechanism***

In 2022, the Board of Directors of the Bank revised and improved the corporate governance system based on the Articles of Association in accordance with the external regulatory requirements and practical work needs, covering 19 systems in various aspects such as the working rules of the three Committees and one Board, authorization management system, evaluation and assessment of corporate governance entities and information disclosure.

Firstly, pursuant to the Company Law, the Corporate Governance Standards for Banking and Insurance Institutions and other laws, regulations and regulatory provisions, as well as the relevant requirements of the Tianjin State-owned Assets Supervision and Administration Commission, we completed the amendment to the Articles of Association of the Bank of Tianjin Co., Ltd., the Rules of Procedure of the Shareholders' General Meeting of the Bank of Tianjin Co., Ltd., the Rules of Procedure of the Board of Directors of the Bank of Tianjin Co., Ltd., the Terms of Reference of the Senior Management of the Bank of Tianjin Co., Ltd., and the Administrative Measures on the Authorization of Bank of Tianjin Co., Ltd and the terms of reference for the special committees of the Board of Directors. The Party's leadership was further integrated with corporate governance to form a modern enterprise system with Chinese characteristics with the Articles of Association as the core, ensuring scientific decision-making, effective supervision and stable operation of the corporate governance mechanism.

Secondly, the assessment and evaluation system of each corporate governance entity was improved. In accordance with regulatory requirements, the Bank completed the amendment to the Measures for Evaluation on Performance of Duties by the Board of Directors and Directors of the Bank of Tianjin Co., Ltd. and the Measures for Evaluation on Performance of Duties by the Senior Management and Its Members of the Bank of Tianjin Co., Ltd. to further regulate the performance of duties, promote the standardized operation of the Board of Directors and senior management and protect the legitimate interests of stakeholders of the Bank. In accordance with the relevant regulations of the Municipal State-owned Assets Supervision and Administration Commission, the Bank completed the amendments to the Measures for Evaluation on Performance of Chief Auditor and Internal Audit of the Bank of Tianjin Co., Ltd., and the Party Committee, and the Board of Directors and the Audit Committee under the Board of Directors organized and implemented the relevant evaluation and assessment work respectively to enhance the independence of audit assessment, strengthen the incentive and constraint mechanism and clarify the evaluation standards of audit quality.

Thirdly, the information disclosure management system was optimised. The Bank has implemented the relevant requirements of the Corporate Governance Standards for Banking and Insurance Institutions regarding the establishment of an information disclosure accountability system, and completed the amendments to the Measures to Manage Disclosure of Information about the Bank of Tianjin Co., Ltd. in accordance with the latest requirements of the Securities Law, the Listing Rules of the Hong Kong Stock Exchange, the Securities and Futures Ordinance and the Rules Governing Information Disclosure of Listed Companies and other domestic and foreign regulatory requirements to ensure that the information disclosure system complies with external regulations and effectively guide the practice of the Bank and further enhances the level of information disclosure work.

Fourthly, the performance appraisal system was further improved. Focusing on the Bank's operation and management priorities and the relevant requirements of the State-owned Assets Supervision and Administration Commission, the Bank implemented the performance appraisal authority for the members of the management team. The Bank completed the amendments to the performance appraisal measures for professional managers and adjusted the Performance Appraisal Indicators System for Professional Managers in 2022, the Board considered and reviewed the Performance Appraisal Indicators System for Professional Managers in 2022 and the Report on the Performance-based Remuneration Recourse and Recovery in 2021 and the Remuneration Allocation Plan for Professional Managers in 2021 to fully reflect the orientation and refinement of the performance appraisal indicators system for professional managers, further enhancing and regulating the incentive and restraint mechanism for professional managers, improving the performance appraisal system for professional managers of the Bank.

(2) Completed the re-election of directors and senior management and improve the corporate governance structure

In 2022, the Bank held the first extraordinary general meeting of 2022 to consider and approve a resolution to identify candidates for the seventh session of the Board of Directors of the Bank, and held the first meeting of the seventh session of the Board of Directors to elect the chairman of the seventh session of the Board of Directors and determined the organisational structure of each committee. The number of members and the composition of the Board of Directors were reasonably determined in this re-election to further strengthen the Board of Directors by adding executive directors and selecting independent directors, meet regulatory requirements and improve the corporate governance structure of the Bank, providing support for the Board of Directors to perform its duties. Meanwhile, the re-election of senior management was completed, the President and the Secretary of the Board of Directors were appointed according to the nomination of the Chairman, and the Vice-presidents and the Assistant to the President were appointed according to the nomination of the President. In August 2022, the qualifications of the four new directors were approved by the Banking and Insurance Regulatory Bureau of Tianjin and started to perform their duties.

(3) Confirmed strategic positioning and overseeing the effective implementation of strategic planning

The Strategic Development Plan for 2021-2025 of Bank of Tianjin Co., Ltd. was considered and approved at the 23rd Meeting of the Sixth Session of the Board of Directors of the Bank, which confirmed the strategic development plan of the Bank for the 14th Five-Year Plan and oversaw its effective implementation by the senior management. In order to ensure the in-depth implementation of various annual plans and strategic plans, the Board of Directors considered and approved the Strategic Plan for Financial Technology and Digital Transformation of Bank of Tianjin Co., Ltd. (2022-2025) and the Report of the Implementation of 2021 Strategic Planning of Bank of Tianjin, and effectively supervised the high-quality implementation of the dual-track strategy of “Innovation and Transformation”.

(4) Strengthened risk prevention and control, and gradually mitigated historical risks

In 2022, the Board of Directors of the Bank fully considered the actual situations and the regulatory opinions, vigorously implemented its risk policies to improve risk prevention and control as well as assets disposal procedures. The Bank’s historical risks were gradually mitigated, and the overall risk level was stable and under control. To strengthen risk prevention and control, the Board of Directors developed a risk appetite of 2022, specifying the types and levels of risks that the Bank and the group are willing to undertake to achieve their strategic objectives and business plans on a consolidated basis. It also revised the risk appetite of 2022 in a timely manner in accordance with regulatory requirements and the requirements of the strategic plan for financial technology and digital transformation of the Bank to further clarify the relationship between digital transformation and risk appetite and to ensure that the

implementation process of the digital transformation strategy of the Bank match the operational development needs, technical strength and risk control capability of the Bank. During the reporting period, various risk management indicators met regulatory requirements and the Bank's risk appetite.

(5) Strictly followed regulatory requirements and strengthened the management of related party transactions

In 2022, the Board of Directors of the Bank carefully fulfilled its duties of management of related party transactions, continuously strengthened approval of related party transactions, identifications of related party transactions, maintenance of information on related parties, implementation of related party transaction system and information disclosure. In 2022, the Board of Directors and the Related Party Transaction Control Committee of the Bank accepted a total of 17 related transactions for approval and filing, involving cumulative amount of RMB26.274 billion. Among which, 2 major related party transactions were approved, amounting to RMB12.4 billion; 15 ordinary related party transactions were filed, amounting to RMB13.874 billion. The transactions were mainly the group's unified credit line, inter-bank credit line, general working capital loan and house lease, etc. The above-mentioned related party transactions were incurred for the purpose of ordinary business activities, and the approval and filing of related party transactions have been conducted in accordance with the relevant regulations.

The proportion of the Bank's related party credit balance was in compliance with regulatory requirements. As of the end of 2022, the credit balance of the largest individual related party account of the Bank amounted to RMB3.509 billion, accounting for 4.89% of the Bank's net capital as of the end of the third quarter of 2022, which did not exceed 10% of the Bank's net capital. The credit balance of the largest group customer, to which a related legal person or other organisation of the Bank is subordinated amounted to RMB7.202 billion, accounting for 10.04% of the Bank's net capital as of the end of the third quarter of 2022, which did not exceed 15% of the Bank's net capital. The credit balance of all related parties amounted to RMB20.472 billion, accounting for 28.55% of the Bank's net capital as of the end of the third quarter of 2022, which did not exceed 50% of the Bank's net capital.

The Bank continuously strengthens the management of related party identification, improves its timeliness and accuracy, and updates related party information in a timely manner. The Bank has urged the substantial Shareholders to confirm the information of their controlling shareholders, de facto controllers, concert parties and ultimate beneficial owners and report the updated related party information to the Bank in a timely manner. At the same time, the Bank verified such information through the international Internet and the National Enterprise Credit Information Publicity System, Qichacha (企查查), Tianyancha (天眼查) and other public online search platforms, to ensure the accuracy of related party identification. In 2022, the Bank updated and reviewed 601 related parties from time to time. In addition, pursuant to the regulatory requirements, we continued to refine the information disclosure of related party transactions. In notes of the accounting reports, relevant affairs of the related parties and the

related party transactions were subject to disclosure, whereas in annual reports, the overall situations of the related party transactions of the year were subject to disclosure, and major related transactions were subject to disclosure on a case-by-case basis.

(6) Implemented the management function of the Board of Directors and performed information disclosure obligations in accordance with the laws and regulations

In 2022, the Board of Directors of the Bank effectively performed information disclosure management, revised the information disclosure management system in accordance with external regulatory requirements, and improved the efficiency of information disclosure management; optimized the disclosure structure of periodic reports, enriched the disclosure content of periodic reports, and effectively demonstrated the Bank's operating results and social responsibility performance. The Bank also properly carried out the preparation of temporary announcements, timely and comprehensively disclosed key work processes including the general meetings, revision of the Articles of Association, re-election of Directors, Supervisors and senior management, and issuance of financial bonds, effectively protecting the stakeholders' right to know. The Board of Directors gave full play to the supervision and control role of information disclosure. Various announcements are disclosed after deliberation by the Board of Directors or the approval of more than half of the Directors to ensure timely, accurate and complete information disclosure and effectively protect the legitimate rights and interests of investors.

(7) Performed the supervision and evaluation functions of the Board of Directors, and promoted the effective performance of duties by Directors and senior management members

In 2022, members of the Board of Directors of the Bank performed their duties faithfully, diligently, professionally, independently in compliance with the requirements of laws, regulations and the Articles of Association; earnestly participated in the Bank's decision-making, actively paid attention to the overall risk management and the implementation of development strategies, as well as consolidation management, stress test management, capital adequacy, related party transactions, etc.; devoted sufficient time and energy to handle the affairs of the Bank, attended meetings of the Board of Directors and its special committees as required, carefully researched and made prudent judgments on issues submitted to the Board of Directors for consideration, combined with their own professional knowledge and work experience to put forward scientific and reasonable opinions and suggestions, and actively played their due role in the process of major decision-making. They possessed a high standard of professional ethics without being controlled or interfered by major shareholders and insiders, conducted independent judgment and decision-making on major issues, and strived to safeguard the interests of all shareholders and the Bank; complied with laws and regulations, regulatory requirements and the Articles of Association, continued to regulate their own performance of duties, performed corresponding duties in accordance with laws and regulations, and promoted and supervised the Bank's law-abiding and compliant operations. All 13 Directors who have performed their duties for more than half a year in 2022 have participated in the performance evaluation. Except for one resigned Director who was rated as

“Basically Competent” because he did not attend more than two-thirds of the Board meetings in person, the rest of the Directors were all rated as “Competent”. The Board of Directors of the Bank completed the evaluation of performance of Directors and senior management members for 2022, and drafted performance evaluation opinions for the Board of Supervisors as the basis for the final evaluation results of the Board of Directors, Directors, senior management and their members.

(8) Took multiple measures to strengthen the construction of the rule of law, and implemented the requirements of the first responsible person system for promoting the rule of law construction

In 2022, the Bank continued to strengthen the construction of the rule of law, and actively implemented the work requirements for the rule of law construction including the duties of the “top leader” as the first person responsible for the construction of the rule of law. The first was to strengthen the construction of the leadership responsibility system and improve the organizational structure of the rule of law construction. A leading group for rule of law construction was established to be responsible for implementing the major decisions and deployments of the Party Central Committee on rule of law construction, coordinate and promote the Bank’s rule of law construction, promote and supervise the Bank’s implementation of tasks of the rule of law construction, and hold the Bank’s rule of law work meeting, advancing law-based governance within the Bank. The second was to incorporate the construction of the rule of law into the Bank’s development strategy plan, and incorporate the Bank’s overall planning of the construction of the rule of law into the important annual work objectives and to deploy, promote, supervise, assess, reward and punish the same as the reform and development tasks of the Bank, so as to effectively promote the implementation of the construction of the rule of law. The Bank formulated regulations on implementing the duties of the main person in charge of municipal enterprises to promote the responsibilities of the first responsible person in construction of the rule of law in enterprises and the implementation plan on strengthening the supervision of the construction of the rule of law in enterprises, detailed the tasks of the rule of law construction, clarified key tasks, and continued to promote the implementation of various measures for the rule of law construction. The third was to implement the requirements of exercising full and strict governance and rule-based governance over the Party. The Bank included the “Party Constitution” and other intra-party regulations and systems into the important contents of the main responsibility list and task list for exercising full and strict governance over the Party, and all the goals and tasks for the year have been implemented. The fourth was to make decisions in strict accordance with the law and regulations, conscientiously implement major decision-making systems such as “Three Importance and One Large”, and insist on collective research and discussion by the Party Committee on major decisions in advance. The Bank implemented legal and compliance requirements throughout the entire process of decision-making, implementation and supervision, further standardized the boundaries of the responsibilities of corporate governance entities, and promoted the Party Committee to play a leading and core role in the corporate governance structure. The fifth is to strengthen the inspection of legal literacy in the selection and appointment of personnel, and strengthen the construction of the Bank’s rule of law construction workforce. The Bank adhered to the correct orientation in the selection and

appointment of personnel, attached great importance to the legal literacy and ability of management personnel, regarded compliance with laws and regulations as an important content of the inspection, and included the performance of the tasks of the rule of law construction, the legal literacy and the performance of duties in accordance with the laws into relevant personnel's year-end report and cadre assessment and evaluation. The sixth was to implement the requirements for the publicity and education of the law-based governance, and regularly organize the theoretical study center group of the Party Committee to carry out law-based governance studies. According to the requirements of the State-owned Assets Committees, the Bank formulated the eighth five-year plan for publicity and education on the law-based governance, and included General Secretary Xi Jinping's important expositions on the construction of the rule of law, the Party Constitution and Party Regulations into the learning content of the theoretical learning center group of the Party Committee of the Bank's head office and conducted two learning sessions. The seventh was the secretary of the Party Committee conscientiously implemented the duties of the first person responsible for promoting the construction of the rule of law. The Bank listened to work reports on a regular basis, held talks on clean governance and performance of duties through main responsibility reporting meetings and special meetings, strengthened the supervision on team members in performing their duties according to the laws, and during the year, we held two high-quality special democratic meetings to conduct criticism and improve the ability of the leadership to perform their duties in accordance with the laws. The eighth was to systematically revise the corporate governance system and promote the improvement of the Articles of Association in accordance with the laws. The Bank implemented the relevant provisions in the Articles of Association specifying that the general legal advisor is the senior management of the Bank and that the general legal advisor is appointed by the Board of Directors, and implemented and promoted the system requirements of the first person responsible for the rule of law construction. If the matters deliberated by the Board of Directors involve legal issues, the person in charge of the rule of law construction department and the President of the Bank will attend the meetings and listen to legal opinions. The ninth was to further improve the Bank's legal advisor system regulations. The Bank optimized the management of legal advisors, organized the evaluation of external legal advisors and prepared the evaluation reports, as well as adjusted and established the Bank's external legal advisor candidate database and non-litigation legal matters lawyer service team.

(9) Effectively fulfilled the duties of the Board of Directors to ensure efficient performance of duties

In 2022, the Board of Directors of the Bank overcame the impact of the epidemic to ensure normal and efficient performance of duties within the scope of the authorisation given by the general meeting, and gave full play to its functions of determining strategies, making decisions and preventing risks. Firstly, the Bank held 8 meetings of the Board with 69 resolutions considered and 24 reports reviewed, and it held 4 general meetings (including class meetings) with 19 resolutions considered and 3 reports reviewed. The contents of the meetings covered issues such as business plans, investment plans, financial budgets, financial accounts, risk appetite, and the performance appraisal system for senior management members for 2022. Professional lawyer issued legal opinions with respect to each meeting of the Board of

Directors and the Shareholders' general meeting to ensure that the procedures comply with the laws. Secondly, the Bank organized a forum for external Directors and Supervisors to enhance performance communication, and invited non-executive Directors, external Supervisors and Chairman to conduct special forum. And the Directors and Supervisors who attended the meeting proposed relevant opinions and suggestions on the Bank's development strategies, operating management and risk control in order to facilitate active obligation performance and proposals made by them. Thirdly, we organised special trainings for Directors, Supervisors and senior management to enhance their performance standards. We also invited external experts to provide special training for Directors, Supervisors and senior management and related department themed on "How to be a net-zero financial institution", which effectively helped Directors, Supervisors and relevant department to grasp the development trends of commercial banks with the goal of "double carbon". At the same time, we also conducted special training on anti-corruption in line with the spirit of the 20th National Congress, and promoted the development of an integrity culture to all decision makers.

2. Major work of the specialised committees of the Board

In 2022, the specialised committees of the Board of Directors conscientiously performed their duties in accordance with the provisions of the Articles of Association and the Working Rules, highlighting their professional characteristics and seriously completing the deliberations on important issues and matters of the Bank, which effectively improved the standard of governance and operational efficiency of the Bank.

(1) Strategic Development Committee

A total of 7 meetings were held to consider and approve 21 resolutions, which mainly included the Bank's 2021 Financial Accounts, 2021 Social Responsibility Report, 2022 Business Plan, 2022 Financial Budget, 2022 Investment Plan, financial technology and digital transformation strategy, and made feasible suggestions and recommendations on the strategic development and major operation management of the Bank.

(2) Audit Committee

A total of 5 meetings were held to consider and approve 22 resolutions, which mainly included 2021 Annual Report, 2021 Annual Results Announcement, 2022 Interim Report, 2022 Interim Results Announcement, 2021 Annual Report on the Evaluation of the Quality of the Audit Work of the Selected Accounting Firm, the Information Disclosure Management Measures, the revision of the Measures for Performance Evaluation of Chief Auditor and Internal Audit Work, and other matters. The Committee also made suggestions and recommendations on strengthening audits in high-risk areas and enhancing internal control and compliance efforts.

(3) Related Party Transactions Control Committee

A total of 6 meetings were held to consider and review 7 resolutions, which mainly included matters such as the Report on the related party transactions and management of related party transactions for the year of 2021, the management rules for related party transactions and the report on significant related party transactions of Tianjin State-owned Capital Investment Management Co., Ltd., and we put forward views and recommendations on strengthening the management of related party transactions and enhancing risk control.

(4) Risk Management Committee

A total of 7 meetings were held to consider and approve 16 resolutions, which mainly included the Working Rules of the Risk Management Committee of the Board of Directors (revised in 2021), Plan on the Authorization by the Board of Directors to the Senior Management, the Management Policy on the Implementation of the Expected Credit Loss Method, the Report on Risk and Risk Management Status for the year of 2021 and the Risk Preference Statement for the year of 2022. We received regular quarterly reports from senior management on the risk management of the Bank and made suggestions and recommendations on improving risk management in the light of the Bank's actual situation.

(5) Nomination and Remuneration Committee

A total of 6 meetings were held to consider and approve 13 resolutions, which mainly included the Measures for Performance Evaluation on Board of Directors of the Bank and the Directors, the Measures for Performance Evaluation of Senior Management and its members, the candidates for the seventh session of the Board of Directors, Opinions on Performance Evaluation of Directors and Members of Senior Management for 2021, and the Performance Evaluation Indicators for 2022, etc., to ensure an orderly re-election of the Bank's Board of Directors and to enhance the scientific and effective performance evaluation system.

(6) Inclusive Finance Development and Consumer Rights Protection Committee

A total of 3 meetings were held to consider and approve 3 resolutions, which mainly included the Working Rules of Inclusive Finance Development and Consumer Rights Protection Committee under the Board (revised in 2021), Report on Financial Consumer Rights Protection in 2021, and the Work Plan on Inclusive small and micro businesses in 2022. It amended and improved the working rules of the Committee, and supervised the work of senior management in the protection of consumer rights and inclusive small and micro businesses, laying a good foundation for the Bank's high-quality and sustainable development.

Tianjin, China
26 April 2023

WORK REPORT OF THE BOARD OF SUPERVISORS OF BANK OF TIANJIN FOR 2022

In 2022, the Board of Supervisors of the Bank conscientiously implemented the Company Law of the People's Republic of China, the Work Guidelines on Supervisory Boards of Commercial Banks, the Corporate Governance Guidelines for Banking and Insurance Institutions and other laws, regulations and regulatory requirements. On the basis of the Bank's operation and management situations, the Board of Supervisors of the Bank actively performed duties and functions of the Board of Supervisors conferred by the Articles of Association, so as to ensure the legitimate rights and interests of the Bank, shareholders, employees, creditors and other stakeholders. The major work of the Board of Supervisors in 2022 is set forth hereunder:

I. Major work of the Board of Supervisors

In 2022, the Bank's Board of Supervisors continued to strengthen the supervision on the Bank's Board of Directors, senior management and their members' performance of duties, financial activities, business decisions, risk management, and internal control by convening meetings of the Board of Supervisors, attending general meetings, supervisors attending the Board meetings, and organizing special supervision, etc., and urged rectification.

(I) Continuously strengthen self-construction and lay a solid foundation for duty performance

The first was the re-election of the Board of Supervisors. In 2022, the Bank effected earnest re-election of the Board of Supervisors in accordance with the laws, regulations, regulatory requirements and the Articles of Association. During the period, the Bank organized and convened the meetings of Board of Supervisors in a timely manner to consider and approve the Proposal on Determining Candidates for the Supervisors of the Seventh Session of Board of Supervisors of Bank of Tianjin Co., Ltd., Proposal on Election of the Chairman of the Seventh Session of Board of Supervisors of Bank of Tianjin Co., Ltd., and Proposal on Election of the Members of the Special Committee of the Seventh Session of Board of Supervisors of Bank of Tianjin Co., Ltd., which was deliberated and approved by the Bank's first extraordinary general meeting in 2022 to form the seventh session of Board of Supervisors. The election procedure and composition of the Board of Supervisors met regulatory requirements. After the re-election, the Bank's seventh session of Board of Supervisors has a total of 5 supervisors, including 1 shareholder representative supervisor, 2 employee representative supervisors and 2 external supervisors.

The second was the revision and improvement of the Board of Supervisors system. In 2022, the Board of Supervisors of the Bank organized and completed the revision of the rules of procedure of the Board of Supervisors, the work rules of the Nomination Committee of the Board of Supervisors, and the work rules of the Supervision Committee of the Board of Supervisors, in combination with regulatory regulations such as the Corporate Governance

Guidelines for Banking and Insurance Institutions, Measures for Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions and the revision of the Bank's Articles of Association, to promote the efficient performance of duties of the Board of Supervisors and its special committees. At the same time, the revision of the measures for performance evaluation of the Board of Directors and directors, the measures for performance evaluation of supervisors, and the measures for performance evaluation methods of senior management and their members was completed to ensure that the Bank's performance evaluation complied with the latest regulatory requirements.

The third was the organization of trainings for Supervisors. In 2022, the Bank's Board of Supervisors organized Supervisors to participate in two special training sessions based on the needs of Supervisors to perform their duties, covering anti-bribery, anti-corruption, net-zero financial institutions, etc., to further expand Supervisors' professional knowledge and improve Supervisors' performance.

(II) Conscientiously implement supervision duties and strengthen special supervision

In 2022, the Bank organized 8 meetings of Board of Supervisors, reviewed 83 resolutions in total, and reviewed 27 reports, earnestly performing its supervision duties.

The first was to supervise performance of duties. In 2022, the Board of Supervisors considered and approved the Bank's 2022 business operation plan, 2022 company performance appraisal indicators, financial technology and digital transformation strategic plan (2022-2025), 2022 investment plan report, and 2022 inclusive small and micro business work plan, the 2022 performance appraisal index system for professional managers, the measures for performance appraisal of professional managers, the authorization plan for the senior management by the seventh session of the Board of Directors and other related proposals, regularly reviewed the business reports submitted by the senior management and other related work reports to further strengthen the supervision on the performance of duties of the Board of Directors, senior management and their members, and strengthened the supervision on the scientificity and rationality of the salary plan of professional managers.

The second was financial supervision. In 2022, the Bank's Board of Supervisors considered and approved the Bank's 2021 annual report, 2021 annual results announcement, 2022 interim report, 2022 interim results announcement, 2021 financial final account report, 2021 profit distribution, and 2022 financial budget, reviewed the audit opinion of the external audit institution carefully, effectively strengthened the supervision on the Bank's operating results, financial execution, profit distribution, etc., put forward written audit opinions on the regular reports prepared by the Bank, and expressed opinions on the compliance and rationality of the Bank's profit distribution plan.

The third was risk management and supervision. In 2022, the Board of Supervisors of the Bank effectively assumed the supervision responsibility for comprehensive risk management, regularly reviewed comprehensive risk and risk management reports including major risks such as operational risk, liquidity risk, market risk, and reputation risk, reviewed and approved the 2022 risk preference statement, information technology outsourcing risk management policy, information technology outsourcing strategy and other proposals, carefully reviewed the 2021 information technology risk management report, etc., and continuously strengthened the supervision on the performance of duties and responsibilities of the Board of Directors and senior management in terms of risk management. In December 2022, the Bank's Board of Supervisors strictly implemented the requirements of the Notice of the China Banking and Insurance Regulatory Commission on Printing and Distributing the Measures for the Implementation of the Expected Credit Loss of Commercial Banks, reviewed and approved the Policy for the Implementation and Management of the Expected Credit Loss Method of Bank of Tianjin Co., Ltd., and attended the Board meetings to supervise the deliberation of this system in the Board, so as to strengthen the construction of the Bank's expected credit loss management system. At present, the Board of Directors and senior management of the Bank have performed their duties and responsibilities in accordance with the provisions of this system, and the Board of Supervisors will further strengthen supervision on the implementation.

The fourth was internal control and supervision. In 2022, the Bank's Board of Supervisors reviewed and approved the 2021 internal control evaluation report and the 2021 operational independence evaluation report of internal control mechanism, continuously strengthened the supervision on the Bank's internal control, and actively paid attention to the aspects that still need to be improved in internal control; reviewed and approved the 2021 internal audit work report submitted by the internal audit department of the Bank, regularly reviewed the quarterly internal audit work report, special audit conclusions and opinions, etc., and played the role of internal audit supervision and improved the quality and efficiency of internal audit work; regularly reviewed the work report of senior management, focused on the fulfillment of the duties of the Board of Directors and senior management in crime prevention work, and regularly supervised the implementation of the crime prevention and control work management system, etc.; reviewed and approved reports on major related party transactions, regularly reviewed reports on related party transactions and related party transaction management, and supervised the performance of related party transaction management duties by the Board of Directors and senior management to ensure that related party transactions complied with regulatory requirements and the Bank's system requirements.

The fifth was the situation of special supervision. In 2022, in conjunction with the development of key work of the Bank, the Board of Supervisors of the Bank reviewed and approved the 2022 special supervision and inspection plan for non-performing asset collection work of the Bank and the research plan for the implementation of the 2021 strategic plan, and determined the annual special supervision work of the Board of Supervisors. During the period, the Board of Supervisors completed two supervision and research tasks based on the written reports submitted by the senior management, as well as research on the implementation of relevant departments and branches, and formulated a special report.

The sixth was the supervision on the rectification work and the implementation of the evaluation work. In 2022, the Board of Supervisors of the Bank carefully reviewed the results of the corporate governance supervision assessment and the report on rectification, and strengthened the supervision on the implementation of supervision opinions and requirements by the Board of Directors and senior management of the Bank. During the period, the Board of Supervisors strictly implemented the requirements for evaluating the Bank's development strategy, formulated the evaluation report on the implementation of the "13th Five-Year Plan" strategic plan, and further supervised the Board of Directors to comply with sound business philosophy and value criteria. At the same time, the Board of Supervisors carefully reviewed the report on the operation and management of rural banks, the 2021 annual report on the recovery and deduction of performance compensation, the 2021 report on the protection of financial consumption rights and interests and the 2021 green credit work report, etc., attached high importance to the problems pointed out in the relevant reports, and effected earnest supervision and implementation.

(III) Strictly implement regulatory requirements and complete performance evaluation on schedule

The first was the performance interview. In April 2022, the Board of Supervisors selected some Directors to conduct performance interviews, and listened to Directors' opinions and suggestions on the Bank's corporate governance, business development, strategic planning, etc. in light of the Directors' annual performance of duties, and reviewed and approved the 2021 Report of the Board of Supervisors of Bank of Tianjin Co., Ltd. on the Performance Interviews with Directors.

The second was the performance of evaluation work. In 2022, the Bank's Board of Supervisors closely combined the revised performance evaluation system to organize and complete the 2021 annual performance evaluation of the Board of Directors and directors, the Board of Supervisors and supervisors, senior management and its members, and formulated a special report, which was reviewed and approved by the Board of Supervisors for submission to the Bank's 2021 annual general meeting. This evaluation of the performance of Directors, Supervisors and senior management members was the first time that strengthening the integration of party leadership and corporate governance had been included as one of the important contents of the performance evaluation, which was in line with the latest regulatory requirements. The 13 Directors, 5 Supervisors and 5 senior management members who participated in the performance evaluation work in 2021 were all competent.

II. Main work of special committees of the Board of Supervisors

Under the Board of Supervisors of the Bank, there are two special committees, being the Supervision Committee and the Nomination Committee. Each special committee strictly follows the division of functions, earnestly performs its duties, and provides professional opinions on relevant matters to the Board of Supervisors.

(I) Work of the Supervision Committee

In 2022, the Bank held a total of 8 meetings of the Supervision Committee of the Board of Supervisors, deliberating and approving 81 proposals. The Supervision Committee deliberated and approved the report on the implementation of the Bank's 2021 strategic plan, supervised the senior management to implement the development strategy in line with the actual situation of the Bank; regularly reviewed reports on risk and risk management status, related party transactions and related party transaction management reports, and special internal audit conclusions and opinions to strengthen the supervision on the Bank's business decision-making, risk management and internal control; deliberated and approved related-party transaction management measures, directors and senior management members' economic responsibility audit management measures and other systems to promote the construction of the Bank's business system.

(II) Work of the Nomination Committee

In 2022, the Bank held a total of 6 meetings of the Nomination Committee and reviewed 21 proposals. The Nomination Committee deliberated and approved the Bank's 2021 performance evaluation opinions of directors and senior management officers, the 2021 Board of Supervisors' evaluation report on the performance of the Board of Directors and directors, the 2021 Board of Supervisors' evaluation report on the performance of senior management and its members, the 2021 Board of Supervisors and supervisors' performance evaluation report, etc., and continuously strengthened the supervision on the performance of directors, supervisors and senior management officers; deliberated and approved the Bank's professional managers' performance appraisal methods, professional managers' 2021 annual salary distribution plan and other proposals, and continuously strengthened the supervision on the scientificity and rationality of the Bank's professional managers' remuneration plan.

III. Independent opinions issued by the Board of Supervisors on relevant matters

The first was legal operation. In 2022, the Bank adhered to operating in accordance with laws and regulations, and constantly improved the internal control system. The operating decision-making procedures complied with laws, regulations, regulatory requirements and the relevant provisions of the Articles of Association. Members of the Board of Directors and members of the senior management performed their duties conscientiously, and no behaviors that violated laws, regulations, regulatory requirements or damaged the interests of the Bank and its shareholders were found in the performance of their duties.

The second was the preparation of regular reports. In 2022, the preparation and review procedures of the Bank's regular reports complied with laws, regulations and regulatory requirements, and the contents of the reports truly, accurately and completely reflected the actual situation of the Bank.

The third was related party transactions. In 2022, the Board of Supervisors supervised the management of related party transactions of the Bank, and found no behavior that harmed the interests of the Bank and its shareholders.

The fourth was the implementation of the resolutions of the general meetings. In 2022, the Bank held two general meetings. The Board of Supervisors had no objection to the various reports and proposals submitted by the Board of Directors for consideration at the general meetings, supervised the implementation of the resolutions of the general meetings, and believed that the Board of Directors of the Bank could conscientiously implement the relevant resolutions of the general meetings.

Tianjin, China

26 April 2023

I. THE OVERALL SITUATION OF INVESTMENT

(I) The Direction and Purpose of Investment

In order to ensure the implementation of the Strategic Planning of “14th Five-Year Plan” of the Bank, comprehensively accelerate the “Ten Major Projects (3.0)”, and build a modernised socialist city commercial bank, the Bank intends to invest in the main business of the commercial banking services in 2023, strengthening the construction of information technology, security technology, business office and other sectors.

(II) The Situation of Investment Plan

In 2023, there are 32 planned investment projects, with a total investment amount of RMB723.5843 million, and the investment amount for the year will be RMB298.1892 million.

Among them, there is 1 major project with a planned investment amount of RMB23.6126 million for the year, 12 general projects with a planned investment amount of RMB214.6922 million for the year (no special attention projects), and 19 miscellaneous projects with a planned investment amount of RMB59.8844 million for the year.

In addition, in accordance with regulatory requirements, the Bank may also make equity investments such as mergers and acquisitions. The Investment Plan for 2023 will be adjusted after regulatory policies and mergers and acquisitions investment projects mature.

(III) The Situation of Investment Scale and Investment Capacity

Source and formation of funds: self-owned funds of RMB298.1892 million.

Liability analysis: As of the end of 2022, the gearing ratio of the Bank was 92.10%. The Investment Plan for 2023 has no significant impact on the gearing ratio of the Bank.

(IV) Analysis of Investment Structure and Sector

By type of investment, there are 26 recognised projects with a total planned investment amount of RMB192.0292 million for the year, and there are 6 new projects with a total planned investment amount of RMB106.16 million for the year. There is nil project of equity investment. There are 32 projects of fixed asset investment with a planned investment amount of RMB298.1892 million for the year, accounting for 100% of the total.

By industry in which we invested, there are 32 projects of commercial banking services, with a planned investment amount of RMB298.1892 million for the year, accounting for 100% of the total.

By location of investment, there are 32 projects of investment in Tianjin, with a planned investment amount of RMB298.1892 million, accounting for 100% of the total. There is nil project of investment outside Tianjin and nil project of overseas investment.

(V) The Situation of Non-Main Business Investment

There are no non-main business investment projects during the year.

(VI) Risk Control Measures

1. Strict implementation of relevant regulations. In accordance with the requirements of Bidding Law of the People's Republic of China (《中華人民共和國招標投標法》), the Regulations on Construction Projects Required to be Tendered (《必須招標的工程項目規定》), the Interim Measures for Administration of Centralized Procurement of State-owned Financial Enterprises (《國有金融企業集中採購管理暫行規定》), the Measures for the Supervision and Administration of Investment of Tianjin Municipal Enterprises (《天津市市屬企業投資監督管理辦法》), the Measures for the Supervision and Administration of Overseas Investment of Tianjin Municipal Enterprises (《天津市市屬企業境外投資監督管理辦法》), the Implementation Rules for Measures for the Supervision and Administration of Investment of Tianjin Municipal Enterprises (《天津市市屬企業投資監督管理辦法實施細則》) and the Bank's internal management system, we conform to the principles of openness, fairness, impartiality, integrity and efficiency in the course of making equity and fixed asset investments.
2. Performing the decision-making process in accordance with relevant procedures. In accordance with Articles of Association and authorisation system of the Bank, and in accordance with the Implementation Measures of the Party Committee of Bank of Tianjin on Regulating the Decision-making Work of "Three Importance and One Large" (《天津銀行黨委關於規範「三重一大」決策工作的實施辦法》), the "1+3" Form of Authorities and Responsibilities of Corporate Governance Bodies of the Bank of Tianjin Co., Ltd. (《天津銀行股份有限公司法人治理主體「1+3」權責表》), and "Three Importance and One Large" Decision-Making Authority and Procedure Diagram of the Bank of Tianjin Co., Ltd. (《天津銀行股份有限公司「三重一大」決策權限及議事程序圖》), we conform to the functions of each decision-making body to perform the decision-making procedures and ensure that each decision-making body improve the standardisation of relevant procedures based on its responsibilities, authorities and the compliance policies of the rules and procedures.
3. Carrying out supervision and management. First, the reports of the annual financial budgets, final account plans and annual investment plans shall be submitted to each decision-making body for approval. The resolutions regarding investment plans shall be tracked, supervised and revised to facilitate the timely and effective implementation of such decision-making matters. Second, in respect of significant

fixed asset investment projects, an audit unit is hired to conduct audit on the projects; in respect of external equity investment projects, the audit department of the originating bank conducts an annual comprehensive audit.

4. Strengthening accountability. In accordance with the Measures for the Management of Comprehensive Accountability of the Bank of Tianjin (《天津銀行全面問責管理辦法》) and the Guidance Opinions of the Bank of Tianjin on Strengthening Accountability of Illegal Operations and Investments (《天津銀行關於加強違規經營投資責任追究的指導意見》), the Bank further regulates the accountability for illegal operations and investments, promoting operational compliance and high-quality development of the Bank.

II. THE SITUATION OF MAJOR INVESTMENT PROJECTS

There is 1 major investment project for this year, with a total investment amount of RMB247.79 million, of which RMB224.1774 million was paid in the previous year and the remaining amount of RMB23.6126 million is planned to be paid for this year.

(I) One Recognised Project

Maintenance and Renovation Project of the Backstage Operation Center Building of the Bank of Tianjin

The total investment amount of the project is RMB247.79 million, the contents of which include the renovation of outdoor curtain walls, demolition and reconstruction of the original structure, structural reinforcement, renovation of large equipment and facilities and interior design and maintenance. On 16 April 2015, the first meeting of the fifth session of the Board of Bank of Tianjin considered and approved the “Resolution on the Budget for Renovation of the Headquarters Building of the Bank of Tianjin” with a budget of RMB105.59 million; on 22 November 2016, the ninth meeting of the fifth session of the Board of Bank of Tianjin considered and approved the “Resolution on Increasing the Budget for Maintenance and Renovation of the Headquarters Building of the Bank of Tianjin” with an additional amount of RMB142.20 million added to the original budget of RMB105.59 million, which was adjusted to RMB247.79 million. The project was launched in February 2018 and was put into use after completion and acceptance in September 2022.

Project progress: the accumulated amount reached RMB224.1774 million. By the end of 2022, all construction work had been completed, and completion and acceptance had been in place which was already turned to fixed assets and put into use.

Schedule for the year: the planned investment amount in 2023 reaches RMB23.6126 million, which is mainly for the payment of the remaining amount according to the contract.

Risk prevention and control measures: the Bank engages a third-party organization to conduct reviewing and auditing work, and handles project settlement and payment of related amounts in strict compliance with the laws and regulations and the requirements of relevant contract.

(II) Nil New Project

III. CONDITION OF SPECIAL ATTENTION PROJECTS

The Bank does not involve in special attention projects in 2023.

IV. OTHER INFORMATION

If there are any unplanned new equity investment projects in 2023, the Bank will report to the Tianjin State-owned Assets Supervision and Administration Commission for record after being considered by the Bank's decision-making body in strict accordance with the "Measures for the Supervision and Administration of Investment of Tianjin Municipal Enterprises".

NOTICE OF 2022 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)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 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 Backstage Operation Center of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Thursday, 18 May 2023.

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 2022;
2. to consider and approve the Work Report of the Board of Supervisors for 2022;
3. to consider and approve the Report for Final Financial Accounts for 2022;
4. to consider and approve the Profit Distribution Plan for 2022;
5. to consider and approve the Financial Budget for 2023;
6. to consider and approve the appointment of external auditors to review and audit the financial statements for 2023;
7. to consider and approve the Investment Plan for 2023;
8. to consider and approve the proposed appointment of Mr. WU Chong as shareholder representative Supervisor;

NOTICE OF 2022 ANNUAL GENERAL MEETING

REPORTS

1. to listen to the Appraisal Report on the Performance of Duties by the Board of Directors, the Directors, the Board of Supervisors, the Supervisors and Senior Management and its members of the Bank for 2022;
2. to listen to the Work Report of independent non-executive Directors for 2022; and
3. to listen to the Report of related party transactions and management of related party transactions for 2022.

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

Tianjin, China
26 April 2023

As at the date of this notice, the board of directors of the Bank comprises Mr. SUN Ligu, Mr. WU Hongtao, Mr. ZHENG Ke and Ms. DONG Xiaodong 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. JIN Qingjun, Mr. HUA Yaogang, Mr. HE Jia, Mr. ZENG Jianhua and Mr. LU Jianzhong 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.*

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notes:

1. Details of the Work Report of the Board of Directors for 2022, the Work Report of the Board of Supervisors for 2022, and the Investment Plan for 2023 are set out in Appendices I to III to the circular of the 2022 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. 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. **Proxy**

Any Shareholder entitled to attend and vote at the 2022 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 holders of H shares to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 10:00 a.m. on Wednesday, 17 May 2023 (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 2022 AGM other than those referred to in the notice convening the 2022 AGM.

Where there are joint holders of any Shares, any one of such persons may vote at the 2022 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 2022 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 or at any adjournment thereof if he/she so wishes. However, in this case, the paperwork for appointing the appointed representative shall be deemed to have been revoked.

4. **Closure of register of members**

In order to determine the list of shareholders who are entitled to attend and vote at the 2022 AGM to be held on Thursday, 18 May 2023, the register of members of the Bank will be closed from Saturday, 13 May 2023 to Thursday, 18 May 2023 (both days inclusive). The holders of H shares of the Bank who intend to attend and vote at the 2022 AGM must lodge all the transfer documents accompanied by the relevant H share certificates with the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong to process the registration not later than 4:30 p.m. on Friday, 12 May 2023. The Shareholders whose names appear in the Bank's register of members at the close of business on Friday, 12 May 2023 shall be entitled to attend and vote at the 2022 AGM.

5. **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 2022 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.

6. **Others**

The 2022 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.