
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)

REPORT FOR FINAL FINANCIAL ACCOUNTS FOR 2023
PROFIT DISTRIBUTION PLAN FOR 2023
WORK REPORT OF THE BOARD OF DIRECTORS FOR 2023
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2023
FINANCIAL BUDGET FOR 2024
APPOINTMENT OF EXTERNAL AUDITORS FOR 2024
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PROPOSED APPOINTMENT OF MR. PENG CHONG AS
NON-EXECUTIVE DIRECTOR
EXTENSION OF THE VALIDITY PERIOD FOR THE ISSUANCE
PLAN OF FINANCIAL BONDS AND RELATED AUTHORISATION
EXTENSION OF THE VALIDITY PERIOD FOR THE ISSUANCE
PLAN OF TIER-2 CAPITAL BONDS AND RELATED AUTHORISATION
AND
NOTICE OF 2023 ANNUAL GENERAL MEETING

A notice convening the 2023 AGM to be held at East Building Office of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Friday, 19 April 2024 is set out on pages 32 to 34 of this circular.

To attend the 2023 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 Thursday, 18 April 2024 (Hong Kong time).

Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the 2023 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.*

20 March 2024

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DEFINITIONS

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

“AGM” or “2023 AGM”	the annual general meeting of the Bank or any adjournment thereof to be held at East Building Office of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC), at 10:00 a.m., on Friday, 19 April 2024, a notice of which is set out on pages 32 to 34 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
“NFRA Tianjin Regulatory Bureau”	the Tianjin Regulatory Bureau of the National Financial Regulatory Administration
“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. YU Jianzhong
Mr. WU Hongtao
Mr. ZHENG Ke
Ms. DONG Xiaodong

Non-executive Directors

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

Independent Non-executive Directors

Mr. JIN Qingjun
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

**REPORT FOR FINAL FINANCIAL ACCOUNTS FOR 2023
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TIER-2 CAPITAL BONDS AND RELATED AUTHORISATION
AND
NOTICE OF 2023 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

The AGM of the Bank will be held at 10:00 a.m. on Friday, 19 April 2024 and resolutions will be proposed to consider and approve the Report for Final Financial Accounts for 2023, the Profit Distribution Plan for 2023, the Work Report of the Board of Directors for 2023, the Work Report of the Board of Supervisors for 2023, the Financial Budget for 2024, the Appointment of External Auditors for 2024, the Investment Plan for 2024, proposed appointment of Mr. PENG Chong as non-executive Director, the extension of the validity period for the issuance plan of financial bonds and related authorisation and the extension of the validity period for the issuance plan of tier-2 capital bonds and related authorisation.

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. Report for Final Financial Accounts for 2023

In 2023, the total asset of the Bank was approximately RMB840.8 billion while the total liabilities amounted to approximately RMB775.7 billion. The Bank realised net interest income of approximately RMB11.420 billion, among which, interest income amounted to approximately RMB31.212 billion and interest expense amounted to approximately RMB19.792 billion. The investment income, net fee and commission income, net trading gains or losses, net gains arising from derecognition of financial assets measured at amortised cost and other income, gains or losses were RMB2.926 billion, RMB1.570 billion, RMB361 million, RMB31 million, and RMB148 million, respectively. In 2023, our operating expenses amounted to approximately RMB4.789 billion, among which, our sundry taxes amounted to RMB233 million, operating costs amounted to RMB4.556 billion, cost-to-income ratio was 27.68%. The impairment losses under expected credit loss (ECL) model was RMB7.770 billion. The Bank recorded a share of results of associates of RMB24 million, while total profit and net profit amounting to RMB3.920 billion and RMB3.767 billion, respectively. The Bank recorded earnings per share of approximately RMB0.62. As at the end of 2023, the Bank's net assets per share was approximately RMB10.57.

2. Profit Distribution Plan for 2023

On 20 March 2024, 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 2023 as follows:

- (1) total profit of RMB3,867.85 million realised throughout the year;
- (2) income tax expenses of RMB138.21 million;

LETTER FROM THE BOARD

- (3) net profit of RMB3,729.64 million;
- (4) appropriated RMBnil to the statutory surplus reserve;
- (5) appropriated RMBnil to the general risk reserve;
- (6) a cash dividend, with an amount of RMB1.2 per 10 Shares (tax inclusive), in an aggregate amount of RMB728.47 million will be distributed to all the Shareholders.

After the above distribution, the remaining undistributed profit of RMB3.00117 billion will not be distributed for the time being.

The Bank will distribute to the Shareholders whose name appears in the register of members of the Bank on 30 April 2024, a final dividend in cash for the year ended 31 December 2023 in an aggregate amount of approximately RMB728.47 million, namely a dividend of RMB1.2 per ten Shares (tax inclusive). The final dividend of the Bank for the year ended 31 December 2023 will be denominated and declared in RMB. Distribution of the dividends to holders of the Domestic Shares will be paid in RMB, while dividends to holders of the H Shares will be paid in Hong Kong dollars. For such conversion, RMB will be converted into Hong Kong dollars based on the average middle exchange rate as announced by the People's Bank of China prevailing five business days before 19 April 2024 (inclusive), the date of the Bank's 2023 AGM.

The H Share register of members of the Bank will be closed from, for the purpose of determining shareholders' entitlement to the proposed final dividend, Thursday, 25 April 2024 to Tuesday, 30 April 2024 (both days inclusive) during which period no transfer of the H Shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged for registration 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, by no later than 4:30 pm on Wednesday, 24 April 2024.

It is expected that the final dividend will be paid on 12 June 2024.

Pursuant to the applicable provisions and the implementing regulations of the Enterprise Income Tax of the PRC (《中華人民共和國企業所得稅法》), the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders Which Are Overseas Non-resident Enterprises (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) and other relevant regulations, the Bank shall withhold and pay the enterprise income tax at the rate of 10% for non-resident enterprises holders of H Shares (including the H Shares registered in the name of HKSCC Nominees Limited) when distributing dividends. For non-resident enterprises H Shareholders who is a resident enterprise of a country/region that has signed a tax treaty with the PRC stipulating a dividend rate lower than 10%, the Bank will follow relevant tax treaties to handle the application of the relevant tax benefits on their behalf while distributing the final dividend.

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Pursuant to the applicable provisions of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》), the Implementation Regulations of the Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), Announcement of the State Taxation Administration on Issuing the Measures for the Administration of Non-resident Taxpayers' Enjoyment of Treaty Benefits (State Taxation Administration Announcement 2019 No. 35) and the Notice on Matters Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011]No. 348) (the "Notice of Tax") and relevant laws, regulations and normative documents, the Bank shall withhold and pay individual income tax from and for the H Shareholders according to the following arrangement:

For an individual H Shareholder who is a resident of Hong Kong, Macau or other country/region that has signed a tax treaty with the PRC stipulating a rate of 10%, the Bank shall withhold and pay individual income tax at the rate of 10% on behalf of such H Shareholders when distributing the final dividend;

For an individual H Shareholder who is a resident of a country/region which has signed a tax treaty with the PRC stipulating a rate of lower than 10%, the Bank shall temporarily withhold and pay individual income tax at the rate of 10% while distributing the final dividend. In case the relevant individual H Shareholders are to apply for refund of the tax over-withheld, the Bank will follow the Notice of Tax to handle the application of the relevant tax benefits under the tax treaty on their behalf;

For an individual H Shareholder who is a resident of a country/region that has signed a tax treaty with the PRC stipulating a rate higher than 10% but lower than 20%, the Bank shall withhold and pay the individual income tax at the applicable rate stipulated in the relevant tax treaty while distributing the final dividend; and

For an individual H Shareholder who is a resident of a country/region which has signed a tax treaty with the PRC stipulating a rate of 20% or who is a resident of a country/region which has no tax treaty with China or otherwise, the Bank shall withhold and pay the individual income tax at the rate of 20% while distributing the final dividend.

The qualifying H Shareholders are required to timely submit the written authorization and all application materials to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong; the Bank will forward the received documents to the competent tax authorities for review, and if approved, the Bank will assist in handling the refund of the over-withheld tax.

3. Work Report of the Board of Directors for 2023

For the Work Report of the Board of Directors for 2023, please refer to Appendix I to this circular.

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4. Work Report of the Board of Supervisors for 2023

For the Work Report of the Board of Supervisors for 2023, please refer to Appendix II to this circular.

5. Financial Budget for 2024

In the face of increasingly fierce external competition, in 2024, the Bank will continue to take “Stock, Increment and Quality” as its target guide, maintain strategic determination, adhere to the “Five Boundaries”, persevere in the “Double Five Battles”, deepen the reform of the supply side of the financial sector, serve the “Ten Projects” and the key industries in the regional development strategy, do a good job of the five major articles, and work hard to ensure the realization of the various operational and management objectives, optimize the business structure, improve the quality of development, and further enhance the competitiveness, the ability to prevent and control risks, and the ability of the Bank to develop itself in a sustainable manner.

According to the Bank’s key tasks and business expansion needs, the total budget for operating costs for 2024 will be capped at RMB5.2 billion and such amount represents an increase of RMB644 million as compared to the operating costs incurred by the Bank in 2023. The increase in operating costs is primarily due to additional investment in business expansion and increased investment in science and technology, etc..

6. Appointment of External Auditors for 2024

An ordinary resolution will be proposed at the 2023 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 2024 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 2024 interim financial report and audit the 2024 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 2024 and the review fee for the international interim financial statements are expected to be approximately RMB4.98 million.

7. Investment Plan for 2024

For details of the Investment Plan for 2024, please refer to Appendix III to this circular.

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8. Proposed Appointment of Mr. PENG Chong as Non-executive Director

Reference is made to the announcement of the Bank dated 15 January 2024 in relation to, *inter alia*, the proposed appointment of non-executive Director. The Board has proposed to appoint Mr. PENG Chong (“**Mr. PENG**”) as a non-executive Director of the seventh session of the Board of the Bank, which is subject to the approval of the shareholders of the Bank at the general meeting and the formal approval of his qualification by the regulatory authority. Mr. PENG will serve as a member of the Strategic Development Committee of the Board from the date on which his qualification as a non-executive Director is approved by the regulatory authority.

The biographical details of Mr. PENG are set out below:

Mr. PENG Chong, aged 46, is the deputy head (in charge) of the planning and finance department of Tianjin Tianbao Holdings Limited. Since October 2021, Mr. PENG served successively as the deputy head and the deputy head (in charge) of the planning and finance department of Tianjin Tianbao Holdings Limited; a senior supervisor for risk control department of Tianjin Tianbao Holdings Limited from August 2020 to October 2021; the chief financial officer of Tianjin Tianbao Energy Co., Ltd. from March 2017 to August 2020, and during this period he worked concurrently as the head of the risk control department from March 2019 to January 2020. He worked successively as the head of the finance group of the listing work and the chief financial officer of Tianjin Tianbao Electricity Company Limited from June 2016 to March 2017; the head of financing management department of Tianjin Tianbao Finance Management Co., Ltd. from August 2013 to June 2016; the deputy head (in charge) of the planning and finance department of Tianjin Tianbao Thermal Electricity Company Limited from November 2010 to August 2013. He served successively as a chief accountant and deputy head of the finance department of Tianjin Tianbao International Logistics Group Co., Ltd. from March 2004 to November 2010; he successively worked as the accountant, chief accountant and financial manager of Tianjin Sinopharm Bohai Pharmaceutical Co., Ltd. from July 1998 to March 2004.

Mr. PENG graduated from the accounting department of Nankai University (南開大學) with a bachelor’s degree in auditing in 1998 and is qualified as a senior accountant.

Save as disclosed above, Mr. PENG has confirmed that as at the date of the circular, (i) he did not hold any position in the Bank or its subsidiaries, or any other directorships or supervisory positions in other listed companies in 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 interest 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).

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Save as disclosed above, there are no other matters relating to the appointment of Mr. PENG which are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules of the Hong Kong Stock Exchange and there are no other matters that need to be brought to the attention of the shareholders of the Bank.

Mr. PENG will not receive the director's remuneration and/or allowance during his term of office as a non-executive Director of the Bank. Mr. PENG will enter into a service contract with the Bank upon the approval of his appointment and his term of office will commence from the date of formal approval of his qualification by the regulatory authorities and will end on the date of expiry of the seventh session of the Board.

9. Extension of the Validity Period for the Issuance Plan of Financial Bonds and Related Authorisation

Reference is made to the circular dated 25 April 2022 and the poll results announcement of the general meeting dated 18 May 2022 of the Bank in relation to (among other things) the approval of the issuance of financial bonds and the authorisation grant of financial bonds to the Board of the Bank, and the authorisation granted by the Board to the senior management of the Bank to execute issuance matters (collectively, the **“Issuance Plan of Financial Bonds and Related Authorisation”**).

On 18 May 2022, the Bank's 2021 annual general meeting considered and approved the Provisional Resolution on Submission for Consideration of the Resolution Regarding the Issuance of Financial Bonds by Bank of Tianjin Co., Ltd. in 2019, agreeing the issuance of financial bonds of not more than RMB30 billion (inclusive), agreeing the authorisation granted by the general meeting to the Board, and agreeing the Board to authorise the senior management to fully handle all matters relating to this issuance of financial bonds. The resolution and authorisation relating to the bond issuance shall be valid for 24 months from the date of approval of the bond issuance by the general meeting (i.e., the validity period will expire on 17 May 2024). For details, please refer to the Bank's circular dated 25 April 2022.

To date, the Bank has completed the issuance of financial bonds of RMB10 billion. Given that the Bank is currently applying for and issuing financial bonds of remaining size, the time required may exceed the validity period of the Issuance Plan of Financial Bonds and Related Authorisation. In order to continue to promote relevant work, the Board has considered and approved a resolution and put forward to the general meeting to extend the validity period of the Issuance Plan of Financial Bonds and Related Authorisation for 24 months (i.e., the validity period will expire on 17 May 2026). Save for the above-mentioned extension of the validity period of the Issuance Plan of Financial Bonds and Related Authorisation, other details of the financial bonds disclosed in the Bank's circular dated 25 April 2022 remain unchanged and will continue to be valid.

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10. Extension of the Validity Period for the Issuance Plan of Tier-2 Capital Bonds and Related Authorisation

Reference is made to the circular dated 31 March 2021 and the poll results announcement of the general meeting dated 18 May 2021 of the Bank in relation to (among other things) the approval of the issuance of tier-two capital bonds and the authorisation grant of tier-two capital bonds to the Board of the Bank, and the authorisation granted by the Board to the senior management of the Bank to execute issuance matters (collectively, the “**Issuance Plan of Tier-Two Capital Bonds and Related Authorisation**”).

On 26 March 2021 and 18 May 2021, the Board of the Bank and the 2020 annual general meeting considered and approved the Issuance Plan of Tier-Two Capital Bonds by Bank of Tianjin Co., Ltd. (the “**original resolution**”), agreeing the issuance of tier-two capital bonds of not more than RMB30 billion (inclusive), agreeing the Board, without exceeding the scope of authorisation given to the Board by the general meeting, to authorise the senior management to handle all matters relating to the issuance of tier-two capital bonds. The resolution and authorisation relating to the bond issuance are valid for 36 months from the date the relevant resolution is considered and approved by the general meeting (i.e., the validity period will expire on 17 May 2024). For details, please refer to the Bank’s circular dated 31 March 2021.

According to the Reply of the Tianjin Banking and Insurance Regulatory Bureau on the Issuance Size of Capital Instruments Plan of Bank of Tianjin Co., Ltd. (Jin Yin Bao Jian Fu [2022] No. 289) and the Affirmative Decision on Administrative License from the People’s Bank of China (Yin Xu Zhun Yu Jue Zi [2023] No. 37), the Bank was approved to issue tier-two capital bonds with a total amount of not more than RMB17 billion in the national inter-bank bond market. The approval is valid until 25 October 2024. On 12 April 2023, the Bank completed the issuance of tier-two capital bonds of RMB7 billion.

Given that the validity period of the Issuance Plan of Tier-Two Capital Bonds and Related Authorisation considered and approved by the Bank’s general meeting and the Board of the Bank is about to expire, in order to continue the issuance of tier-two capital bonds, the Board has considered and approved the relevant resolution for shareholders’ consideration and approval at the Bank’s proposed general meeting to request to extend the expiration date of the Issuance Plan of Tier-Two Capital Bonds and Related Authorisation to 25 October 2024. In addition, the “type of instruments” in the original resolution is “qualified tier-two capital instruments with write-down clause in compliance with the Administrative Measures for the Capital of Commercial Banks (Provisional) and the Guiding Opinions on Commercial Banks’ Innovation on Capital Instruments (Revised)”. On 1 November 2023, the National Administration of Financial Regulation issued the Administrative Measures for the Capital of Commercial Banks, which amended the “qualifying standards for tier-two capital instruments”. Accordingly, the Board of Directors has reviewed and approved, and proposed to the Shareholders’ meeting that the “type of instrument” for the issuance of tier-two capital bonds by the Bank be changed to “qualified tier-two capital instruments with write-down clause in compliance with the Administrative Measures for the Capital of Commercial Banks and the Guiding Opinions on Commercial Banks’ Innovation on Capital Instruments (Revised) (the

LETTER FROM THE BOARD

“**Changed Instrument Type**”). Save for the above-mentioned extension of the validity period of the Issuance Plan of Tier-Two Capital Bonds and Related Authorisation and Changed Instrument Type, other details of the tier-two capital bonds disclosed in the Bank’s circular dated 31 March 2021 remain unchanged and will continue to be valid.

III. OTHERS

In addition, the Shareholders will listen to the Appraisal Report on the Legal Performance of Duties and Compliance by the Major Shareholders of the Bank for 2022 and 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 2023, Work Report of independent non-executive Directors for 2023 and Report of related party transactions and management of related party transactions for 2023 at the 2023 AGM.

IV. THE AGM

The AGM will be held at East Building Office of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Friday, 19 April 2024 to consider and, if thought fit, to pass resolutions in respect of the matters as set out in the notice of the AGM. The notice of the AGM is set out on pages 32 to 34 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.

LETTER FROM THE BOARD

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.*
YU Jianzhong
Chairman

Tianjin, China
20 March 2024

* *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.*

**WORK REPORT OF THE BOARD OF DIRECTORS OF BANK OF TIANJIN CO., LTD.
FOR 2023**

The year of 2023 was the first year to fully implement the spirit of the 20th National Congress of the Communist Party of China. Under the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, the strong leadership of the Tianjin Municipal Party Committee and Municipal Government, and the instruction of the financial regulatory authorities, the Bank proposed and insisting on promoting the “Double-Five Battles”. All staff of the Bank has been making their concerted efforts, focusing on the main responsibilities and principal business to overcome the difficulties, and making unremitting efforts for the development of Bank of Tianjin. 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, as well as assumed the ultimate responsibility for all works within the scope of its obligation. We will now report to you on the work of the Board of Directors in 2023:

1. Review of the work of the Board of Directors in 2023***(1) Effectively performed the duties of the Board of Directors to ensure efficient performance of duties***

In 2023, the Bank’s Board of Directors, within the scope authorised by the general meeting, ensured that the Board of Directors performed its duties normally and efficiently and gave full play to its functions of formulating strategies, making decisions and preventing risks. Firstly, the Bank held a total of 8 Board meetings with 59 resolutions considered and 29 reports reviewed, and convened 5 Shareholders’ meetings with 12 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 2023, etc. Professional lawyer issued legal opinions with respect to each meeting of the Board of Directors to ensure that the procedures comply with the laws. Secondly, the Bank organised a general meeting to elect executive Directors and independent Directors and a meeting of the Board of Directors to elect the Chairman. The qualification for the Chairman has been approved by the NFRA Tianjin Regulatory Bureau in August 2023 to ensure the smooth operation of the Board of Directors. Thirdly, the Bank organised 2 batches of special surveys for Directors and 12 special trainings and meetings, covering key cutting-edge contents including corporate governance, consumer rights protection, ESG and cross-domain operations, to effectively improve the performance of Directors.

(2) Confirmed strategic positioning and oversaw the effective implementation of strategic planning

In order to thoroughly implement the spirit of the 20th National Congress of the Party, the requirements of the 12th Tianjin Party Congress, and the “Ten Projects” tasks and arrangements organised by the Tianjin Municipal Party Committee and Municipal Government to implement the spirit of the 20th National Congress of the Party, we fully combined the internal and external conditions of the Bank, and considered and approved the Strategic Development Plan for 2021-2025 of Bank of Tianjin Co., Ltd. (2023 Revised Version) at the 8th Meeting of the Seventh Session of the Board of Directors of the Bank in March 2023. In order to ensure the in-depth implementation of various annual plans and strategic plans, the Board of Directors considered and approved the Report of the Implementation of the Strategic Development Plan for 2022 of Bank of Tianjin Co., Ltd. and the Strategic Plan for Financial Technology and Digital Transformation to effectively supervise the implementation of the senior management.

(3) Strengthened the construction of risk management system and strictly controlled risk management

In 2023, the Bank’s operating situation and risk level relatively improved, achieving steady improvement in quality and reasonable growth in quantity. The Bank’s Board of Directors closely combined actual conditions and regulatory opinions, conscientiously implemented various risk policies, and strengthened risk prevention and control. The Board of Directors considered and approved the Resolution on Amendments on the Comprehensive Risk Management System of Bank of Tianjin Co., Ltd., Off-Balance Sheet Business Risk Management Measures of Bank of Tianjin Co., Ltd., Financial Asset Risk Classification Policy of Bank of Tianjin Co., Ltd. and Risk Preference Statement for 2023 of Bank of Tianjin Co., Ltd. to continue to strengthen the construction of the risk management system and optimise the risk management process. The Bank adhered to a problem-oriented and goal-oriented approach, and under the guidance of supervision, optimised the thoughts for disposal and resolution of non-performing assets. We integrated various resources across the Bank and made every effort to resolve non-performing assets, achieving phased results and stabilizing the fundamentals of the operations.

The Board of Directors of the Bank has been diligent and responsible in continuing to regulate the management of the shareholdings of the Bank, controlling the overall pledge ratio and preventing the risk of equity pledge. Shareholders who have representation on the Board of Directors or the Board of Supervisors of the Bank, or shareholders directly, indirectly or jointly holding or controlling more than 2% of the Bank’s shares or voting rights, are required to apply to the Board of Directors of the Bank to pledge the Bank’s shares beforehand. The Bank imposes restrictions on the voting rights at the shareholders’ meetings who pledge 50% or more of the Bank’s shareholdings. The overall equity pledge ratio complies with regulatory requirements and the equity structure is stable.

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

In 2023, 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 2023, the Board of Directors and the Related Party Transaction Control Committee of the Bank accepted a total of 85 related transactions for approval and filing, involving cumulative amount of RMB42.619 billion. In particular, 4 major related party transactions were approved, amounting to RMB30.38 billion; 81 ordinary related party transactions were filed, amounting to RMB12.239 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 2023, the credit balance of the largest individual related party account of the Bank amounted to RMB3.540 billion, accounting for 4.43% of the Bank's net capital as of the end of last quarter, 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 RMB6.195 billion, accounting for 7.76% of the Bank's net capital as of the end of last quarter, which did not exceed 15% of the Bank's net capital. The credit balance of all related parties amounted to RMB13.998 billion, accounting for 17.53% of the Bank's net capital as of the end of last quarter, 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 2023, the Bank's related party list included 2,476 related natural persons and 815 related legal persons or other organisations. In addition, pursuant to the regulatory requirements, we continued to refine the information disclosure of related party transactions. In the notes to the financial statements, relevant affairs of the related parties and the related party transactions were subject to disclosure; On the Bank's website, relevant affairs of the general related transactions were subject to disclosure every quarter, and major related transactions were subject to disclosure on a case-by-case basis; Whereas in annual reports, the overall situations of the related party transactions of the year were subject to disclosure.

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

In 2023, the Board of Directors of the Bank effectively performed information disclosure management, with accumulated more than 50 regular reports and temporary announcements disclosure, optimized the disclosure structure of regular reports, enriched the content of regular reports, and realized the combined disclosure of annual reports and results announcements to improve the timeliness and consistency of disclosure; disclosed quarterly financial data to effectively demonstrate the Bank's operating results in a timely manner. The Bank also properly carried out the preparation of temporary announcements, timely and comprehensively disclosed circulars, notices and poll results of annual and extraordinary general meeting, notices of the Board of Directors, changes of directors, supervisors and senior management and approval of their qualifications, list of directors and their roles and functions, commencement of the convertible negotiated deposit for replenishment of other tier-one capital and issuance of tier-two bonds, etc., and other key work process, so as to effectively safeguard the right to information of the stakeholders. In the process of information disclosure, the Board of Directors fully utilized its role as the gatekeeper for information disclosure, urged the senior management and relevant departments to initiate, write and review various announcements in strict compliance with the requirements of laws and regulations and internal management system, and 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.

(6) 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 2023, 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 effort to handle the affairs of the Bank, attended meetings of the Board of Directors and its special committees as required, carefully studied and made prudent judgments on issues submitted to the Board of Directors for consideration, put forward scientific and reasonable opinions and suggestions in conjunction with their own professional knowledge and working experience, 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. They 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.

The scope of the 2023 performance evaluation covered a total of 14 Directors who have performed their duties for more than half a year. Except for one Director who was rated as “Incompetent”, 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 2023, 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.

(7) Continued to improve the performance appraisal mechanism to give full play to the supervisory function of the Board of Directors

In 2023, the Bank’s Board of Directors formulated and adjusted the Performance Appraisal Indicators System for Professional Managers in 2023, considered the Performance Appraisal Results and Remuneration Allocation Plan in 2022, continued to improve and standardise the incentive and restraint mechanism for professional managers, improving the Bank’s performance appraisal system for professional managers. The Board of Directors and members of the audit committee evaluated the performance evaluation of the chief auditor, the audit department and their directors respectively, and formed the evaluation results. The Bank implemented the requirements of the Tianjin State-owned Assets Supervision and Administration Commission for the differentiated internal audit assessment system between the audit department and other departments, further enhancing the independence of audit work assessment and strengthening the incentive and restraint mechanism.

(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 2023, the Bank continued to strengthen the rule of law thinking and awareness, further promoted the building of a bank by the rule of law, and insisted on fulfilling the responsibilities of the top person responsible for the rule of law construction, thus achieving effective results in comprehensively promoting the construction of the rule of law. The first was to give full play to the important role of the Party Committee in setting direction, managing the overall situation and ensuring implementation, and insist on making research and discussion by the Party Committee a preparatory procedure for the Board of Directors and senior management to make decisions on major issues; include strategic measures to promote the construction of the rule of law into the implementation tasks of the Strategic Development Plan for 2023; incorporate legal operation and other legal construction-related contents into the Bank’s annual work plan, and effectively implement the same deployment, promotion, supervision, assessment, and rewards and punishments as the Bank’s reform and development tasks. The second was to implement the requirements of strictly governing the Party and governing the Party in accordance with regulations, promote the comprehensive and in-depth development of strict governance on the Party, and keep in mind the responsibilities and mission of the “first responsible person” for strict governance on the Party; convene a warning and education conference on strict governance on the Party and strict governance on the Bank, so as to

strengthen working style through warning and education. The third was to carry out in-depth theoretical study, special research, and a series of rule of law trainings; coordinate with all employees across the Bank to carry out rule of law publicity activities and cultivate a culture of rule of law. The fourth was to carry out supervision and inspection with multiple measures, devote efforts to carry out various inspection and supervision work, and give full play to the role of the second line of defense; actively deploy and conduct annual major regulatory penalties and back-examination work, pay close attention to the rule of law check back mechanism, and supervise and improve the legal construction across the Bank. The fifth was to require the person in charge of the rule of law construction department and the President of the Bank to attend the meetings and listen to legal opinions if the matters deliberated by the Board of Directors involve legal issues. The sixth was to consolidate the legal foundation and revise the legal review system regulations; carry out regular legal consultation; strengthen the evaluation and management of cooperative law firms, organise and conduct inspections of the effectiveness of entrustment and agency; promote the progress of litigation with the help of external legal advisors and strengthen cooperation with professional law firms to help protect rights, and provide high-quality legal services to help improve business operation and management.

2. Major work of the specialised committees of the Board

In 2023, 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 6 meetings were held to consider and approve 23 resolutions, which mainly included the Bank's 2022 Financial Accounts, 2022 Social Responsibility Report, 2023 Business Plan, 2023 Financial Budget, 2023 Investment Plan, 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 21 resolutions, which mainly included 2022 Annual Report, 2022 Annual Results Announcement, 2023 Interim Report, 2023 Interim Results Announcement, 2022 Annual Report on the Evaluation of the Quality of the Audit Work of the Selected Accounting Firm, 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 5 meetings were held to consider and approve 8 resolutions, which mainly included matters such as the Report on the Related Party Transactions and Management of Related Party Transactions for the Year of 2022 and the Report on Significant Related Party Transactions of Tianjin Nongken Hongda 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 4 meetings were held to consider and approve 13 resolutions, which mainly included the Report on Risk and Risk Management Status for the Year of 2022, Expected Credit Loss Method Implementation Report for the year of 2022, the Risk Preference Statement for the Year of 2023, Off-Balance Sheet Business Risk Management Measures and Financial Asset Risk Classification Policy. 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 14 resolutions, which mainly included the Bank's Opinions on Performance Evaluation of Directors and Members of Senior Management for 2022, the Performance Evaluation Indicators for 2023, Performance Appraisal Indicators System for Professional Managers in 2023, and Nomination of YU Jianzhong as Candidate for Executive Director of the Bank, to ensure the smooth operation 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 2 meetings were held to consider and approve 2 resolutions, which mainly included the Report on Consumer Rights Protection in 2022, and the Work Plan on Inclusive Small and Micro Businesses in 2023. It 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.

3. Next steps of the work plan

In 2024, the Bank's Board of Directors will conscientiously implement the spirit of General Secretary Xi Jinping's important speeches during his inspection in Tianjin and the spirit of the Fifth Plenary Session of the 12th Tianjin Municipal Committee of the Communist Party of China, combine the Bank's development goals for 2024, and accurately grasp the important requirements of General Secretary Xi Jinping on Tianjin and "achieving four intended goals as planned" in the new era and new journey. We will focus on in-depth

promotion of key tasks including the “Double-Five Battles” and “Five Major Articles”, assume new responsibilities and make new achievements in serving the development of new productive forces, serving the comprehensive deepening of reform and opening up, serving the inheritance and development of urban culture, and serving the modernization of urban governance, and transform the effectiveness of studying the spirit of General Secretary Xi Jinping’s important speeches into promoting the Bank’s various work and promoting the Bank of Tianjin to deepen its reform and development, so as to solidly promote the high-quality development of the Bank.

The first is to continue to improve the Bank’s corporate governance system; comply with laws, regulations and regulatory provisions, and timely revise and improve the corporate governance system.

The second is to convene the general meeting in accordance with legal procedures, report work to the general meeting, and implement the resolutions of the general meeting; study and formulate the annual financial budget plan, final accounts plan, profit distribution plan, appointment of accounting firm to conduct regular statutory audits of the Bank’s financial reports for general meeting’s consideration; and notify the evaluation report on the legal performance of duties and contractual obligations by substantial shareholders in 2022.

The third is to perform the Board of the Directors’ functions of making strategy, decision-making and risk prevention and ensure the effective operation of the Board of Directors; Combination of the spirit of the 20th CPC National Congress and the relevant deployment of the Financial Work Conference, the work requirements of the regulatory bodies, and the Bank’s operation, the Bank continuously monitor and evaluate the implementation of the Bank’s strategic planning; consider and formulate the Bank’s annual report, annual business plan, annual performance appraisal indicators system for professional managers, compensation allocation plan, and consumer rights protection work situation and continuously improve corporate governance; conscientiously perform risk management responsibilities and further improve the organisational system, regulation system and risk preference for comprehensive risk management; consider and review various risk management reports, and supervise and track the prevention and control of various risks.

The fourth is to continue to perform the functions of the special committees under the Board of Directors and assist the Board of Directors in carrying out the relevant work. In 2024, the strategic development committee will study and review the report on the assessment of 2023 internal capital adequacy, the 2023 profit distribution plan, the 2024 business operation plan, the organizational plan and other major issues affecting the development of the Bank. The Audit Committee will regularly study and review the internal audit work report, review 2023 internal control evaluation report, the 2024 internal audit work plan, and other matters related to the Bank’s financial information and internal control, and will maintain good communication with the Bank’s external auditor. The Related Party Transactions Control Committee provides review opinions on the Bank’s major related party transactions and reports them to the Board of Directors for approval, and studies and considers reports on the management of affiliated transactions on a regular basis. The Risk Management Committee

regularly examines and considers the report on overall risk management, considers the 2024 Risk Appetite Statement, and makes comments or recommendations to the Board of Directors on the Bank's overall risk and risk management status, risk management policies, procedures and methods. The Nomination and Remuneration Committee conducts a preliminary review of the qualifications and conditions for appointment of directors and senior management, and examines and considers the results of the 2023 annual performance appraisal of professional managers and the salary distribution plan, as well as 2024 Performance Appraisal Indicators System for Professional Managers and other matters. The inclusive finance development and consumer rights protection committee will consider and approve the 2023 consumer protection work report, and 2024 inclusive small and micro business work plan. The committees will perform their duties efficiently and make recommendations or suggestions to the Board of Directors.

The Bank will continuously adhere to the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics in the New Era, take the spirit of the Central Financial Work Conference as the fundamental guide, and resolutely implement the spirit of the Economic Work Conference of the Central Committee and the Tianjin Municipal Committee. Guided by the "Stock, Increment and Quality", the Bank will maintain strategic focus, focus on the primary task of Tianjin's economic development, work hard, strengthen the important role of the Board of Directors in corporate governance, and make contributions to Tianjin in the Chinese modernization path.

Tianjin, China
20 March 2024

WORK REPORT OF THE BOARD OF SUPERVISORS OF BANK OF TIANJIN CO., LTD. FOR 2023

In 2023, the Board of Supervisors of the Bank conscientiously implemented the Company Law of the People's Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions, the Work Guidelines on Board of Supervisors of Commercial Banks and other laws, regulations and regulatory requirements. On the basis of the Bank's situations of operation and management and the implementation of its strategic development plan, the Board of Supervisors of the Bank actively performed duties and functions of the Board of Supervisors conferred by the Articles of Association, continuously strengthened supervision of the performance of duties by the Board of Directors and Senior Management and its members so as to earnestly safeguard the legitimate rights and interests of the Bank, shareholders, employees, creditors and other stakeholders. The major work of the Board of Supervisors in 2023 is set forth hereunder:

I. Major work of the Board of Supervisors

In 2023, 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**1. Completing the election of the members of the Board of Supervisors in earnest.**

In 2023, the Board of Supervisors of the Bank strictly complied with the laws and regulations, supervisory requirements and the requirements of the Articles of Association, and did a good job in the resignation and election of the relevant Supervisors. During the period, the working organ of the Board of Supervisors of the Bank actively co-ordinated with the relevant Shareholder, assisted the Shareholder in the nomination of Shareholder representative Supervisor, carefully examined the qualifications of the proposed Shareholder representative Supervisor, and ensured that the new Shareholder representative Supervisor took up his duties in May 2023 subject to the consideration and approval of the Board of Supervisors and the 2022 Shareholders' General Meeting of the Bank in strict accordance with the election procedures. In light of the change of one employee representative supervisor of the Bank, the election of the new employee representative supervisor as a member of the relevant special committee and the business registration were properly carried out to ensure that the employee representative supervisor would perform his duties in place in compliance with the regulatory requirements. Meanwhile, the Board of Supervisors of the Bank has strictly complied with the requirements of the Hong Kong Stock Exchange to make timely disclosure of information on changes in supervisors of the Bank to ensure right to be informed of the investors.

2. **Organization of trainings for Supervisors.** In 2023, the Bank's Board of Supervisors organized Supervisors to participate in three special training sessions, covering related party transaction management, rights and obligations of the Supervisors, financial anti-corruption, compliance management of Hong Kong listed companies, reputational risk prevention and control, etc, to further enhance the professional competence of the Supervisors and their performance.

(II) Conscientiously implement supervision duties and strengthening special supervision

In 2023, the Bank organized 9 meetings of Board of Supervisors, reviewed 67 resolutions in total, and reviewed 34 reports, earnestly performing its supervision duties.

1. **Supervision of performance of duties.** In 2023, the Board of Supervisors considered and approved the Bank's 2023 business operation plan, 2023 company performance appraisal indicators, 2021-2025 strategic development plan (2023 revised edition), 2023 inclusive small and micro business work plan, 2023 investment plan report, and 2023 institutions development plan, the 2023 performance appraisal index system for professional managers, the measures for performance appraisal of professional managers 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.
2. **Financial supervision.** In 2023, the Bank's Board of Supervisors considered and approved the Bank's 2022 annual report, 2022 annual results announcement, 2023 interim report, 2023 interim results announcement, 2022 financial final account report, 2022 profit distribution, and 2023 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.
3. **Risk management and supervision.** In 2023, 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 2023 risk preference statement, information technology outsourcing risk management policy, information technology outsourcing strategy and other proposals, carefully reviewed the 2022 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. Of which, 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 the Report for the Implementation of the Expected Credit Loss Law of Bank of Tianjin Co., Ltd. for 2022 and Report on the Pre-production Validation of the Expected Credit Loss Method of Bank of Tianjin Co., Ltd., at the eighth meeting of the seventh session of the Board of Supervisors and attended the Board meetings to supervise the deliberation of above reports in the Board, so as to strengthen the management of the Bank's expected credit loss.

- 4. Internal control and supervision.** In 2023, the Bank's Board of Supervisors reviewed and approved the 2022 internal control evaluation report, 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 2022 internal audit work report and the 2023 internal audit work plan 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.
- 5. Specialised Supervision.** In 2023, the Bank's Board of Supervisor implemented the work requirements of the regulatory authorities, financial management departments and the competent departments at the higher level, and combined with the key areas of concern of the Bank, it selected the areas of procurement and tendering and anti-money laundering work to carry out specialised supervision. The Board of Supervisor set up a special supervisory leading group, formulated a supervisory inspection plan, actively promoted the implementation of the supervisory inspection work, and completed the Report on Specialised Supervision of Material Procurement and Tendering Work of Bank of Tianjin Co., Ltd. for 2022 and the Report on Specialised Supervision of Anti-Money Laundering Work of Bank of Tianjin Co., Ltd. for 2023, and fed back the relevant results to the Board of Directors and the senior management of the Bank.

6. **Supervision on the rectification work and the implementation of the evaluation work.** In 2023, the Board of Supervisors of the Bank carefully reviewed the results of the corporate governance supervision assessment and the report on rectification in 2022, the report on the regulatory notification and the rectification situation in 2022, the report on the 2023 Joint Supervisory Meeting and the notification of the supervisory opinions of each branch, the notification of rectification orders and the implementation of rectification orders in respect of the comprehensive enforcement inspection of Tianjin Branch of the People's Bank of China, and took the rectification and implementation of the matters identified during supervision an important issue for the Board of Supervisors, and continuously strengthened the supervision of the Board of Directors and the senior management of the Bank in implementing supervisory opinions and requirements, so as to effected rectification and implementation.

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

1. **Performance interview.** In April 2023, the Board of Supervisors selected some Directors to conduct performance interviews, and carefully 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 2022 Report of the Board of Supervisors of Bank of Tianjin Co., Ltd. on the Performance Interviews with Directors.
2. **Performance of evaluation work.** In 2023, the Bank's Board of Supervisors closely combined the performance evaluation system, focused on the fulfilment of the obligations of loyalty, diligence, professionalism, independence and morality, and compliance in the performance of duties to organize and complete the 2022 annual performance evaluation of the Board of Directors and directors, the Board of Supervisors and supervisors, senior management and its members, focused on the performance of duties of the Board of Directors and senior management in promoting reform and development, strengthening risk management, enhancing internal control and compliance, and rectifying supervisory feedback, implemented process monitoring of major issues and important decisions and formulated a special report, which was reviewed and approved by the Board of Supervisors for submission to the Bank's 2022 annual general meeting. Among the 13 Directors, 5 Supervisors and 5 senior management members who participated in the performance evaluation work of the Bank in 2022, except for one director who was evaluated as "basically competent" for attending less than two-thirds of the Board meetings in person in 2022, the remaining Directors, Supervisors and senior management members 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 2023, the Bank held a total of 8 meetings of the Supervision Committee of the Board of Supervisors, deliberating and approving 78 proposals. The Supervision Committee deliberated and approved the evaluation report on the implementation of the development strategic plan of the Bank of Tianjin Co., Ltd. under the “14th Five-Year 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 transactions 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 the off-balance sheet business risk management measures to promote the construction of the Bank’s business system.

(II) Work of the Nomination Committee

In 2023, the Bank held a total of 8 meetings of the Nomination Committee and reviewed 17 proposals. The Nomination Committee deliberated and approved the Bank’s 2022 performance evaluation opinions of directors and senior management officers, the 2022 Board of Supervisors’ evaluation report on the performance of the Board of Directors and directors, the 2022 Board of Supervisors’ evaluation report on the performance of senior management and its members, the 2022 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 2023 annual performance appraisal index system for professional managers, professional managers’ 2022 annual performance appraisal results and 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

1. **Legal operation.** In 2023, 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.

2. **Preparation of regular reports.** In 2023, 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.
3. **Related party transactions.** In 2023, 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.
4. **Implementation of the resolutions of the general meetings.** In 2023, the Board of Supervisors of the Bank 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.

IV. Work Plan for 2024

In 2024, the Bank's Board of Supervisors will conscientiously implement the spirit of General Secretary Xi Jinping's series of important speeches and the spirit of the Fifth Plenary Session of the 12th Tianjin Municipal Committee, actively practice the important requirements of "achieving four intended goals as planned", closely focus on the Bank's strategic development plan, and strictly comply with various regulatory regulations to focus on the key points of supervision and improve the quality and efficiency of supervision.

(I) Continuing to do a good job in performance evaluation

In 2024, the Board of Supervisors of the Bank will strictly implement the regulatory requirements and seriously carry out the performance evaluation on the Board of Directors, the Directors, the Board of Supervisors, the Supervisors and senior management and its members of the Bank for 2023, and report to the general meeting as required.

(II) Continuously Improving the Quality and Efficiency of Supervision

In 2024, the Bank's Board of Supervisors will follow the latest requirements for corporate governance and supervision of banking and insurance institutions, closely integrate the Bank's work deployment for the "Double-Five Battles" and continue to strengthen special supervision on key areas, continuously improving the pertinence and effectiveness of supervision. Meanwhile, we will strengthen learning and exchanges with advanced peers, actively leverage the professional expertise of Supervisors and combine supervision with service to jointly promote the high-quality development of the Bank.

Tianjin, China
20 March 2024

INVESTMENT PLAN OF BANK OF TIANJIN CO., LTD. FOR 2024

I. THE OVERALL SITUATION OF INVESTMENT***(I) The Direction and Purpose of Investment***

Focusing on studying and implementing the spirit of General Secretary Xi Jinping's important speeches during his inspection in Tianjin and the spirit of the Fifth Plenary Session of the 12th Tianjin Municipal Committee of the Communist Party of China, and practicing the important requirements of "achieving four intended goals as planned", the Bank will further strengthen its equity investment and fixed asset investment in 2024 to provide strong support for the "Double-Five Battles" and the "Five Major Articles". Firstly, in terms of equity investment, the Bank intends to absorb and merge the rural banks initiated in Tianjin region to meet the regulatory requirements for the reform and high-quality development of rural banks; secondly, in terms of fixed asset investment, the Bank will strengthen its fixed asset investment in the information technology, administration and security categories so as to further enhance the strength of information technology and improve the quality of services in the halls of the business outlets as well as the customer experience and to realize the high-quality development of the Bank.

(II) The Situation of Investment Plan

In 2024, there are 19 planned investment projects, with a total planned investment amount of RMB723.98 million, and the investment amount for the year will be RMB392.46 million.

Among them, there is 1 major project with a planned investment amount of RMB220 million for the year, 9 general projects with a planned investment amount of RMB149.27 million for the year (no project under special attention), and 9 miscellaneous projects with a planned investment amount of RMB23.19 million for the year.

(III) The Situation of Investment Scale and Investment Capacity

Source and formation of funds: self-owned funds of RMB392.46 million.

Liability analysis: As of the end of 2023, the gearing ratio of the Bank was 92.32% (relevant data were unaudited). The Investment Plan for 2024 has no significant impact on the gearing ratio of the Bank.

(IV) Analysis of Investment Structure and Sector

By type of investment, there are 14 recognised projects with a total planned investment amount of RMB84.67 million for the year, and there are 5 new projects with a total planned investment amount of RMB307.79 million for the year. There is 1 project of equity investment with a planned investment amount of RMB220 million for the year, accounting for 56.06% of the total. There are 18 projects of fixed asset investment with a planned investment amount of RMB172.46 million for the year, accounting for 43.94% of the total.

By industry in which we invested, there are 19 projects of commercial banking services, with a planned investment amount of RMB392.46 million for the year, accounting for 100% of the total.

By location of investment, there are 19 projects of investment in Tianjin, with a planned investment amount of RMB392.46 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 entity is hired to conduct audit on the projects; in respect of long-term equity investment projects, the audit department of the Bank conducts an annual comprehensive audit.
4. Strengthening accountability. In accordance with the Measures for the Management of Business Accountability of the Bank of Tianjin (《天津銀行業務問責管理辦法》) 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 RMB220 million and a planned investment amount of RMB220 million for the year.

(I) Nil Recognised Project

(II) One New Project

Acquisition of Equity Interests in Rural Bank by The Bank of Tianjin

The project has a total investment amount of RMB220 million with the aim of absorbing and merging a rural bank initiated as a branch of the Bank. (The actual investment amount will be determined finally in accordance with evaluation results of net asset per share in the rural bank asset evaluation report)

Progress schedule for the year: a planned investment amount is RMB220 million in 2024. In the first half of 2024, the Bank will formulate the acquisition plan and actively report and communicate with the relevant parties to obtain the support of all parties. Various intermediaries will carry out due diligence, perform appraisal price filing and negotiate with Shareholders on the appraisal price. In the second half of 2024, the Bank, the rural bank and the transferring party will each fulfill statutory corporate governance procedures, complete property rights transactions and report to regulatory authorities.

Risk prevention and control measures: First, improve investment analysis, conduct necessity and feasibility analysis of investment targets, clarify investment risks and investment valuation, and form an investment report; second, do a strict investment decision-making, fulfill the decision-making process and corporate governance procedures in accordance with the Bank's and external regulatory requirements (For equity investment projects of the Bank, "any single project with the amount not exceeding RMB2 billion (inclusive)" falls within the scope of the Board of Directors' review authority, and "any single project with the amount exceeding RMB2 billion (exclusive)" falls within the scope of the general meeting's review authority); and third, implement well investment approval, fulfill the approval procedures of the state-authorized institutions in accordance with relevant laws and regulations.

III. CONDITION OF SPECIAL ATTENTION PROJECTS

The Bank does not involve in special attention projects in 2024.

NOTICE OF 2023 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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 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 the East Building Office of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Friday, 19 April 2024.

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 Report for Final Financial Accounts for 2023;
2. to consider and approve the Profit Distribution Plan for 2023;
3. to consider and approve the Work Report of the Board of Directors for 2023;
4. to consider and approve the Work Report of the Board of Supervisors for 2023;
5. to consider and approve the Financial Budget for 2024;
6. to consider and approve the appointment of external auditors to review and audit the financial statements for 2024;
7. to consider and approve the Investment Plan for 2024;
8. to consider and approve the proposed appointment of Mr. PENG Chong as non-executive director;

NOTICE OF 2023 ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

9. to consider and approve the the extension of the validity period for the issuance plan of financial bonds and related authorisation;
10. to consider and approve the extension of the validity period for the issuance plan of tier-2 capital bonds and related authorisation;

REPORTS

1. to listen to the Appraisal Report on the Performance of Duties and Performance of Obligations by Substantial Shareholders of the Bank for 2022;
2. 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 2023;
3. to listen to the Work Report of Independent Non-executive Directors for 2023; and
4. to listen to the Report of Related Party Transactions and Management of Related Party Transactions for 2023.

By Order of the Board
Bank of Tianjin Co., Ltd.*
YU Jianzhong
Chairman

Tianjin, China
20 March 2024

As at the date of this notice, the board of directors of the Bank comprises Mr. YU Jianzhong, Mr. WU Hongtao, Mr. ZHENG Ke and Ms. DONG Xiaodong as executive directors; 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. 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 2023 ANNUAL GENERAL MEETING

Notes:

1. Details of the Work Report of the Board of Directors for 2023, the Work Report of the Board of Supervisors for 2023, and the Investment Plan for 2024 are set out in Appendix I to III to the circular of the 2023 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 2023 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 Thursday, 18 April 2024 (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 2023 AGM other than those referred to in the notice convening the 2023 AGM.

Where there are joint holders of any Shares, any one of such persons may vote at the 2023 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 2023 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 2023 AGM to be held on Friday, 19 April 2024, the register of members of the Bank will be closed from Friday, 12 April 2024 to Friday, 19 April 2024 (both days inclusive). The holders of H shares of the Bank who intend to attend and vote at the 2023 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 Thursday, 11 April 2024. The Shareholders whose names appear in the Bank's register of members at the close of business on Thursday, 11 April 2024 shall be entitled to attend and vote at the 2023 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 2023 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 2023 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.