
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)

**PROPOSED APPOINTMENT OF MR. FENG JINGHUA AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR
PROPOSED APPOINTMENT OF MR. PENG BING
AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR
CHANGE OF EXTERNAL AUDITORS
ADJUSTMENT OF THE 2024 ANNUAL INVESTMENT PLAN
CAPITAL REPLENISHMENT PLAN (2024-2026)
ISSUANCE PLAN OF CAPITAL REPLENISHMENT INSTRUMENTS
AND
NOTICE OF THE 2024 THIRD
EXTRAORDINARY GENERAL MEETING**

A notice convening the 2024 Third Extraordinary General Meeting to be held at East Building Office Area of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Wednesday, 11 December 2024 is set out on pages 20 to 22 of this circular.

To attend the 2024 Third Extraordinary General Meeting, 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 Tuesday, 10 December 2024 (Hong Kong time).

Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the 2024 Third Extraordinary General Meeting if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

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

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Bank (as amended, modified or otherwise supplemented from time to time)
“Bank”	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
“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
“EGM” or “2024 Third Extraordinary General Meeting”	the EGM of the Bank or any adjournment thereof to be held at East Building Office Area of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC), at 10:00 a.m., on Wednesday, 11 December 2024, a notice of which is set out on pages 20 to 22 of this circular
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Listing Rules”	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
“Tianjin Financial Regulatory Bureau”	Tianjin Regulatory Bureau of the National Financial Regulatory Administration
“%”	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. PENG Chong
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
Mr. GU Zhaoyang

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

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF MR. FENG JINGHUA AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR
PROPOSED APPOINTMENT OF MR. PENG BING
AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR
CHANGE OF EXTERNAL AUDITORS
ADJUSTMENT OF THE 2024 ANNUAL INVESTMENT PLAN
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ISSUANCE PLAN OF CAPITAL REPLENISHMENT INSTRUMENTS
AND
NOTICE OF THE 2024 THIRD EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The EGM of the Bank will be held at 10:00 a.m. on Wednesday, 11 December 2024 and the resolutions for the proposed appointment of Mr. FENG Jinghua (馮景華) as an independent non-executive director, the proposed appointment of Mr. PENG Bing (彭冰) as an independent non-executive director, the change of external auditors, the adjustment of the 2024 Annual Investment Plan, the Capital Replenishment Plan (2024-2026) and the issuance plan of capital replenishment instruments will be proposed to be considered and approved.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the notice of the EGM 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 EGM.

II. PROPOSED APPOINTMENT OF MR. FENG JINGHUA AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement entitled “RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS” of the Bank dated 31 October 2024. According to The Guidelines for Corporate Governance of Banking and Insurance Institutions, an independent non-executive director may not serve for more than six years in total at a banking or insurance institution. The Board has received the application for resignation from Mr. HE Jia (“**Mr. HE**”). Due to the fact that he has served as an independent non-executive director of the Bank for a term of six years, he has tendered his resignation as an independent non-executive director of the Bank, a member of the Strategic Development Committee of the Board and the chairman of the Nomination and Remuneration Committee of the Board. Pursuant to relevant laws, regulations and provisions of the articles of association of the Bank, the resignation of Mr. HE will take effect when a new independent non-executive director is elected by the general meeting of the Bank, and the qualification of the new independent non-executive director who will fill the vacancy is approved by the Tianjin Financial Regulatory Bureau.

The Board has considered and passed the resolution for the proposed appointment of Mr. FENG Jinghua (馮景華) (“**Mr. FENG**”) as an independent non-executive director of the seventh session of the Board of the Bank. According to the articles of association of the Bank, the proposed appointment of Mr. FENG as an independent non-executive director is subject to the approval of the shareholders of the Bank at the general meeting and the official approval of his qualification from the Tianjin Financial Regulatory Bureau. Mr. FENG will serve as the chairman of the Nomination and Remuneration Committee of the Board and a member of the Strategic Development Committee of the Board from the date on which his qualification as an independent non-executive director is officially approved by the Tianjin Financial Regulatory Bureau.

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

Mr. FENG Jinghua, aged 40, is currently the chief engineer at the National SuperComputer Center in Tianjin. Mr. FENG has served as the chief engineer at the National SuperComputer Center in Tianjin since June 2020; he served as the head of system department and concurrently served as assistant to the director at the National SuperComputer Center in Tianjin from January 2015 to June 2020; he served as the head of system department at the National SuperComputer Center in Tianjin from January 2011 to January 2015; and he served as the application research and development engineer at the National SuperComputer Center in Tianjin from July 2010 to January 2011.

LETTER FROM THE BOARD

Mr. FENG has served as a director and the general manager of Tianjin Tianhe Supercomputing Co., Ltd. (天津市天河超級計算有限公司) since March 2023; he has served as an executive director and the general manager of Tianjin Tianhe Computer Technology Co., Ltd. (天津市天河計算機技術有限公司) since March 2023; he has served as the deputy chairman at Tianjin Computer Federation since November 2023; and has served as the chairman of the board of supervisors of Tianjin Information Technology Application Innovation Association (天津市信創協會) since August 2022.

Mr. FENG graduated from the National University of Defense Technology in December 2019 with a doctor's degree in computer science and technology; he graduated from Xi'an Jiaotong University in June 2010 with a master's degree in computer science and technology; and he graduated from Xi'an Jiaotong University in June 2007 with a bachelor's degree in computer science and technology.

As Mr. FENG has a solid academic background and extensive practical experience in research and application of computer science and technology, the election of Mr. FENG as an independent non-executive director of the Bank is conducive to the continuous and effective performance of the Board, which meets the requirements for diversity of the Board of the Bank. Mr. FENG has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Hong Kong Listing Rules; (ii) he has no past or present financial or other interests in the business of the Bank or its subsidiaries, nor is he connected with any core connected person (as defined in the Hong Kong Listing Rules) of the Bank; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, Mr. FENG has confirmed that as at the date of this circular, (i) he did not hold any positions 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 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 above, there are no other matters relating to the appointment of Mr. FENG which are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Bank.

During his term of office as a director of the Bank, Mr. FENG will receive a director's allowance of RMB160,000 (after tax) per annum from the Bank. The actual amount of the allowance will be calculated and paid with reference to the "Policies on the Allowance of Directors and Supervisors of Bank of Tianjin Co., Ltd.". The term of office of Mr. FENG shall commence from the date when his qualification is officially approved by the Tianjin Financial Regulatory Bureau and will end on the date of the expiry of the seventh session of the Board of the Bank.

LETTER FROM THE BOARD

III. PROPOSED APPOINTMENT OF MR. PENG BING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement entitled “RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS” of the Bank dated 31 October 2024.

The Board has considered and passed the resolution for the proposed appointment of Mr. PENG Bing (彭冰) (“Mr. PENG”) as an independent non-executive director of the seventh session of the Board of the Bank. According to the articles of association of the Bank, the proposed appointment of Mr. PENG as an independent non-executive director is subject to the approval of the shareholders of the Bank at the general meeting and the official approval of his qualification from the Tianjin Financial Regulatory Bureau. Mr. PENG will serve as the chairman of Related Party Transactions Control Committee of the Board and a member of Risk Management Committee of the Board from the date on which his qualification as an independent non-executive director is officially approved by the Tianjin Financial Regulatory Bureau.

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

Mr. PENG Bing, aged 52, is currently a professor at Peking University Law School. Mr. PENG has served successively as the associate professor and professor at Peking University Law School since July 2005; he served as the lecturer at Peking University Law School from January 2000 to July 2005; and he served as the staff member at Chuzhou Sub-branch of Industrial and Commercial Bank of China from July 1993 to August 1994.

Mr. PENG has served as the vice president and secretary general of China Business Law Society since December 2017; he has served as a mediator of Shenzhen Securities and Futures Dispute Resolution Centre since March 2018; has served as an arbitrator of Beijing Arbitration Commission since January 2018; and has served as an arbitrator of Shenzhen Court of International Arbitration since November 2014.

Mr. PENG has served as an independent director of Huatai Securities Co., Ltd. (stock code: 601688.SH, 06886.HK) since December 2022; he served as an independent director of HSBC Qianhai Securities Limited from September 2017 to September 2023; and he served as an independent director of TTCO Trust Corporation Limited from July 2017 to December 2020.

Mr. PENG graduated from Peking University with a doctor’s degree in International Finance Law in January 2000; graduated from Peking University with a master’s degree in Economic Law in July 1997; graduated from East China University of Political Science and Law with a bachelor’s degree in Economic Law in July 1993.

LETTER FROM THE BOARD

As Mr. PENG has a solid academic background and extensive practical experience in law and finance, etc., the election of Mr. PENG as an independent non-executive director of the Bank is conducive to the continuous and effective performance of the Board, which meets the requirements for diversity of the Board of the Bank. Mr. PENG has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Hong Kong Listing Rules; (ii) he has no past or present financial or other interests in the business of the Bank or its subsidiaries, nor is he connected with any core connected person (as defined in the Hong Kong Listing Rules) of the Bank; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, Mr. PENG has confirmed that as at the date of this circular, (i) he did not hold any positions 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 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 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 Hong Kong Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Bank.

During his term of office as a director of the Bank, Mr. PENG will receive a director's allowance of RMB160,000 (after tax) per annum from the Bank. The actual amount of the allowance will be calculated and paid with reference to the "Policies on the Allowance of Directors and Supervisors of Bank of Tianjin Co., Ltd.". The term of office of Mr. PENG shall commence from the date when his qualification is officially approved by the Tianjin Financial Regulatory Bureau and will end on the date of the expiry of the seventh session of the Board of the Bank.

IV. CHANGE OF EXTERNAL AUDITORS

Reference is made to the announcement entitled "PROPOSED CHANGE OF EXTERNAL AUDITORS" of the Bank dated 20 November 2024.

Proposed Termination of Appointment of Accounting Firms

Taking into account market information and based on the principle of prudence, and having considered the Bank's current business conditions and the demand for future audit services, the Bank proposed to terminate the appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers (collectively "PwC") as the accounting firms for the Bank's 2024 audit. The term of office of PwC will expire when the relevant resolutions on the termination of appointment of accounting firms are considered and approved at the shareholders' general meeting.

LETTER FROM THE BOARD

Proposed Appointment of Accounting Firms

The Bank hereby announces that, according to the Articles of Association of the Bank, the Administrative Measures for the Selection and Appointment of Auditing Firms of the Bank and other relevant regulations, the Bank has conducted the tender and selection process for accounting firms. According to the results of the tender and selection process, the Board of the Bank proposed the appointment of KPMG Huazhen 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 appointment of KPMG (collectively “**KPMG**”) as the international auditor of the Bank to audit the 2024 annual financial report under the International Financial Reporting Standards, in order to fill the vacancies created by the termination of appointment of PwC, and KPMG will hold the office until the conclusion of the next annual general meeting of the Bank. The audit fees amount to RMB2.87 million.

V. ADJUSTMENT OF THE 2024 ANNUAL INVESTMENT PLAN

Please refer to Appendix I to this circular for details of the adjustment of the 2024 Annual Investment Plan.

VI. CAPITAL REPLENISHMENT PLAN (2024-2026)

Please refer to Appendix II to this circular for details of the Capital Replenishment Plan of Bank of Tianjin Co., Ltd. (2024-2026).

VII. ISSUANCE PLAN OF CAPITAL REPLENISHMENT INSTRUMENTS

Reference is made to the announcement entitled “THE ISSUANCE PLAN OF CAPITAL REPLENISHMENT INSTRUMENTS” of the Bank dated 31 October 2024.

In conjunction with the Capital Replenishment Plan of Bank of Tianjin Co., Ltd. (2024-2026), in order to optimise the capital structure, enhance the risk-resistant capability and increase the support of capital for business and operation development, the Bank intends to issue the write-down undated capital bonds with a size not exceeding RMB20 billion (including RMB20 billion) and the tier-two capital bonds in an amount of not exceeding RMB20 billion (including RMB20 billion) (collectively as “**capital replenishment instruments**”).

1. Issuance Plan

Undated Capital Bonds

- (1) Type of instruments: The write-down undated capital bonds, which satisfy the relevant requirements under the Administrative Measures for the Capital of Commercial Banks and the Guiding Opinions on Commercial Banks’ Innovation on Capital Instruments (Revised), and can be used to replenish other tier-one capital of commercial banks.

LETTER FROM THE BOARD

- (2) Size of issuance and number of tranches: Not exceeding RMB20 billion (including RMB20 billion), and the issuance shall be in one or more tranche(s) in accordance with the requirements of the regulatory authorities, the business development needs of the Bank and market conditions.
- (3) Issuance market: Based on the status of capital adequacy ratio, the capital replenishment instruments will be publicly issued in the national inter-bank bond market to ensure that the capital adequacy ratio is kept within a reasonable range. Upon the completion of the issuance, the instruments shall be traded and circulated in the national inter-bank bond market in accordance with the relevant regulations of the People's Bank of China.
- (4) Maturity of instruments: The maturity period of the instruments shall be consistent with the duration of the Bank's ongoing operation.
- (5) Means of loss absorption: Upon the occurrence of the triggering events specified in the issuing document(s), losses will be absorbed by means of write-down.
- (6) Interest rates of the bonds: The interest rates shall be determined with reference to market interest rates in combination of method of issue.
- (7) Use of proceeds: All proceeds from the issuance of bonds will be used to replenish the Bank's other tier-one capital in accordance with applicable laws and regulations and approvals by regulatory authorities.
- (8) Term of validity of the resolution relating to the issuance of undated capital bonds: From the commencement date of approval by the shareholders' general meeting to the end date as the last day of the 24-month period following the approval by the local office of the National Financial Regulatory Administration about the issuance of undated capital bonds by the Bank.

Tier-Two Capital Bonds

- (1) Type of instruments: Eligible tier-two capital instruments with write-down features, which satisfy the relevant requirements under the Administrative Measures for the Capital of Commercial Banks and the Guiding Opinions on Commercial Banks' Innovation on Capital Instruments (Revised), and can be used to replenish tier-two capital of commercial banks.
- (2) Size of issuance and number of tranches: Not exceeding RMB20 billion (including RMB20 billion), and the issuance shall be in one or more tranche(s) in accordance with the requirements of the regulatory authorities, the business development needs of the Bank and market conditions.

LETTER FROM THE BOARD

- (3) Issuance market: Based on the status of capital adequacy ratio, the capital replenishment instruments will be publicly issued in the national inter-bank bond market to ensure that the capital adequacy ratio is kept within a reasonable range. Upon the completion of the issuance, the instruments shall be traded and circulated in the national inter-bank bond market in accordance with the relevant regulations of the People's Bank of China.
- (4) Maturity of instruments: Due in not less than 5 years.
- (5) Means of loss absorption: Upon the occurrence of the triggering events specified in the issuing document(s), losses will be absorbed by means of write-down.
- (6) Interest rates of the bonds: The interest rates shall be determined with reference to market interest rates in combination of method of issue.
- (7) Use of proceeds: All proceeds from the issuance of bonds will be used to replenish the Bank's tier-two capital in accordance with applicable laws and regulations and approvals by regulatory authorities.
- (8) Term of validity of the resolution relating to the issuance of tier-two capital bonds: From the commencement date of approval by the shareholders' general meeting to the end date as the last day of the 24-month period following the approval by the local office of the National Financial Regulatory Administration about the issuance of tier-two capital bonds by the Bank.

2. Matters of Authorisation

To effectively coordinate the specific matters related to the issuance of capital replenishment instruments (including undated capital bonds and tier-two capital bonds) by the Bank, it is proposed that the shareholders' general meeting authorise the Board and agree that the Board would further delegate the senior management to fully handle all matters in relation to the issuance of capital replenishment instruments. After the shareholders' general meeting approves the authorisation to the Board, the authorisation of the Board to the senior management shall become effective. The authorisation granted includes but is not limited to:

- (1) Within the scope permitted by applicable laws and regulatory authorities, to make decisions with regard to the specific matters relating to the issuance of capital replenishment instruments based on the market environment, including but not limited to the specific issue type, the exact issue size, time, tranches, whether to issue in tranche and number of tranches, terms, methods, provisions, targets, interest rates and the par value, handling bond registration and custody, applying for bond listing and circulation as well as arranging the repayment of the principal and interest of the bonds; engaging underwriters, rating agencies, law firms, accounting firms and other intermediaries; and to involve in any negotiations related to the issuance of capital replenishment instruments on behalf of the Bank and sign

LETTER FROM THE BOARD

relevant contracts and legal documents; applying to the relevant regulatory authorities for the issuance of capital replenishment instruments and making appropriate adjustments to the specific issuance plan in accordance with the advice of the regulatory authorities (if any).

- (2) Term of authorisation: The term of validity of the authorisation relating to the issuance of undated capital bonds shall be from the commencement date of approval by the shareholders' general meeting to the end date as the last day of the 24-month period following the approval by the local office of the National Financial Regulatory Administration about the issuance of undated capital bonds by the Bank. The term of validity of the authorisation relating to the issuance of tier-two capital bonds shall be from the commencement date of approval by the shareholders' general meeting to the end date as the last day of the 24-month period following the approval by the local office of the National Financial Regulatory Administration about the issuance of tier-two capital bonds by the Bank.
- (3) Other specific matters relating to the issuance of capital replenishment instruments.

The issuance of capital replenishment instruments is subject to the approval of the local office of the National Financial Regulatory Administration and the People's Bank of China.

VIII. THE EGM

The EGM will be held at the East Building Office Area of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Wednesday, 11 December 2024 to consider and, if thought fit, to pass the resolutions in respect of the matters as set out in the notice of the EGM. The notice of the EGM is set out on pages 20 to 22 of this circular.

Whether or not you intend to attend and/or vote at the EGM, 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 EGM if you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

IX. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

In order to determine the entitlement to attend and vote at the EGM, the register of members of H Shares of the Bank will be closed from Friday, 6 December 2024 to Wednesday, 11 December 2024 (both days inclusive), during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the register of members of the Bank at the close of business on Thursday, 5 December 2024 will be entitled to attend and vote at the EGM. In order to determine whether the Shareholders are entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share Registrar, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Thursday, 5 December 2024.

X. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that all the resolutions to be proposed at the EGM 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 EGM.

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

Tianjin, China
21 November 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.*

APPENDIX I ADJUSTMENT OF THE 2024 ANNUAL INVESTMENT PLAN OF BANK OF TIANJIN CO., LTD.

Pursuant to the relevant provisions of the Measures for the Supervision and Administration of Investment by Municipal Enterprises of Tianjin and the Implementation Rules for the Measures for the Supervision and Administration of Investment by Municipal Enterprises of Tianjin, the investment plan shall be adjusted in a timely manner in the event of new unplanned investment projects. The Bank intends to adjust its 2024 annual investment plan in light of relevant work arrangements, and the relevant information is hereby reported as follows.

I. INVESTMENT ADJUSTMENT AND REASONS FOR THE ADJUSTMENT

According to relevant work arrangements, the Bank will participate in an investment.

II. OVERALL SITUATION OF THE INVESTMENT PROJECTS AFTER THE ADJUSTMENT

After the adjustment, there are 20 planned investment projects with a total planned investment amount of RMB1,223.98 million. The planned investment amount for the year is RMB892.46 million, representing an increase of 127.40% over the planned investment amount at the beginning of the year.

Among them, there are 2 major projects with a planned investment amount of RMB720.00 million for the year; 9 general projects with a planned investment amount of RMB149.27 million for the year (no projects of special concern); and 9 sporadic projects with a planned investment amount of RMB23.19 million for the year.

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

Source and composition of capital: self-owned capital of RMB892.46 million.

Liabilities analysis: as at the end of June 2024, the gearing ratio of the Bank was 92.59%. The adjusted investment plan has no significant impact on the gearing ratio of the Bank.

Other risk prevention and 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

APPENDIX I ADJUSTMENT OF THE 2024 ANNUAL INVESTMENT PLAN OF BANK OF TIANJIN CO., LTD.

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.

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III. ANALYSIS OF INVESTMENT STRUCTURE AFTER THE ADJUSTMENT

By type of investment, there are 14 carry-over projects with a planned investment amount of RMB84.67 million for the year; 6 new projects with a planned investment amount of RMB807.79 million for the year.

By industry in which we invested, there are 20 projects in the commercial banking service sector, with a planned investment amount of RMB892.46 million for the year, accounting for 100% of the total.

By location of investment, there are 20 investment projects in Tianjin, with a planned investment amount of RMB892.46 million for the year, accounting for 100%; there are 0 investment project outside Tianjin and 0 overseas investment project.

IV. MAJOR INVESTMENT PROJECTS AFTER THE ADJUSTMENT

There is 1 new major investment project for the year with a planned investment amount of RMB500.00 million for the year.

Progress and schedule for the year: since the beginning of for the year, the Bank has exchanged views with relevant parties on relevant proposals, agreements and other matters. In the fourth quarter of 2024, the Bank will implement the corporate governance procedures.

Risk prevention and control measures: the first is to strictly implement investment decision-making, fulfill the decision-making process and corporate governance procedures in accordance with the Bank's and external regulatory requirements; and the second is to properly implement investment approval, fulfill the approval procedures of the state-authorized institutions in accordance with relevant laws and regulations.

In order to continuously meet regulatory requirements, maintain high capital quality and a reasonably sufficient level of capital adequacy ratio, and effectively support the steady development of business, based on changes in the market environment, regulatory policies and business plans, and in combination with the Bank's business objectives, the Capital Replenishment Plan of Bank of Tianjin Co., Ltd. (2021-2025) was revised to form the Capital Replenishment Plan of Bank of Tianjin Co., Ltd. (2024-2026).

I. ENVIRONMENTAL ANALYSIS FOR THE CAPITAL REPLENISHMENT PLAN

Market environment. Capital is the “capital” of operation of financial institutions, the foundation for improving their ability to serve the real economy and a barrier to resist risks. In recent years, the executive meetings of the State Council have repeatedly proposed supporting commercial banks to replenish capital through multiple channels to enhance the financial sector's ability to serve the real economy and prevent risks. The Central Financial Work Conference emphasized the need to broaden the channels for banks to replenish capital. The Monetary Policy Committee of the People's Bank of China proposed at its third quarter regular meeting in 2024 guiding large banks to focus on lower-level services, promoting small and medium-sized banks to focus on their main responsibilities and main businesses, supporting banks to replenish capital, and jointly maintaining the stable development of the financial market. All peer institutions are actively carrying out capital replenishment work. In order to continuously improve the level of capital adequacy, enhance the Bank's overall competitiveness, and support its own steady development, the Bank needs to make comprehensive use of internal and external capital replenishment channels in a forward-looking manner to consolidate its capital base.

Regulatory environment. Regulatory authorities continue to strengthen the capital adequacy ratio management requirements for commercial banks. The “Capital Management Measures for Commercial Banks” (hereinafter referred to as the “New Capital Regulations”), which came into effect on 1 January 2024, increased the granularity and complexity of risk capital measurement. Macroprudential management further strengthens the macroprudential capital adequacy ratio requirements, and its requirements for capital adequacy level and capital quality will continue to increase. At the same time, regulatory authorities encourage commercial banks to actively expand capital replenishment channels and enhance loss absorption capacity. The Bank should focus on improving the long-term capital replenishment mechanism, maintain a reasonable capital adequacy level, and ensure its constant compliance with regulatory requirements.

Internal environment. The Bank needs to further consolidate its capital strength for sustainable and steady operation. As of the end of June 2024, the Bank's total assets amounted to RMB897.376 billion, net capital amounted to RMB95.331 billion, risk-weighted assets amounted to RMB708.697 billion, capital adequacy ratio was 13.45%, Tier 1 capital adequacy ratio was 10.24%, and core Tier 1 capital adequacy ratio was 9.29%. On this basis, in order to cope with the internal capital adequacy assessment process (ICAAP) and macroprudential assessment (MPA), the Bank should also hold a certain amount of capital reserves as a capital

buffer to enhance the Bank's ability to seize market opportunities, serve the real economy and resist risks. In the future, the Bank will continue to implement policy guidance to fully support Tianjin's economic development, do a solid job in the "five major articles" of finance (金融「五篇大文章」), focus on the "ten actions" (「十項行動」) as well as the "three quantities" (「三量」) and "three news" (「三新」) serving Tianjin, maintain financing support for major strategies, key areas and weak links. The continued growth of credit supply and the realization of its own high-quality development and other strategic initiatives will consume capital.

II. CAPITAL PLANNING OBJECTIVES

(I) Capital management objectives

On the basis of strictly implementing all requirements of the New Capital Regulations, we will follow policy guidance, improve capital management level, strive to improve the long-term capital replenishment mechanism, form a scientific and reasonable capital structure, ensure that capital can fully cover all kinds of risks it faces, continuously promote the optimization of resource allocation, ensure the sustained and stable development of the Bank's business, and maximize shareholders' value.

(II) Capital planning objectives

First, in accordance with the regulatory minimum capital requirements, the Bank should ensure that at any point in time its core Tier 1 capital adequacy ratio is not less than 7.5%, its Tier 1 capital adequacy ratio is not less than 8.5%, and its capital adequacy ratio is not less than 10.5%.

Second, as a listed bank, in order to enhance market competitiveness and promote market value to increase steadily, the Bank should strive to keep its capital adequacy ratio basically the same as the average capital adequacy ratio of listed city commercial banks of comparable size.

(III) Establishment of long-term capital replenishment mechanism

1. **Effectively enhance the internal accumulation of capital.** First, optimize the income structure, improve profitability, implement cost reduction and efficiency improvement, improve capital return, and ensure the sustainable growth of endogenous capital. Second, optimize the on- and off-balance sheet asset business structure, accelerate the transformation of the business structure, innovate and develop light capital business, reduce inefficient and ineffective capital occupation, and improve capital utilization efficiency. Third, attach importance to risk management and control capabilities, ensure a relatively sufficient level of provision, and strengthen capital replenishment while improving risk resistance capabilities. Fourth, formulate reasonable dividend plans and profit distribution plans, maintain a reasonable profit retention ratio, replenish capital mainly through

internal capital accumulation, and further improve the capital structure, improve capital quality, enhance capital strength, and improve the long-term sustainability of capital replenishment sources on the premise of ensuring the interests of shareholders.

2. **Actively expand external channels for capital replenishment.** Conduct in-depth research and follow-up on the related work of other Tier 1 capital instruments and qualified Tier 2 capital instruments. Taking into account regulatory policies, market environment, financing costs and other factors, replenish capital through introduction of strategic investors, rights issue, private placement, issuance of capital bonds with no fixed term, issuance of preferred shares, issuance of qualified Tier 2 capital instruments and other external capital replenishment channels in due course.
3. **Optimize capital management and improve capital utilization efficiency.** Adhere to the rational development model under capital constraints, strengthen the operation and management philosophy of capital constraints and capital coverage risks, and continuously improve the economic capital management system and the capital evaluation system with risk-adjusted capital returns as the core, so as to strengthen capital constraints, improve capital utilization efficiency, and achieve the optimization of resource allocation.
4. **Strengthen the tracking and monitoring of capital adequacy.** The Bank has improved its internal capital adequacy assessment procedures, established and improved the assessment framework, processes and management systems, strengthened the monitoring of capital adequacy, and accordingly adjusted its business plan, constrained the growth of its risk assets and initiated capital replenishment work in a timely manner, so as to ensure its capital adequacy at a reasonable level which can effectively cover all major risks assumed by its operating activities.
5. **Improve investor management and continuously optimize shareholding structure.** The Bank strictly abides by the listing rules, improves the level of information disclosure, enhances financial transparency, strengthens investor relations management as well as seeks long-term support from shareholders in capital operations.

III. CAPITAL REPLENISHMENT PLAN

The Bank will further enhance its internal capital accumulation and actively expand external channels for capital replenishment to ensure that its capital can effectively support asset growth and credit supply.

1. Enhance internal capital accumulation. The Bank has taken various measures to continuously improve its profitability by prudently formulating profit distribution plans and maintaining a reasonable profit retention so that its internal capital accumulation capacity can be effectively enhanced and its endogenous capital can be replenished in a sustainable way.
2. Expand external channels for capital replenishment. First, the Bank will replenish its core Tier 1 capital through private placements as well as other means. Second, the Bank will issue write-down undated capital bonds not exceeding RMB20 billion (inclusive) and Tier 2 capital bonds not exceeding RMB20 billion (inclusive) in batches.

NOTICE OF THE 2024 THIRD EXTRAORDINARY 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 THE 2024 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 third extraordinary general meeting (the “**EGM**”) 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 Area of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Wednesday, 11 December 2024.

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

ORDINARY RESOLUTIONS

1. To consider and approve the proposed appointment of Mr. FENG Jinghua as an independent non-executive director;
2. To consider and approve the proposed appointment of Mr. PENG Bing as an independent non-executive director;
3. To consider and approve the change of external auditors;
4. To consider and approve the adjustment of the 2024 Annual Investment Plan;

NOTICE OF THE 2024 THIRD EXTRAORDINARY GENERAL MEETING

SPECIAL RESOLUTIONS

5. To consider and approve the Capital Replenishment Plan (2024-2026);
6. To consider and approve the issuance plan of capital replenishment instruments.

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

Tianjin, China
21 November 2024

As at the date of this notice, the Board of the Bank comprises Mr. YU Jianzhong, Mr. WU Hongtao, Mr. ZHENG Ke and Ms. DONG Xiaodong as executive Directors; Ms. DONG Guangpei, Mr. PENG Chong, 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, Mr. LU Jianzhong and Mr. GU Zhaoyang 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 THE 2024 THIRD EXTRAORDINARY GENERAL MEETING

Notes:

1. Registration procedures for attending the EGM

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.

2. Proxy

Any Shareholder entitled to attend and vote at the extraordinary general meeting 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 Tuesday, 10 December 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 extraordinary general meeting other than those referred to in the notice convening the extraordinary general meeting.

Where there are joint holders of any Shares, any one of such persons may vote at the extraordinary general meeting, 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 extraordinary general meeting, 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 EGM 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.

3. Closure of register of members

In order to determine the list of Shareholders who are entitled to attend and vote at the extraordinary general meeting to be held on Wednesday, 11 December 2024, the register of members of the Bank will be closed from Friday, 6 December 2024 to Wednesday, 11 December 2024 (both days inclusive). The holders of H shares of the Bank who intend to attend and vote at the extraordinary general meeting 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, 5 December 2024. The Shareholders whose names appear in the Bank's register of members at the close of business on Thursday, 5 December 2024 shall be entitled to attend and vote at the extraordinary general meeting.

4. 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 extraordinary general meeting 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 EGM.

5. Others

The extraordinary general meeting 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.