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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)

DISCLOSEABLE TRANSACTION
INVESTMENT IN HOME CREDIT

The Board of the Bank hereby announces that on 20 December 2024, the Bank entered into an agreement with Guangzhou Jingdong Trading Limited (廣州晶東貿易有限公司), Chinabank Payments (Beijing) Business Service Co., Ltd. (網銀在線(北京)商務服務有限公司), China Foreign Economy and Trade Trust Co., Ltd. (中國對外經濟貿易信託有限公司), Tianjin Economic and Technological Development Area State-Owned Asset Operation Co., Ltd. (天津經濟技術開發區國有資產經營有限公司), Home Credit N.V. and Home Credit, pursuant to which the Bank will make a capital contribution of RMB500 million to invest in Home Credit.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio in accordance with the Listing Rules in respect of the Investment in Home Credit exceeds 5% but is less than 25%, the Investment in Home Credit constitutes a discloseable transaction of the Bank under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

AGREEMENT

The principal terms of the Agreement are set out below.

(1) Date

20 December 2024

(2) Parties

- (i) the Bank; and
- (ii) Guangzhou Jingdong Trading Limited (廣州晶東貿易有限公司), Chinabank Payments (Beijing) Business Service Co., Ltd. (網銀在線(北京)商務服務有限公司), China Foreign Economy and Trade Trust Co., Ltd. (中國對外經濟貿易信託有限公司), Tianjin Economic and Technological Development Area State-Owned Asset Operation Co., Ltd. (天津經濟技術開發區國有資產經營有限公司), Home Credit N.V. and Home Credit.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, Guangzhou Jingdong Trading Limited (廣州晶東貿易有限公司), Chinabank Payments (Beijing) Business Service Co., Ltd. (網銀在線(北京)商務服務有限公司), China Foreign Economy and Trade Trust Co., Ltd. (中國對外經濟貿易信託有限公司), Tianjin Economic and Technological Development Area State-Owned Asset Operation Co., Ltd. (天津經濟技術開發區國有資產經營有限公司), Home Credit N.V., Home Credit and their ultimate beneficial owners are third parties independent of the Bank and its connected persons.

(3) Investment

According to the working arrangement, the registered capital of Home Credit will be adjusted from RMB7.0 billion to RMB5.0 billion by way of equity restructuring, which includes reducing the capital initially and then introducing strategic investors to effect the capital increase. In particular, the capital reduction process involves the reduction of the registered capital of Home Credit, and Home Credit N.V. (the existing shareholder of Home Credit) will not receive any capital reduction payment or any payment from Home Credit during the capital reduction process; the capital increase process involves the introduction of Guangzhou Jingdong Trading Limited (廣州晶東貿易有限公司), Chinabank Payments (Beijing) Business Service Co., Ltd. (網銀在線(北京)商務服務有限公司), China Foreign Economy and Trade Trust Co., Ltd. (中國對外經濟貿易信託有限公司), Tianjin Economic and Technological Development Area State-Owned Asset Operation Co., Ltd. (天津經濟技術開發區國有資產經營有限公司) and the Bank as additional shareholders. After the capital increase, the registered capital will be changed to RMB5.0 billion. Of which, a capital contribution of RMB500 million will be made by the Bank to participate in the equity restructuring of Home Credit led by JD.com, and the proportion of capital contribution of the Bank to Home Credit after the equity restructuring will be 10%. Before the completion of the restructuring, Home Credit will properly settle, restructure or handle all of its financing liabilities, related-party liabilities and operating liabilities. Pursuant to the "Implementation Measures for the Administrative Licensing Items concerning Non-bank Financial Institutions" (Order No. 3 of the National Financial Regulatory Administration in 2023) (《非銀行金融機構行政許可事項實施辦法》(國家金融監督管理總局 2023 年第3號令)), the Bank, as a major shareholder of the Consumer Finance Company, shall not transfer its equity interest within 5 years from the date of acquisition of the equity interest.

The shareholding structure of Home Credit before and after the equity restructuring is set out in the table below:

| | Before the equity restructuring | | After the equity restructuring | |
|--|--------------------------------------|-----------------------------|--------------------------------------|-----------------------------|
| | Equity contribution (RMB'00 million) | Contribution percentage (%) | Equity contribution (RMB'00 million) | Contribution percentage (%) |
| Guangzhou Jingdong Trading Limited (廣州晶東貿易有限公司) | - | - | 25.0 | 50.0 |
| Chinabank Payments (Beijing) Business Service Co., Ltd. (網銀在線(北京)商務服務有限公司) | - | - | 7.5 | 15.0 |

| | Before the equity restructuring | | After the equity restructuring | |
|---|--------------------------------------|-----------------------------|--------------------------------------|-----------------------------|
| | Equity contribution (RMB'00 million) | Contribution percentage (%) | Equity contribution (RMB'00 million) | Contribution percentage (%) |
| China Foreign Economy and Trade Trust Co., Ltd. (中國對外經濟貿易信託有限公司) | - | - | 6.0 | 12.0 |
| Tianjin Economic and Technological Development Area State-Owned Asset Operation Co., Ltd. (天津經濟技術開發區國有資產經營有限公司) | - | - | 5.5 | 11.0 |
| Bank of Tianjin Co., Ltd.* | - | - | 5.0 | 10.0 |
| Home Credit N.V. | 70.0 | 100 | 1.0 | 2.0 |
| Total | 70.0 | 100 | 50.0 | 100 |

(4) Consideration and Payment Terms

As of 31 December 2023, the audited equity attributable to owners of Home Credit was RMB802.9076 million. As the Investment in Home Credit is an equity restructuring led by the Tianjin Municipal People's Government, the Bank will make a one-off cash contribution of RMB500 million after signing the Agreement, accounting for 10% of the registered capital of Home Credit after the equity restructuring. The amount and proportion of the above contribution have been confirmed by the relevant government departments and regulatory authorities.

REASONS AND BENEFITS OF THE INVESTMENT IN HOME CREDIT

The Investment in Home Credit will help the Bank expand its inclusive financial customer base and enhance its inclusive financial development capabilities, in a bid to promote mutual and synergistic development with other investors in the new development layout, to advance professional market-oriented operations, and to innovate financial products and enhance profitability, etc., which will help the Bank maintain its competitive advantages in the fierce market competition and achieve sustainable development. Therefore, the Directors believe that the terms of the Agreement are fair and reasonable and in the interests of the Bank and its shareholders as a whole.

INFORMATION ON THE PARTIES

(1) Information on the Bank

The Bank is a joint stock company incorporated in the PRC with limited liability on 6 November 1996, whose H shares are listed on the Main Board of the Stock Exchange (stock code: 1578). The Bank is mainly engaged in banking business in the PRC.

(2) Information on Home Credit

Home Credit, established in 2010, is one of the first four consumer finance pilot companies in the PRC. It is registered in Tianjin Binhai New Area and operates personal consumer credit business nationwide. Prior to its equity restructuring, Home Credit was 100% owned by Home Credit N.V., whose ultimate beneficial owners are Ms. Renata Kellnerova and her family (children). The pre-tax profit and after-tax net profit for Home Credit for the years 2022 and 2023 (prepared in accordance with China's Accounting Standards for Business Enterprises) are as follows.

| | Year ended 31 December 2022 | Year ended 31 December 2023 |
|---------------------------------------|-----------------------------------|-----------------------------------|
| Pre-tax profit (RMB'00 million) | 0.69 | (42.65) |
| After-tax net profit (RMB'00 million) | 0.34 | (31.99) |

(3) Information on Guangzhou Jingdong Trading Limited (廣州晶東貿易有限公司)

Guangzhou Jingdong Trading Limited (廣州晶東貿易有限公司), established in 2007, is mainly engaged in retail and wholesale, etc., and is a wholly-owned subsidiary of Beijing Jingdong Century Trading Co., Ltd. (北京京東世紀貿易有限公司). As of the date of this announcement, Beijing Jingdong Century Trading Co., Ltd. (北京京東世紀貿易有限公司) is owned as to 100% by JD.com, Inc. (together with subsidiaries and entities under its consolidated statements, collectively referred as “**JD Group**”). JD.com, Inc. is an exempted company with limited liability incorporated in the Cayman Islands, and its American Depositary Shares are listed on the NASDAQ Global Select Market under the ticker “JD”, while its ordinary shares are listed on the Main Board of the Stock Exchange under stock codes “9618” (HKD counter) and “89618” (RMB counter). Mr. Liu Qiangdong is the ultimate beneficial owner of JD.com, Inc..

(4) Information on Chinabank Payments (Beijing) Business Service Co., Ltd. (網銀在線(北京)商務服務有限公司)

Chinabank Payments (Beijing) Business Service Co., Ltd. (網銀在線(北京)商務服務有限公司), established in 2005, is mainly engaged in internet information service business, etc., and is a wholly-owned subsidiary of Jingdong Technology Holding Co., Ltd. (京東科技控股股份有限公司). As of the date of this announcement, Jingdong Technology Holding Co., Ltd. (京東科技控股股份有限公司) is owned as to approximately 41.7% by JD Group. Mr. Liu Qiangdong is the ultimate beneficial owner of Jingdong Technology Holding Co., Ltd. (京東科技控股股份有限公司).

(5) Information on China Foreign Economy and Trade Trust Co., Ltd. (中國對外經濟貿易信託有限公司)

China Foreign Economy and Trade Trust Co., Ltd. (中國對外經濟貿易信託有限公司), established in 1987, is the president unit under the China Trustee Association, and currently a member enterprise of Sinochem Holdings. It is primarily engaged in a series of business approved by regulatory authorities, including fund trust, movable property trust, immovable property trust and securities trust. China Foreign Economy and Trade Trust Co., Ltd. (中國對外經濟貿易信託有限公司) is owned as to 97.2632% by Sinochem Capital Co., Ltd. (whose ultimate beneficial owner is the State Council), and as to 2.7368% by Sinochem Finance Co., Ltd. (whose ultimate beneficial owner is the State Council).

(6) Information on Tianjin Economic and Technological Development Area State-Owned Asset Operation Co., Ltd. (天津經濟技術開發區國有資產經營有限公司)

Tianjin Economic and Technological Development Area State-Owned Asset Operation Co., Ltd. (天津經濟技術開發區國有資產經營有限公司), established in 1994, is mainly engaged in a series of business activities approved by relevant departments such as investment, equity participation and property rights management of state-owned assets. Tianjin Economic and Technological Development Area State-Owned Asset Operation Co., Ltd. (天津經濟技術開發區國有資產經營有限公司) is owned as to 89.4375% by Tianjin Economic and Technological Development Area State-owned Capital Investment and Operation Co., Ltd. (天津經濟技術開發區國有資本投資運營有限公司) (whose ultimate beneficial owner is Tianjin Economic and Technological Development Area State-owned Assets Supervision and Administration Bureau (天津經濟技術開發區國有資產監督管理局)), and as to 10.5625% by Tianjin Zhonglian Real Estate Co., Ltd. (天津中聯置業有限公司) (whose ultimate beneficial owner is Tianjin Municipal Bureau of Finance (天津市財政局)).

(7) Information on Home Credit N.V.

Home Credit N.V., established in 2000 and registered in Amsterdam, the Netherlands, conducts consumer finance business in many countries and regions around the world. Home Credit N.V. is owned as to 100% by PPF Financial Holdings a.s. (whose ultimate beneficial owner are Ms. Renata Kellnerova and her family (children)).

As at the date of this announcement, to the knowledge, information and belief of the Directors after having made all reasonable enquiries, Guangzhou Jingdong Trading Limited (廣州晶東貿易有限公司), Chinabank Payments (Beijing) Business Service Co., Ltd. (網銀在線(北京)商務服務有限公司), China Foreign Economy and Trade Trust Co., Ltd. (中國對外經濟貿易信託有限公司), Tianjin Economic and Technological Development Area State-Owned Asset Operation Co., Ltd. (天津經濟技術開發區國有資產經營有限公司), Home Credit N.V., Home Credit and their ultimate beneficial owners are third parties independent of the Bank and its connected persons.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Investment in Home Credit exceeds 5% but is less than 25%, the Investment in Home Credit constitutes a discloseable transaction of the Bank under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

| | |
|-----------------------------|---|
| “Investment in Home Credit” | the Bank will make a capital contribution of RMB500 million to invest in Home Credit, and the proportion of the capital contribution will be 10% upon completion of the investment |
| “Agreement” | the agreement entered into between the Bank and Guangzhou Jingdong Trading Limited (廣州晶東貿易有限公司), Chinabank Payments (Beijing) Business Service Co., Ltd. (網銀在線(北京)商務服務有限公司), China Foreign Economy and Trade Trust Co., Ltd. (中國對外經濟貿易信託有限公司), Tianjin Economic and Technological Development Area State-Owned Asset Operation Co., Ltd. (天津經濟技術開發區國有資產經營有限公司), Home Credit N.V. and Home Credit in relation to the Investment in Home Credit |

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|-----------------------|--|
| “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 PRC laws, and, if the context requires, includes its predecessors, subsidiaries, branches and sub-branches, the H shares of the Bank were listed on the Stock Exchange on 30 March 2016 (Stock Code: 1578) |
| “Board” | the board of Directors of the Bank |
| “connected person(s)” | has the same meaning ascribed to it in the Listing Rules |
| “Consideration” | the consideration payable by the Bank in respect of the Investment in Home Credit |
| “Director(s)” | the director(s) of the Bank |
| “Home Credit” | Home Credit Consumer Finance Co., Ltd. (捷信消費金融有限公司) |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as may be amended, supplemented or otherwise modified from time to time |
| “State Council” | the State Council of the People’s Republic of China |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

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

Tianjin, China
20 December 2024

As at the date of this announcement, 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.*