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**BANK OF TIANJIN CO., LTD.\***

**天津银行股份有限公司\***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1578)**

## **PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; RESIGNATION OF PROPOSED INDEPENDENT NON-EXECUTIVE DIRECTOR**

### **PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board of Directors (the “**Board**”) of Bank of Tianjin Co., Ltd.\* (the “**Bank**”) has considered and approved a resolution proposing the appointment of Mr. GU Zhaoyang (“**Mr. GU**”) as an independent non-executive director of the seventh session of the Board of the Bank. Pursuant to the articles of association of the Bank, the proposed appointment of Mr. GU as an independent non-executive director is subject to the approval of the shareholders of the Bank at the general meeting and also the formal approval of his qualification by the Tianjin Regulatory Bureau of the National Financial Regulatory Administration. Mr. GU will serve as the chairman of the Inclusive Finance Development and Consumer Rights Protection Committee of the Board, a member of the Audit Committee of the Board and a member of the Related Party Transactions Control Committee of the Board from the date when his qualification as an independent non-executive director is officially approved by the Tianjin Regulatory Bureau of the National Financial Regulatory Administration.

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

**Mr. GU Zhaoyang**, aged 58, is currently Professor of Accountancy, Director of MBA in Finance (FMBA) Programme and Outstanding Fellow of Faculty of Business Administration at the Business School of the Chinese University of Hong Kong (“**CUHK**”).

Mr. GU has served as Professor of Accountancy at the Business School of CUHK since January 2013; he served as the Dean of the School of Accountancy of CUHK from August 2013 to July 2020; he has served as the Director of MBA in Finance (FMBA) Programme of CUHK since July 2023; he served as an Associate Professor and Honeywell Chair Professor in Accounting at the Carlson School of Management, University of Minnesota, the USA from August 2008 to January 2013, and he was also in charge of the Accounting Ph.D. program at this university from September 2009 to August 2012; he served as an Assistant Professor and Associate Professor at the Business School of Carnegie Mellon University from August 1999 to July 2008; and he served as an assistant lecturer in the accounting department of the Hong Kong University of Science and Technology from August 1994 to June 1996.

Mr. GU has served as an independent non-executive director of Shanghai Pharmaceuticals Holding Co., Ltd. (stock code: 601607.SH, 2607.HK) since June 2019; and has served as an independent non-executive director of Jiangsu Expressway Company Limited (stock code: 600377.SH, 0177.HK) since June 2024.

Mr. GU graduated from the Department of Foreign Languages of Tsinghua University with a bachelor's degree in English in July 1988 and graduated from the Institute of Foreign Economics of Renmin University of China with a master's degree in management in July 1991. He obtained a master's degree in economics from Tulane University, the USA in August 1993 and obtained a PhD in accounting in 1999.

Mr. GU has solid academic background and extensive experience in auditing, finance, management, etc. The election of Mr. GU as an independent non-executive director of the Bank is conducive to the continuous and effective performance of the Board and meets the requirements for diversity of the Board of the Bank. Mr. GU has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) that he has no past or present financial or other interests in the business of the Bank or its subsidiaries or any connection with any core connected person (as defined in the 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, as of the date of this announcement, Mr. GU confirmed that (i) he did not hold any position in the Bank or its subsidiaries, nor did he serve as a director or supervisor in any other listed companies during the previous three years, (ii) he did not have any relationship with any other directors, supervisors, senior management, substantial or controlling shareholders of the Bank; and (iii) he did 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. GU that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there any 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. GU will receive a standard 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 “Administrative Measures for the Allowance of Directors and Supervisors of Bank of Tianjin Co., Ltd.”. The term of office of Mr. GU shall commence from the date when his qualification is officially approved by the Tianjin Regulatory Bureau of the National Financial Regulatory Administration and will end on the date of expiry of the seventh session of the Board of the Bank.

## RESIGNATION OF PROPOSED INDEPENDENT NON-EXECUTIVE DIRECTOR

References are made to the announcement of the Bank dated 28 August 2023 and entitled “RESIGNATION OF PROPOSED INDEPENDENT NON-EXECUTIVE DIRECTOR AND PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR” and the announcement dated 20 September 2023 and entitled “POLL RESULTS OF THE 2023 SECOND EXTRAORDINARY GENERAL MEETING, THE 2023 FIRST DOMESTIC SHARE CLASS MEETING AND THE 2023 FIRST H SHARE CLASS MEETING HELD ON WEDNESDAY, 20 SEPTEMBER 2023”, in relation to, among other things, the proposed appointment of Ms. CHEN Yanhong (“**Ms. CHEN**”) as an independent non-executive director of the Board, the Chairwoman of Related Party Transactions Control Committee of the Board and a member of Risk Management Committee of the Board of the Bank, with effect from the date when her qualification is approved by the regulatory authorities.

The Bank has recently received a notice from Ms. CHEN that due to her personal work arrangements, she cannot serve as an independent non-executive director of the seventh session of the Board of the Bank and hold positions in the relevant special committees. The above resignation shall take effect from the date of this announcement. The Bank has applied to the regulatory authorities to withdraw the request for approval of the qualification of CHEN Yanhong as an independent non-executive director. Ms. CHEN confirmed that she did not have any disagreement with the Bank and the Board, and there are no other matters that need to be notified to the Bank’s shareholders, creditors and The Stock Exchange of Hong Kong Limited.

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

Tianjin, China  
8 July 2024

*As at the date of this announcement, 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. 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 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.*