
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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PROPOSED APPOINTMENT OF MR. GU ZHAOYANG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

A notice convening the 2024 First 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 Tuesday, 30 July 2024 is set out on pages 7 to 8 of this circular.

To attend the 2024 First 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 Monday, 29 July 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 First 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.*

10 July 2024

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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 First 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 Tuesday, 30 July 2024, a notice of which is set out on pages 7 to 8 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

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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)

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

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

**PROPOSED APPOINTMENT OF MR. GU ZHAOYANG AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND**

**NOTICE OF THE 2024 FIRST
EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The EGM of the Bank will be held at 10:00 a.m. on Tuesday, 30 July 2024 and the resolution of the proposed appointment of Mr. GU Zhaoyang as an independent non-executive director 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 resolution at the EGM.

II. PROPOSED APPOINTMENT OF MR. GU ZHAOYANG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Bank dated 8 July 2024 in relation to, among others, the proposed appointment of an independent non-executive director.

The Board of 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.

LETTER FROM THE BOARD

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 Hong Kong 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 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, as of the date of this circular, 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 relationships 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 Hong Kong 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 the expiry of the seventh session of the Board of the Bank.

III. OTHERS

In addition, the Shareholders will listen to the assessment report on the legal performance and contractual performance of the Bank's substantial Shareholders for the year 2023.

LETTER FROM THE BOARD

IV. 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 Tuesday, 30 July 2024 to consider and, if thought fit, to pass the resolution in respect of the matters as set out in the notice of the EGM. The notice of the EGM is set out on pages 7 to 8 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.

V. 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 Thursday, 25 July 2024 to Tuesday, 30 July 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 Wednesday, 24 July 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 Wednesday, 24 July 2024.

VI. RECOMMENDATIONS

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

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

Tianjin, China
10 July 2024

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NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

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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)

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting (the “EGM”) of Bank of Tianjin Co., Ltd.* (天津银行股份有限公司) (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 Tuesday, 30 July 2024.

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

ORDINARY RESOLUTION

1. To consider and approve the proposed appointment of Mr. GU Zhaoyang as an independent non-executive director.

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

Tianjin, China
10 July 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 and Mr. LU Jianzhong as independent non-executive Directors.

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NOTICE OF THE 2024 FIRST 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 Monday, 29 July 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 Tuesday, 30 July 2024, the register of members of the Bank will be closed from Thursday, 25 July 2024 to Tuesday, 30 July 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 Wednesday, 24 July 2024. The Shareholders whose names appear in the Bank's register of members at the close of business on Wednesday, 24 July 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.