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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)

ANNOUNCEMENT ON THE ACQUISITION OF SHARES IN A COUNTY BANK AND THE ESTABLISHMENT OF BRANCH

The board of directors (the “**Board**”) of Bank of Tianjin Co., Ltd.* (the “**Bank**”) hereby announces that based on a comprehensive study of the current macroeconomic situation, regional operating environment and the current development of county banks, the Bank intends to acquire 65% of the shares of Tianjin Jizhou County Bank Company Limited (the “**Jizhou Bank**”) held by other shareholders and convert it into a branch of the Bank (the “**Acquisition and Establishment**”). The Board has considered and approved the resolution in relation to the Acquisition and Establishment and will submit it to the shareholders’ general meeting of the Bank for approval.

I. BASIC INFORMATION ABOUT JIZHOU BANK

Jizhou Bank was established in August 2008 with a registered capital of RMB300 million and a unified social credit code of 91120000679401838P, which is a county bank initiated by the Bank. As at the date of this announcement, there are 22 shareholders in Jizhou Bank, including 16 corporate shareholders and 6 natural person shareholders. The Bank holds 105 million shares in Jizhou Bank, representing 35% of the total share capital of Jizhou Bank, while other shareholders hold 195 million shares in Jizhou Bank, representing 65% of the total share capital of Jizhou Bank.

As at the end of 2023, the total assets of Jizhou Bank amounted to RMB1,319.184 million, of which balance of loans was RMB490.074 million; the total liabilities amounted to RMB996.850 million, of which balance of deposits was RMB940.315 million.

II. COST OF EQUITY TRANSFER AND METHOD OF ACQUISITION

Based on the results of the asset valuation of Jizhou Bank issued by an independent asset appraisal institution with a base date of 31 December 2023, it is estimated that the cost for the Bank to acquire 65% of the shares in Jizhou Bank held by the other shareholders of Jizhou Bank (a total of 195 million shares) will be approximately RMB0.21 billion.

For private enterprises and natural person shareholders of Jizhou Bank, the Bank intends to acquire their equity interests by way of entering into share transfer agreements with them. For shareholders of state-owned enterprises, the Bank intends to acquire the equity interests through public listing and trading at the Tianjin Property Rights Exchange Centre.

III. PROCESS OF THE ACQUISITION AND ESTABLISHMENT

The Bank and Jizhou Bank will, in accordance with the requirements of the regulatory authorities, fulfill administrative licensing and approval procedures.

IV. SUCCESSION PLANNING FOR THE ACQUISITION AND ESTABLISHMENT

Upon completion of the Acquisition and Establishment, the Bank will, in accordance with the law and regulations, make proper succession planning for the outlets, staff, assets, liabilities, business and systems of Jizhou Bank.

V. MATTERS OF AUTHORISATION

In order to ensure the timely completion of the Acquisition and the Establishment, the Board intends to propose to the shareholders' general meeting to authorise the Board within the scope of the laws, regulations and the Articles of Association, and for the Board to grant the authorisations to the senior management within the scope of the authorisations granted by the shareholders' general meeting, which includes but not limited to: the formulation, signing and amendment of relevant agreements; to liaise and co-ordinate matters with Jizhou Bank and other authorized entities; to submit and approve administrative licences in relation to the Acquisition and Establishment; other matters and tasks relating to the Acquisition and Establishment.

The authorization will be valid for a period commencing from the date of the consideration and approval by the shareholders' general meeting to the date on which the Acquisition and Establishment have been completed.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the relevant counterparties to the Acquisition and Establishment and their ultimate beneficial owners are third parties independent of the Bank and its connected persons. The Board, having made reasonable enquiries and based on the information available, does not expect that the acquisition of equity interests in the Acquisition and Establishment will constitute a notifiable transaction under Chapter 14 and/or a connected transaction under Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

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

Tianjin, China
29 August 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 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.