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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)

THE ACQUISITION OF JIZHOU BANK AND THE ESTABLISHMENT OF BRANCH THE ISSUANCE PLAN OF FINANCIAL BONDS AND NOTICE OF THE 2024 SECOND EXTRAORDINARY GENERAL MEETING

A notice convening the 2024 Second 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 Friday, 20 September 2024 is set out on pages 9 to 10 of this circular.

To attend the 2024 Second 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 Thursday, 19 September 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 Second Extraordinary General Meeting if he/she 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 Second Extraordinary General Meeting”	the extraordinary general meeting 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 Friday, 20 September 2024, a notice of which is set out on pages 9 to 10 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 HKD
“H Shareholder(s)”	holder(s) of H Shares
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“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
“Jizhou Bank”	Tianjin Jizhou County Bank Company 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
“PBoC”	The People’s Bank of China and its branches
“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

**THE ACQUISITION OF JIZHOU BANK AND THE ESTABLISHMENT
OF BRANCH
THE ISSUANCE PLAN OF FINANCIAL BONDS
AND
NOTICE OF THE 2024 SECOND
EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The EGM of the Bank will be held at 10:00 a.m. on Friday, 20 September 2024 and the resolutions of the acquisition of Jizhou Bank and the establishment of branch and the issuance plan of financial bonds 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. THE ACQUISITION OF JIZHOU BANK AND THE ESTABLISHMENT OF BRANCH

Reference is made to the announcement of the Bank dated 29 August 2024 titled as “Announcement on the Acquisition of Shares in a County Bank and the Establishment of Branch”.

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 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.

1. 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 circular, 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.

2. 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.

LETTER FROM THE BOARD

3. 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.

4. 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.

5. 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 Hong Kong Listing Rules.

III. THE ISSUANCE PLAN OF FINANCIAL BONDS

Reference is made to the announcement titled as "The Issuance Plan of Financial Bonds" dated 29 August 2024.

In order to increase support for the real economy, the Bank intends to issue financial bonds with a total scale not exceeding RMB20 billion (including RMB20 billion).

LETTER FROM THE BOARD

1. Issuance Plan

- (1) Size of issuance: not more than RMB20 billion (including RMB20 billion), and in compliance with the requirements of each of the regulatory authorities and the relevant laws and regulations regarding the maximum amount of financial bonds to be issued, with the final issue size subject to the amount approved by regulatory authorities.
- (2) Type of issuance: including but not limited to ordinary financial bonds, green financial bonds, special financial bonds for “agriculture, rural areas and farmers”, special financial bonds to micro and small enterprises and other non-capital financial bonds.
- (3) Duration of bonds: within 5 years (inclusive), duration to be determined based on market conditions.
- (4) Tranches: to be issued in one tranche or several tranches depending on market conditions.
- (5) Coupon rates of bonds: to be issued based on the inter-bank market conditions upon the issuance of financial bonds in accordance with the market-based pricing principles.
- (6) Guarantee mechanism: to be issued without guarantee.
- (7) Method of issuance: public issue, to be issued through book-building in the inter-bank market.
- (8) Target subscribers: participants of the PRC inter-bank bond market.
- (9) Order of repayment of the principal and interest of bonds: the order of repayment of the principal and interest will be the same as that of the general liabilities of commercial banks, and will be ahead of long-term subordinated debt of commercial banks, tier-2 capital instruments, hybrid capital debts, other tier-1 capital instruments and equity capital.
- (10) Use of proceeds: the proceeds from ordinary financial bonds will be used for the Bank’s business development and the purposes determined by factors such as national policies, market conditions and the need to match the Bank’s assets and liabilities; special types of bonds such as green financial bonds, special financial bonds for “agriculture, rural areas and farmers”, special financial bonds to micro and small enterprises will be used for designated purposes according to regulatory requirements.

LETTER FROM THE BOARD

2. Matters of Authorization

To effectively coordinate the specific matters related to the issuance of financial bonds by the Bank, it is proposed at the shareholders' general meeting to authorize the Board of Directors and to agree it to further delegate the authorization to the senior management to fully handle all matters in relation to the issuance of financial bonds. After the shareholders' general meeting approves the authorization to the Board, the authorization of the Board to the senior management shall become effective. The authorization 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 financial bonds 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, number of tranches, terms, methods, provisions, objects, 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; hiring underwriters, rating agencies, law firms, accounting firms and other intermediaries; and to involve in any negotiations related to the issuance of financial bonds on behalf of the Bank and sign relevant contracts and legal documents, and apply for the issuance to financial bonds to the relevant regulatory authorities and make appropriate adjustments to the specific issuance plan in accordance with the advice of the regulatory authorities (if any).
- (2) Term of authorization: from the date of approval by the shareholders' general meeting to 24 months after the approval by the PBoC.
- (3) Other specific matters relating to the issuance of financial bonds.

The issuance of financial bonds is subject to the approval of the PBoC.

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 Friday, 20 September 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 9 to 10 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

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 Friday, 13 September 2024 to Friday, 20 September 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, 12 September 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, 12 September 2024.

VI. 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
29 August 2024

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NOTICE OF THE 2024 SECOND 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 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 second 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 Friday, 20 September 2024.

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

SPECIAL RESOLUTIONS

1. To consider and approve the acquisition of Tianjin Jizhou County Bank Company Limited and the establishment of branch
2. To consider and approve the issuance plan of financial bonds

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

Tianjin, China
29 August 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 SECOND 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 of the Bank, 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 Thursday, 19 September 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, but in such event the instrument appointing a proxy shall be deemed to be 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 Friday, 20 September 2024, the register of members of the Bank will be closed from Friday, 13 September 2024 to Friday, 20 September 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, 12 September 2024. The Shareholders whose names appear in the Bank's register of members at the close of business on Thursday, 12 September 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.