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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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)**

**REPORT FOR FINAL FINANCIAL ACCOUNTS FOR 2024**  
**PROFIT DISTRIBUTION PLAN FOR 2024**  
**WORK REPORT OF THE BOARD OF DIRECTORS FOR 2024**  
**WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2024**  
**FINANCIAL BUDGET FOR 2025**  
**APPOINTMENT OF EXTERNAL AUDITORS TO REVIEW AND**  
**AUDIT THE FINANCIAL STATEMENTS FOR 2025**  
**INVESTMENT PLAN FOR 2025**  
**RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR**  
**THE EIGHTH SESSION OF THE BOARD OF DIRECTORS**  
**CONSIDERATION OF SCHEME ON AUTHORISATION BY THE**  
**SHAREHOLDERS' GENERAL MEETING TO**  
**THE BOARD OF DIRECTORS**  
**AND**  
**NOTICE OF 2024 ANNUAL GENERAL MEETING**

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A notice convening the 2024 AGM to be held at East Building Office of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 9:30 a.m. on Thursday, 17 April 2025 is set out on pages 44 to 47 of this circular.

To attend the 2024 AGM, 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 9:30 a.m. on Wednesday, 16 April 2025 (Hong Kong time).

Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the 2024 AGM 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.*

26 March 2025

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## DEFINITIONS

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*In this circular, unless the context requires otherwise, the following expressions have the following meanings:*

“AGM” or “2024 AGM”	the annual general meeting of the Bank or any adjournment thereof to be held at East Building Office of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC), at 9:30 a.m., on Thursday, 17 April 2025, a notice of which is set out on pages 44 to 47 of this circular
“Articles of Association”	the articles of association of the Bank (as amended, modified or otherwise supplemented from time to time)
“Bank” or “Bank of Tianjin”	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
“Tianjin Financial Regulatory Bureau”	the Tianjin Regulatory Bureau of the National Financial Regulatory Administration
“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
“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

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules” or “Listing Rules of the Hong Kong Stock Exchange”	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
“%”	per cent

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## LETTER FROM THE BOARD

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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)**

***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. WANG Shunlong

***Independent Non-executive Directors***

Mr. ZENG Jianhua  
Mr. LU Jianzhong  
Mr. GU Zhaoyang  
Mr. FENG Jinghua  
Mr. PENG Bing

***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

*To the Shareholders*

**REPORT FOR FINAL FINANCIAL ACCOUNTS FOR 2024  
PROFIT DISTRIBUTION PLAN FOR 2024  
WORK REPORT OF THE BOARD OF DIRECTORS FOR 2024  
WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2024  
FINANCIAL BUDGET FOR 2025  
APPOINTMENT OF EXTERNAL AUDITORS TO REVIEW AND  
AUDIT THE FINANCIAL STATEMENTS FOR 2025  
INVESTMENT PLAN FOR 2025  
RE-ELECTION AND APPOINTMENT OF DIRECTORS FOR  
THE EIGHTH SESSION OF THE BOARD OF DIRECTORS  
CONSIDERATION OF SCHEME ON AUTHORISATION BY THE  
SHAREHOLDERS' GENERAL MEETING TO  
THE BOARD OF DIRECTORS  
AND  
NOTICE OF 2024 ANNUAL GENERAL MEETING**

**I. INTRODUCTION**

The AGM of the Bank will be held at 9:30 a.m. on Thursday, 17 April 2025 and resolutions will be proposed to consider and approve the Report for Final Financial Accounts for 2024, the Profit Distribution Plan for 2024, the Work Report of the Board of Directors for 2024, the Work Report of the Board of Supervisors for 2024, the Financial Budget for 2025, the Appointment of External Auditors to Review and Audit the Financial Statements for 2025, the Investment Plan for 2025, the Re-election and Appointment of Directors for the Eighth Session of the Board of Directors and the Scheme on Authorisation by the Shareholders' General Meeting to the Board of Directors.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with the notice of the AGM 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 AGM.

### II. MATTERS TO BE RESOLVED AT THE AGM

#### 1. Report for Final Financial Accounts for 2024

In 2024, the total asset of the Bank was approximately RMB926 billion while the total liabilities amounted to approximately RMB856.6 billion. The Bank realised revenue of approximately RMB16.709 billion, net interest income of approximately RMB11.314 billion, among which, interest income amounted to approximately RMB30.985 billion and interest expense amounted to approximately RMB19.671 billion. The investment income, net fee and commission income, net trading gains, net gains arising from derecognition of financial assets measured at amortised cost and other income, gains or losses were RMB2.601 billion, RMB1.679 billion, RMB1.012 billion, RMB246 million, and RMB-145 million, respectively. In 2024, our operating expenses amounted to approximately RMB4.942 billion, among which, our sundry taxes amounted to RMB225 million, operating costs amounted to RMB4.717 billion, cost-to-income ratio was 28.23%. The impairment losses were RMB7.583 billion. The Bank recorded a share of results of associates of RMB19 million, while total profit and net profit amounting to RMB4.203 billion and RMB3.829 billion, respectively. The Bank recorded earnings per share of approximately RMB0.63. As at the end of 2024, the Bank's net assets per share was approximately RMB11.29.

Details of the audited consolidated financial statements and auditors' report of the Bank and its subsidiaries for the year ended 31 December 2024 were set out in the Bank's 2024 Annual Report disclosed on 26 March 2025 on the website of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.bankoftianjin.com](http://www.bankoftianjin.com)).

#### 2. Profit Distribution Plan for 2024

On 20 March 2025, the Board resolved to submit to the Shareholders for their consideration and approval a profit distribution plan of the parent company for the year ended 31 December 2024 as follows:

- (1) total profit of RMB4,068.16 million realised throughout the year;
- (2) income tax expenses of RMB320.67 million;
- (3) net profit of RMB3,747.49 million;
- (4) appropriated RMB0 to the statutory surplus reserve;
- (5) appropriated RMB1,834.06 million to the general risk reserve;
- (6) a cash dividend, with an amount of RMB1.368 per 10 Shares (tax inclusive), in an aggregate amount of RMB830.45 million will be distributed to all the Shareholders.

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## LETTER FROM THE BOARD

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After the above distribution, the remaining undistributed profit of RMB1,082.98 million will not be distributed for the time being.

The Bank will distribute to the Shareholders whose name appears in the register of members of the Bank on 30 April 2025, a final dividend in cash for the year ended 31 December 2024 in an aggregate amount of approximately RMB830.45 million, namely a dividend of RMB1.368 per ten Shares (tax inclusive). The final dividend of the Bank for the year ended 31 December 2024 will be denominated and declared in RMB. Distribution of the dividends to holders of the Domestic Shares will be paid in RMB, while dividends to H Shareholders will be paid in Hong Kong dollars. For such conversion, RMB will be converted into Hong Kong dollars based on the average middle exchange rate as announced by the People's Bank of China prevailing five business days before 17 April 2025 (inclusive), the date of the Bank's 2024 AGM.

The H Share register of members of the Bank will be closed from, for the purpose of determining shareholders' entitlement to the proposed final dividend, on Friday, 25 April 2025 to Wednesday, 30 April 2025 (both days inclusive) during which period no transfer of the H Shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged for registration 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, by no later than 4:30 p.m. on Thursday, 24 April 2025.

It is expected that the dividend will be paid on 12 June 2025.

Pursuant to the applicable provisions and the implementing regulations of the Enterprise Income Tax of the PRC (《中華人民共和國企業所得稅法》), the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Shareholders Which Are Overseas Non-resident Enterprises (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) and other relevant regulations, the Bank shall withhold and pay the enterprise income tax at the rate of 10% for non-resident enterprises H Shareholders (including the H Shares registered in the name of HKSCC Nominees Limited) when distributing dividends. For non-resident enterprises of H Shareholders who is a resident enterprise of a country/region that has signed a tax treaty with the PRC stipulating a dividend rate lower than 10%, the Bank will follow relevant tax treaties to handle the application of the relevant tax benefits on their behalf while distributing the final dividend.

Pursuant to the applicable provisions of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》), the Implementation Regulations of the Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), Announcement of the State Taxation Administration on Issuing the Measures for the Administration of Non-resident Taxpayers' Enjoyment of Treaty Benefits (State Taxation Administration Announcement 2019 No. 35) and the Notice on Matters Concerning the Levy and Administration of Individual Income Tax After

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## LETTER FROM THE BOARD

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the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (the “**Notice of Tax**”) and relevant laws, regulations and normative documents, the Bank shall withhold and pay individual income tax from and for the H Shareholders according to the following arrangement:

For an individual H Shareholder who is a resident of Hong Kong, Macau or other country/region that has signed a tax treaty with the PRC stipulating a rate of 10%, the Bank shall withhold and pay individual income tax at the rate of 10% on behalf of such H Shareholders when distributing the final dividend;

For an individual H Shareholder who is a resident of a country/region which has signed a tax treaty with the PRC stipulating a rate of lower than 10%, the Bank shall temporarily withhold and pay individual income tax at the rate of 10% while distributing the final dividend. In case the relevant individual H Shareholders are to apply for refund of the tax over-withheld, the Bank will follow the Notice of Tax to handle the application of the relevant tax benefits under the tax treaty on their behalf;

For an individual H Shareholder who is a resident of a country/region that has signed a tax treaty with the PRC stipulating a rate higher than 10% but lower than 20%, the Bank shall withhold and pay the individual income tax at the applicable rate stipulated in the relevant tax treaty while distributing the final dividend; and

For an individual H Shareholder who is a resident of a country/region which has signed a tax treaty with the PRC stipulating a rate of 20% or who is a resident of a country/region which has no tax treaty with China or otherwise, the Bank shall withhold and pay the individual income tax at the rate of 20% while distributing the final dividend.

The qualifying H Shareholders are required to timely submit the written authorisation and all application materials 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; the Bank will forward the received documents to the competent tax authorities for review, and if approved, the Bank will assist in handling the refund of the over-withheld tax.

### **3. Work Report of the Board of Directors for 2024**

For the Work Report of the Board of Directors for 2024, please refer to Appendix I to this circular.

### **4. Work Report of the Board of Supervisors for 2024**

For the Work Report of the Board of Supervisors for 2024, please refer to Appendix II to this circular.



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## LETTER FROM THE BOARD

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### **5. Financial Budget for 2025**

In response to the evolving environment and emerging dynamics, the Bank will firmly seize strategic opportunities in 2025, leverage policy tailwinds, and remain anchored in the core theme of high-quality development. The Bank will fully advance transitional initiatives, drive business growth with tangible results, and strive to forge a new developmental landscape. By optimising business structures, the Bank aims to ensure the fulfillment of all operational and managerial objectives, continuously enhance developmental quality, and strengthen competitive capabilities, risk mitigation capacities, and sustainable development potential, thereby equipping the institution to address future challenges.

In alignment with the Bank's strategic priorities and business expansion requirements, the 2025 budget for operating expenses is capped at RMB5.15 billion, representing an increase of RMB433 million as compared to the 2024 actual expenses. The increased operating expenses are primarily driven by new investments in business expansion and enhanced technological investments.

### **6. Appointment of External Auditors to Review and Audit the Financial Statements for 2025**

An ordinary resolution will be proposed at the 2024 AGM to consider and, where appropriate, approve the appointment of KPMG Huazhen LLP as the domestic auditor of the Bank to audit the 2025 annual financial report under the generally accepted accounting standards in the PRC, and the appointment of KPMG as the international auditor of the Bank to review the 2025 interim financial report and audit the 2025 annual financial report under the International Financial Reporting Standards, to hold office until the conclusion of the next annual general meeting of the Bank. The audit fees for the domestic and international financial statements for 2025 and the review fee for the international interim financial statements are expected to be approximately RMB4.96 million.

### **7. Investment Plan for 2025**

For details of the Investment Plan for 2025, please refer to Appendix III to this circular.

### **8. Re-election and Appointment of Directors for the Eighth Session of the Board of Directors**

Reference is made to the announcement of the Bank dated 20 March 2025 in relation to the proposed re-election and appointment of Director candidates for the eighth session of the Board of Directors.

Pursuant to the Articles of Association, a Director shall be served a term of office of three years and is eligible for re-election upon expiry of a term. In view of the expiry of the term of office of Directors of the seventh session of our Board, the Board decided on 20 March 2025 to nominate candidates for election as directors for the eighth session of the Board of Directors.

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## LETTER FROM THE BOARD

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The relevant ordinary resolutions will be put forward at the AGM and proposed to:

- (i) re-elect Mr. YU Jianzhong, Mr. WU Hongtao, Mr. ZHENG Ke and Ms. DONG Xiaodong as executive Directors;
- (ii) re-elect Ms. DONG Guangpei, Mr. PENG Chong, Mr. Alistair Marshall BULLOCH, Mr. WANG Shunlong as non-executive Directors, elect Mr. XING Jianhua and Mr. WANG Shanjun as non-executive Directors; and
- (iii) re-elect Mr. ZENG Jianhua, Mr. LU Jianzhong, Mr. GU Zhaoyang, Mr. FENG Jinghua and Mr. PENG Bing as independent non-executive Directors.

The biographical details of the aforesaid candidates (the “**Candidate Directors**”) as of the date of this circular are set out in Appendix IV to this Circular. Save as disclosed herein, as of the date of this circular, the Candidate Directors confirmed that (i) they did not hold any position in the Bank or its subsidiaries, nor did they serve as a director or supervisor in any other listed companies during the previous three years; (ii) they did not have any relationships with any other Directors, Supervisors, senior management, substantial or controlling shareholders of the Bank; and (iii) they 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 herein, there are no other matters relating to re-election and appointment of the Candidate Directors 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.

The election of the above candidates for directors was considered by the Nomination and Remuneration Committee and the Board of Directors and will be submitted to the AGM for decision in accordance with the provisions of the Bank’s Articles of Association. The qualification of the newly appointed Directors is subject to the approval of the Tianjin Financial Regulatory Bureau after being approved at the AGM, and the appointment will be effective from the date of approval by the Tianjin Financial Regulatory Bureau. The term of office of the re-elected Directors shall be effective upon consideration and approval at the AGM, and their duties as Directors for the seventh session of the Board of Directors shall be removed accordingly.

The term of office of the new session of the Board of Directors will be three years. The term of office of the Directors to be re-elected will commence upon the approval of their appointment at the AGM until the expiration of the term of office of the eighth session of the Board of Directors. The term of office of the appointment of the proposed new Directors will commence upon the approval by the Tianjin Financial Regulatory Bureau on their qualifications as Directors until the expiration of the term of office of the eighth session of the Board of Directors.

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## LETTER FROM THE BOARD

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Each of the re-elected and appointed Directors will enter into a service contract with the Bank after the approval of his or her appointment. The re-elected and appointed executive Directors and non-executive Directors will not receive director's remuneration and/or allowance from the Bank during his or her term as a Director of the Bank. The remuneration of executive Directors is based on his/her position as a senior management officer of the Bank and will be composed of remuneration and other benefits, bonuses, contributions to the pension scheme, etc. The specific remuneration of the executive Directors will be disclosed in the Bank's annual report. Each of the re-elected independent non-executive Directors will receive Directors' allowance from the Bank during his or her term as a Director of the Bank with a standard level of RMB160,000 per year (after tax), while the actual allowance amount will be calculated and paid based on the Measures for the Administration of Work Allowance of Directors and Supervisors of Bank of Tianjin Co., Ltd..

### **9. Consideration of the Scheme on Authorisation by the Shareholders' General Meeting to the Board of Directors**

In order to further improve the management of the authorisation, in accordance with the relevant working arrangements of the Bank, it is proposed to the AGM for consideration and approval of the Scheme on Authorisation by the Shareholders' General Meeting of Bank of Tianjin Co., Ltd. to the Board of Directors, details of which are set out in Appendix V to this circular. The scheme is subject to approval by a special resolution at the AGM.

### **III. OTHERS**

In addition, the Shareholders will listen to the 2024 Appraisal Report on the Performance of Duties by the Board and its Directors, the Board of Supervisors and its Supervisors as well as Senior Management and its members, the 2024 Work Report of Independent Non-executive Directors and the 2024 Report of Related Party Transactions and Management of Related Party Transactions at the 2024 AGM.

### **IV. THE AGM**

The AGM will be held at East Building Office of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 9:30 a.m. on Thursday, 17 April 2025 to consider and, if thought fit, to pass resolutions in respect of the matters as set out in the notice of the AGM. The notice of the AGM is set out on pages 44 to 47 of this circular.

Whether or not you intend to attend and/or vote at the AGM, 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 AGM if you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### V. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that all resolutions to be proposed at the AGM 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 AGM.

### VI. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendices I to V to this circular.

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

Tianjin, China  
26 March 2025

\* *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.*

**WORK REPORT OF THE BOARD OF DIRECTORS OF BANK OF TIANJIN CO., LTD.  
FOR 2024**

In 2024, under the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, the strong leadership of the Tianjin Municipal Party Committee and Municipal Government, and the leadership and instruction of the financial regulatory authorities, the Bank strived to implement the requirements of “achieving four intended goals as planned”, the “eight insistences” and “five major areas” requirements of the Central Financial Work Conference, and insisted on high-quality development. All staff of the Bank made their concerted efforts, maintained the focus and stabilised the overall situation to achieve steady progress, promoting the in-depth development of the “Double-Five Battles”. The Bank achieved a reasonable growth in total volume and a steady improvement in quality, ranking among the industry leaders in various areas such as the total amount of unit deposits, balance of various loans and scale of credit bonds underwritten in Tianjin, constantly increasing its social influence. In face of the current complex economic and financial circumstances, the Board of Directors of the Bank strictly complied with the regulations under the Hong Kong Listing Rules and the Articles of Association, earnestly and thoroughly implemented the relevant work arrangements of the Central Committee of the Communist Party of China, the State Council and regulatory authorities. The Bank actively gave full play to its leading role in finance. The Bank earnestly and thoroughly implemented regulatory policies and requirements, exercised its powers and functions in accordance with the law, operated effectively and made scientific decisions, as well as assumed the ultimate responsibility for all works within the scope of its obligation. We will now report to you on the work of the Board of Directors in 2024:

**1. Review of the work of the Board of Directors in 2024**

***(1) Effectively performed the duties of the Board of Directors to ensure efficient performance of duties***

In 2024, the Bank’s Board of Directors, within the scope authorised by the general meeting, ensured that the Board of Directors performed its duties normally and efficiently and gave full play to its functions of formulating strategies, making decisions and preventing risks. Firstly, the Bank held a total of 14 Board meetings with 74 resolutions considered and 33 reports reviewed, and convened 4 Shareholders’ meetings with 19 resolutions considered and 5 reports reviewed. The contents of the meetings covered issues such as business plans, investment plans, financial budgets, financial accounts, risk appetite, and the performance appraisal system for senior management members for 2024, etc. Professional lawyer issued legal opinions with respect to each meeting of the Board of Directors to ensure that the procedures comply with the laws. Secondly, the Bank promoted the adjustment of Board members in an orderly manner and completed the change of one equity director; completed the selection and appointment of three independent Directors to effectively supplement the independent Directors and meet regulatory requirements. At the same time, national-level high-level talents with information technology background were selected and appointed as

independent Directors, further enhancing the high standard, professionalism and independence of the independent Directors of the Board of Directors, and providing personnel guarantee for the efficient performance of the Board of Directors. Thirdly, the Bank organised Directors to participate in special training on reputation risk and anti-corruption, so as to effectively improve the performance level of directors.

***(2) Strengthened the construction of risk management system and strengthened the ability of comprehensive risk management***

In 2024, the Bank firmly adhered to the bottom line of risk, built a comprehensive risk management construction system, strengthened the application of science and technology, continuously promoted the advance of risk gateway, and gradually built an intelligent, digital and comprehensive risk prevention and control system. The Bank's Board of Directors closely combined actual conditions and regulatory opinions, conscientiously implemented various risk policies, and strengthened risk prevention and control. The Board of Directors considered and approved the amendments to policy on the management of Internet lending risk models, amendments to country risk management policies, the 2024 risk preference statement, etc., reviewed the Report on the Classification and Management of Financial Asset Risks for 2023, the Report on Annual Information Technology Risk Management for 2023, etc. to continue to strengthen the construction of the risk management system and optimise the risk management process. The Bank adhered to a problem-oriented and goal-oriented approach, and under the guidance of supervision, optimised the thoughts for disposal and resolution of non-performing assets. We adopted a variety of measures to accelerate the liquidation of the stock, comprehensively improving the risk resistance ability and continuously enhancing the asset quality. In order to carry out positive reforms to mitigate risks, the Board of Directors considered and approved the plan for the acquisition of Tianjin Jizhou Rural Bank Co., Ltd. (天津市蓟州村镇银行股份有限公司) and the establishment of branches, promoted the absorption and consolidation of rural banks initiated, and implemented regulatory requirements with high standards.

The Board of Directors of the Bank has been diligent and responsible in continuing to regulate the management of the shareholdings of the Bank, controlling the overall pledge ratio and preventing the risk of equity pledge. Shareholders who have representation on the Board of Directors or the Board of Supervisors of the Bank, or shareholders directly, indirectly or jointly holding or controlling more than 2% of the Bank's shares or voting rights, are required to apply to the Board of Directors of the Bank to pledge the Bank's shares beforehand. The Bank imposes restrictions on the voting rights at the shareholders' meetings who pledge 50% or more of the Bank's shareholdings. As of the end of December 2024, the Bank had pledged a total of 464 million shares, accounting for 7.65% of the total share capital; a decrease of 90 million shares or 1.48 percentage points from the end of the previous year. The overall equity pledge ratio complies with regulatory requirements and the equity structure is stable.

***(3) Strictly followed regulatory requirements and strengthened the management of related party transactions***

In 2024, the Board of Directors of the Bank carefully fulfilled its duties of management of related party transactions, continuously strengthened approval of related party transactions, identifications of related party transactions, maintenance of information on related parties, implementation of related party transaction system and information disclosure. In 2024, the Board of Directors and the Related Party Transaction Control Committee of the Bank accepted a total of 142 related transactions for approval and filing, involving cumulative amount of RMB51.961 billion. In particular, 4 major related party transactions were approved, amounting to RMB25 billion; 138 ordinary related party transactions were filed, amounting to RMB26.961 billion. The transactions were mainly the Group's unified credit line, inter-bank credit line, general working capital loan, etc. The above-mentioned related party transactions were incurred for the purpose of ordinary business activities, and the approval and filing of related party transactions have been conducted in accordance with the relevant regulations.

The proportion of the Bank's related party credit balance was in compliance with regulatory requirements. As of the end of 2024, the credit balance of the largest individual related party account of the Bank amounted to RMB3.764 billion, accounting for 3.97% of the Bank's net capital as of the end of last quarter, which did not exceed 10% of the Bank's net capital. The credit balance of the largest group customer, to which a related legal person or other organisation of the Bank is subordinated amounted to RMB7.512 billion, accounting for 7.92% of the Bank's net capital as of the end of last quarter, which did not exceed 15% of the Bank's net capital. The credit balance of all related parties amounted to RMB18.216 billion, accounting for 19.20% of the Bank's net capital as of the end of last quarter, which did not exceed 50% of the Bank's net capital.

The Bank continuously strengthens the management of related party identification, improves its timeliness and accuracy, and updates related party information in a timely manner. The Bank has urged the substantial Shareholders to confirm the information of their controlling shareholders, de facto controllers, concert parties and ultimate beneficial owners and report the updated information of related legal persons to the Bank in a timely manner. At the same time, the Bank verified such information through the international Internet and the National Enterprise Credit Information Publicity System, Qichacha (企查查), Tianyancha (天眼查) and other public online search platforms, to ensure the accuracy of related party identification. In 2024, the Bank's related party list included 2,424 related natural persons and 925 related legal persons or other organisations. In addition, pursuant to the regulatory requirements, we continued to refine the information disclosure of related party transactions. In the notes to the financial statements, relevant affairs of the related parties and the related party transactions were subject to disclosure; On the Bank's website, relevant affairs of the general related transactions were subject to disclosure every quarter, and major related transactions were subject to disclosure on a case-by-case basis; Whereas in annual reports, the overall situations of the related party transactions of the year were subject to disclosure.



***(4) Implemented the management function of the Board of Directors and performed information disclosure obligations in accordance with the laws and regulations***

In 2024, the Board of Directors of the Bank effectively performed information disclosure management, with accumulated more than 60 regular reports and temporary announcements disclosure. The Bank enriched the types of disclosures, and prepared and disclosed the preliminary annual results for the first time in order to effectively demonstrate the Bank's operating results in a timely manner, creating a good foundation for public opinion. The Bank also properly carried out the preparation of temporary announcements, timely and comprehensively disclosed circulars, notices and poll results of annual and extraordinary general meeting, notices of the Board of Directors, announcements of changes of directors, supervisors and senior management and approval of their qualifications, list of directors and their roles and functions, etc., so as to safeguard the right to information of the stakeholders. We promoted the coordination and connection between business work and information disclosure, and completed the information disclosure of important matters such as the change of external audit institutions, the acquisition of Jizhou Rural Bank and the establishment of branches, and investment in Home Credit. In the process of information disclosure, the Board of Directors fully utilised its role as the gatekeeper for information disclosure, urged the senior management and relevant departments to initiate, write and review various announcements in strict compliance with the requirements of laws and regulations and internal management system, and disclosed after deliberation by the Board of Directors or the approval of more than half of the Directors to ensure timely, accurate and complete information disclosure and effectively protect the legitimate rights and interests of investors.

***(5) Performed the supervision and evaluation functions of the Board of Directors, and promoted the effective performance of duties by Directors and senior management members***

In 2024, members of the Board of Directors of the Bank performed their duties faithfully, diligently, professionally, independently in compliance with the requirements of laws, regulations and the Articles of Association; earnestly participated in the Bank's decision-making, actively paid attention to the overall risk management and the implementation of development strategies, as well as consolidation management, stress test management, capital adequacy, related party transactions, etc.; devoted sufficient time and effort to handle the affairs of the Bank, attended meetings of the Board of Directors and its special committees as required, carefully studied and made prudent judgments on issues submitted to the Board of Directors for consideration, put forward scientific and reasonable opinions and suggestions in conjunction with their own professional knowledge and working experience, and actively played their due role in the process of major decision-making. They possessed a high standard of professional ethics without being controlled or interfered by major shareholders and insiders, conducted independent judgment and decision-making on major issues, and strived to safeguard the interests of all shareholders and the Bank. They complied with laws and regulations, regulatory requirements and the Articles of Association, continued to regulate their own performance of duties, performed corresponding duties in accordance with laws and regulations, and promoted and supervised the Bank's law-abiding and compliant operations.



The scope of the 2024 performance evaluation covered a total of 14 Directors who have performed their duties for more than half a year. Directors were all rated as “Competent”. The Board of Directors of the Bank completed the evaluation of performance of Directors and senior management members for 2024, and drafted performance evaluation opinions for the Board of Supervisors as the basis for the final evaluation results of the Board of Directors, Directors, senior management and their members.

During the Reporting Period, the Bank has insured Directors, supervisors and senior managers with liability insurance, which mainly covers the liability of Directors, supervisors and senior managers for economic losses suffered by third parties due to their mistakes in the exercise of their powers, with an insurance amount of US\$30 million and a premium rate of about 0.23%.

***(6) Continued to improve the performance appraisal mechanism to give full play to the supervisory function of the Board of Directors***

In 2024, the Bank’s Board of Directors formulated the Performance Appraisal Indicators of Professional Managers for 2024 and the term from 2024 to 2026, Professional Managers’ Remuneration Plan for a New Round of Appointment, considered the Performance Appraisal Results and Remuneration Allocation Plan for 2023 and the term from 2021 to 2023, continued to improve and standardise the incentive and restraint mechanism for professional managers, improving the Bank’s performance appraisal system for professional managers. The Board of Directors and members of the audit committee evaluated the performance evaluation of the chief auditor, the audit department and their directors respectively, and formed the evaluation results. The Bank implemented the requirements for the establishment of differentiated internal audit assessment system between the audit department and other departments, further enhancing the independence of audit work assessment and strengthening the incentive and restraint mechanism.

***(7) Continued to promote the construction of the rule of law, built a solid foundation for the rule of law and empowered business development***

In 2024, the Bank adhered to the use of rule of law thinking and method to promote the implementation of the rule of law throughout the Bank, continuously improved its legal work leadership and guarantee capabilities, risk management and control capabilities, and proactive rights protection capabilities, and protected the high-quality development of the whole bank. The first was top-level promotion and organisational leadership assistance. We adhered to the same deployment, promotion, supervision, assessment of the rule of law work, operation and management work, and key tasks of reform and development. We incorporated the construction of the rule of law into the Bank’s annual work plan, as an important content of the Party committee at all levels to plan and deploy the work of the whole region. The second was to promote comprehensive and strict governance of the Party and implement law-based decision-making. The Bank held a work meeting on promoting comprehensive and strict governance of the Party, carried out warning education on “Adhering to the Five Boundaries”,

strictly implemented the “Three Importance and One Large” decision-making procedures and the “1+3” Form of Authorities and Responsibilities of Corporate Governance Bodies of the Bank, and gave full play to the important role of the Party Committee in setting direction, managing the overall situation and ensuring implementation. The third was to focus on key points, research, decision-making and deployment of rule of law work. The main person in charge led the rule of law work in an all-round way effectively made personal arrangements for the important work of the rule of law construction, personally asked questions about major issues, personally coordinated key links, and personally supervised the handling of important tasks. The person in charge of the rule of law construction department and the President of the Bank will attend the meetings and listen to legal opinions if the matters deliberated by the Board of Directors involve legal issues. The fourth was to highlight the “integration of operations and law” to help promote the development of the Bank’s law-compliant operations. We adhered to the three legal compliance review systems, covered the entire business process with legal compliance, strengthened the identification, reminder and control of legal risks, gave full play to the authority of legal “laws”, participated in major projects, gave full play to the role of legal value creation, and continued to improve risk prevention and management level. The fifth was to highlight the improvement of legal dispute management and continue to promote the “key battle of settling litigations”. We accelerated the clean-up of litigation cases, established an early warning mechanism, and improved the quality and efficiency of case handling. The sixth was to implement the “Eighth Five-Year Plan” for law popularisation work around the strategic planning of governing according to law. We actively created high-quality legal culture with its own characteristics, continuously consolidated the legal learning platform, organised and carried out systematic publicity and training on the rule of law, and improved the legal knowledge and legal literacy of all staff. The seventh was to strengthen communication, exchange and learning with public security organs, actively integrated into the innovation and linkage of procuratorial, legal, political and financial organs, to jointly build a high-quality legal business environment.

## **2. Major work of the specialised committees of the Board**

In 2024, the specialised committees of the Board of Directors conscientiously performed their duties in accordance with the provisions of the Articles of Association and the Working Rules, highlighting their professional characteristics and seriously completing the deliberations on important issues and matters of the Bank, which effectively improved the standard of governance and operational efficiency of the Bank.

### ***(1) Strategic Development Committee***

A total of 7 meetings were held to consider and approve 30 resolutions, which mainly included the Bank’s 2023 Financial Accounts, 2023 Social Responsibility Report, 2024 Business Plan, 2024 Financial Budget, 2024 Investment Plan, Capital Replenishment Plan (2024-2026), Issuance Plan of Capital Replenishment Instruments, and made feasible suggestions and recommendations on the strategic development and major operation management of the Bank.

**(2) *Audit Committee***

A total of 7 meetings were held to consider and approve 25 resolutions, which mainly included 2023 Annual Report and 2023 Annual Results Announcement, 2024 Interim Report, 2024 Interim Results Announcement, 2023 Annual Report on the Evaluation of the Quality of the Audit Work of the Selected Accounting Firm, change of external auditor and other matters. The Committee also made suggestions and recommendations on strengthening audits in high-risk areas and enhancing internal control and compliance efforts.

**(3) *Related Party Transactions Control Committee***

A total of 4 meetings were held to consider and approve 8 resolutions, which mainly included matters such as the Report on the Related Party Transactions and Management of Related Party Transactions for the Year of 2023, the Reports on Material Related Party Transactions of Tianjin State-owned Capital Investment and Operation Co., Ltd. and Material Related Party Transactions of Tianjin Nongken Hongda Co., Ltd. (天津農墾宏達有限公司), and we put forward views and recommendations on strengthening the management of related party transactions and enhancing risk control.

**(4) *Risk Management Committee***

A total of 8 meetings were held to consider and approve 24 resolutions, which mainly included the Report on Comprehensive Risk Management Status for the Year of 2023, Expected Credit Loss Method Implementation Report for the year of 2023, 2023 Financial Assets Risk and Classification Management Report, 2024 Risk Preference Statement, the policy on the management of Internet lending risk models and country risk management policies. We received regular quarterly reports from senior management on the comprehensive risk management of the Bank and made suggestions and recommendations on improving risk management in the light of the Bank's actual situation.

**(5) *Nomination and Remuneration Committee***

A total of 8 meetings were held to consider and approve 13 resolutions, which mainly included the Bank's Opinions on Performance Evaluation of Directors and Members of Senior Management for 2023, the Performance Evaluation Indicators for 2024, Performance Appraisal Indicators System for Professional Managers for 2024 and the term from 2024 to 2026, the Proposal for the Renewal of Professional Managers, Professional Managers' Remuneration Plan for a New Round of Appointment and Nomination of GU Zhaoyang as a Candidate for Independent Director of the Bank, to ensure the smooth operation of the Bank's Board of Directors and to enhance the scientific and effective performance evaluation system.

***(6) Inclusive Finance Development and Consumer Rights Protection Committee***

A total of 1 meeting was held to consider and approve 1 resolution, which mainly included the Report on Consumer Rights Protection in 2023, and the Work Plan in 2024. It supervised the work of senior management in the protection of consumer rights and inclusive small and micro businesses, laying a good foundation for the Bank's high-quality and sustainable development.

**3. Next steps of the work plan**

In 2025, the Bank's Board of Directors will adhere to the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, the path of finance with Chinese characteristics, the concept of financial culture with Chinese characteristics, the "six insistences" of the spirit of the Third Plenary Session of the 20th CPC Central Committee, and the general tone of "seeking progress in stability, promoting stability through progress, prioritising development before addressing problems, not addressing problems without development, and addressing problems and development at the same time", deeply practice "achieving four intended goals as planned", and comprehensively coordinate the relationship between party building and business, rectification and reform, upholding fundamental principles and innovation, incremental growth and stock, total volume and quality. In accordance with the cooperation concept of "Moving Towards the Future Together with Smart Bank of Tianjin", the Bank will strengthen research genes and scientific and technological genes, reconstruct development mechanisms, improve value innovation efficiency to enhance comprehensive capital returns. The Bank will build internal development capabilities, improve core competitiveness, and enhance the endogenous ability to serve the economy. We will also build external development resources, improve ecosystem services, enhance the external space for serving the society, so as to solidly promote the high-quality development of the Bank.

The first is to continue to improve the Bank's corporate governance system; comply with laws, regulations and regulatory provisions, and timely revise and improve the corporate governance system.

The second is to convene the general meeting in accordance with legal procedures, report work to the general meeting, and implement the resolutions of the general meeting; study and formulate the annual financial budget plan, final accounts plan, profit distribution plan, appointment of accounting firm to conduct regular statutory audits of the Bank's financial reports for general meeting's consideration; and notify the evaluation report on the legal performance of duties and contractual obligations by substantial shareholders in 2024.

The third is to perform the Board of the Directors' functions of making strategy, decision-making and risk prevention and ensure the effective operation of the Board of Directors. Combination of the work spirit of the Party Central Committee, the work requirements of the regulatory bodies, and the Bank's operation, the Bank consider and formulate the Bank's annual report, annual business plan, annual performance appraisal

indicators system for professional managers, compensation allocation plan, and consumer rights protection work situation and continuously improve corporate governance; conscientiously perform risk management responsibilities and further improve the organisational system, regulation system and risk preference for comprehensive risk management; consider and review various risk management reports, and supervise and track the prevention and control of various risks.

The fourth is to continue to perform the functions of the special committees under the Board of Directors and assist the Board of Directors in carrying out the relevant work. In 2025, the strategic development committee will study and review the report on the assessment of 2024 internal capital adequacy, the 2024 profit distribution plan, the 2025 business operation plan, the organisational plan and other major issues affecting the development of the Bank. The Audit Committee will regularly study and review the internal audit work report, review 2024 internal control evaluation report, the 2025 internal audit work plan, and other matters related to the Bank's financial information and internal control, and will maintain good communication with the Bank's external auditor. The Related Party Transactions Control Committee provides review opinions on the Bank's major related party transactions and reports them to the Board of Directors for approval, and studies and considers reports on the management of affiliated transactions on a regular basis. The Risk Management Committee regularly examines and considers the report on overall risk management, considers the 2025 Risk Appetite Statement, and makes comments or recommendations to the Board of Directors on the Bank's overall risk and risk management status, risk management policies, procedures and methods. The Nomination and Remuneration Committee conducts a preliminary review of the qualifications and conditions for appointment of directors and senior management, and examines and considers the results of the 2024 annual performance appraisal of professional managers and the salary distribution plan, as well as 2025 Performance Appraisal Indicators System for Professional Managers and other matters. The inclusive finance development and consumer rights protection committee will consider and approve the 2024 consumer protection work report. The committees will perform their duties efficiently and make recommendations or suggestions to the Board of Directors.

The Bank will continuously adhere to a series of new thoughts, new views and new conclusions put forward by General Secretary Xi Jinping for All-Round and Deeper-Level Reform, and focus on the grand blueprint of the Chinese modernisation path and the Tianjin chapter, strive to create a modern first-class regional bank that “satisfies the Municipal Party Committee, is reassuring to the regulatory authorities, is praised by the society, delights the shareholders, and makes its employees proud”, contributing to the Tianjin chapter in the Chinese modernisation path.

Tianjin, China

March 2025

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## APPENDIX II      WORK REPORT OF THE BOARD OF SUPERVISORS OF BANK OF TIANJIN FOR 2024

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### WORK REPORT OF THE BOARD OF SUPERVISORS OF BANK OF TIANJIN CO., LTD. FOR 2024

In 2024, the Board of Supervisors of the Bank closely focused on the strategic development planning and central work of the Bank as a whole, actively performed duties and functions of the Board of Supervisors conferred by the Articles of Association, continuously strengthened the supervision over the performance of the Board of Directors and the senior management and its members, so as to effectively ensure the legitimate rights and interests of the Bank, shareholders, employees, creditors and other stakeholders. The major work of the Board of Supervisors in 2024 is set forth hereunder:

#### **I. Major Work of the Board of Supervisors**

##### ***(I) Continuously strengthen self-construction and lay a solid foundation for duty performance***

1. Completion of the election of members of the Board of Supervisors. The Bank strictly implemented the laws and regulations, regulatory requirements and the Articles of Association, and effectively carried out the resignation and election of the relevant supervisors. The Bank ensured that the new chairman of Board of Supervisors took up his duty in May 2024 through the consideration and approval of the 22nd Meeting of the seventh session of the Board of Supervisors and at the same time completed the election of the new employee representative Supervisors as a member of the relevant specialised committee and business registration to ensure that the employee representative Supervisors are in compliance with the requirements. At the same time, the Board of Supervisors strictly complies with the requirements of the Hong Kong Stock Exchange for timely disclosure of information on changes in supervisors to ensure investors' right to know.
2. Strengthening the training of supervisors in performing their duties. A total of two special training sessions were organised for supervisors, covering prevention and control of reputational risks, anti-corruption and other aspects, so as to further enhance the professional capacity and performance level of supervisors.

##### ***(II) Conscientiously implement supervision duties and strengthen special supervision***

Focusing on the statutory duties and the central work of the Bank, the Board of Supervisors held 16 meetings, considered 78 proposals in total, and reviewed 39 reports, earnestly performing its supervisory duties.

1. Performance of duties supervision. Focusing on the Bank's strategic development and important matters of operation and management, the Board of Supervisors studied and considered the 2024 business operation plan, company performance appraisal indicators, investment plan report, investment plan adjustment report, institutional development plan, the annual performance appraisal index system for professional managers, the performance appraisal method for professional managers



and other proposals, reviewed the business reports of the senior management to further strengthen the supervision on the performance of duties of the Board of Directors, senior management and their members, and strengthened the supervision on the scientificity and rationality of the salary plan of professional managers. The Bank continued to pay attention to the performance of the Board of Directors and the senior management in capital management, regularly listened to the work report of the senior management, and reviewed the revision of capital management policies, capital replenishment plan (2024-2026), issuance plan of capital replenishment instruments, internal capital adequacy assessment report for 2023, and semi-annual capital adequacy report for 2024, etc.

2. Financial supervision. The Board of Supervisors of the Bank strengthened its financial supervision duties by reviewing the 2023 annual report and results announcement, the 2024 interim report and results announcement, the 2023 financial final account and profit distribution, the 2024 financial budget report, etc., reviewing the audit opinions of the external audit institution carefully, and putting forward audit opinions on the compliance and rationality of regular reports and profit distribution plan prepared by the Bank, so as to continue to strengthen the supervision on the Bank's operating results, financial execution, profit distribution.
3. Risk management and supervision. The Board of Supervisors of the Bank effectively assumed the supervisory responsibility for comprehensive risk management, regularly reviewed comprehensive risk and risk management reports including major risks such as operational risk, liquidity risk, market risk, and reputation risk, reviewed and approved the 2024 risk preference statement, the policy on the management of Internet lending risk models and amendments to country risk management policies and other proposals, carefully reviewed the Report on Annual Information Technology Risk Management for 2023 and the Report on the Classification and Management of Financial Asset Risks, etc, and continuously strengthened the supervision on the performance of duties and responsibilities of the Board of Directors and senior management in terms of risk management. In particular, the Board of Supervisors implemented the regulatory requirements on Expected Credit Loss Law management of commercial banks, paid attention to the adjustments of the management system related to the implementation of the Expected Credit Loss Law, reviewed the important models and adjustments of key parameters related to the implementation of the Expected Credit Loss Law of the Bank, strengthened the supervision of the entire process of implementation of Expected Credit Loss Law, and reviewed the "the Report on the Pre-commissioning Validation of the Model of the Expected Credit Loss Law of Bank of Tianjin Co., Ltd.", "the Report on the Post-commissioning Validation of the Model of the Expected Credit Loss Law of Bank of Tianjin Co., Ltd." and "the Report on the Implementation of the Expected Credit Loss Law of Bank of Tianjin Co., Ltd. for 2023", and attended the Board meetings to supervise the consideration of the aforesaid reports, so as to strengthen the expected credit loss management of the Bank.

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## **APPENDIX II      WORK REPORT OF THE BOARD OF SUPERVISORS OF BANK OF TIANJIN FOR 2024**

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4. Internal control and supervision. The Board of Supervisors of the Bank continued to pay attention to the construction of the internal control system, considered the internal control evaluation report, reviewed the work report of the senior management, focused on the fulfillment of the duties of the Board of Directors and senior management in crime prevention work, and supervised the implementation of the crime prevention and control work management system. In view of the weaknesses in internal control, the Board of Supervisors has strengthened regularised and continuous supervision, and promoted the improvement of mechanisms and the enhancement of foundation and quality. The Board of Supervisors supervised and promoted the role of internal audit, considered internal audit work reports and audit work plans, and regularly reviewed quarterly internal audit work report, special audit conclusions and opinions, etc., and played the role of internal audit supervision and improved the quality and efficiency of internal audit work. Focusing on key areas of corporate governance, the Board of Supervisors has strengthened supervision by considering reports on major related party transactions, regularly reviewing related party transactions and their management, supervising the performance of the Board of Directors and senior management in managing related party transactions to ensure that related party transactions complied with regulatory requirements and the Bank's system requirements.
5. Special supervision. The Board of Supervisors of the Bank implemented the work requirements of the regulators, financial management departments and higher authorities, and selected the areas of financial consumers' rights protection and business continuity management and other areas to carry out special supervision in light of the key areas of concern of the entire Bank. During the Period, the Board of Supervisors set up a special supervision leading group, formulated a supervision and inspection plan, actively promoted the implementation of the supervision and inspection work, completed the Work Report on Specialised Supervision of Financial Consumer's Rights Protection Work for 2024 of the Board of Supervisors of Bank of Tianjin Co., Ltd. and the Work Report on Specialised Supervision of Business Continuity Management for 2024 of the Board of Supervisors of Bank of Tianjin Co., Ltd., and fed back the results of the consideration to the Board of Directors and senior management of the Bank.
6. Supervision of the rectification and implementation work of regulatory opinions. The Board of Supervisors of the Bank listened to reports on the implementation of regulatory opinions and the Bank's rectification work, paid close attention to the issues and suggestions raised by the regulatory authorities in the assessment of corporate governance supervision, annual supervisory circulars, joint supervisory meetings and special inspections, and urged comprehensive rectification of the issues. The Board of Supervisors has made the rectification and implementation of issues identified as important matter for supervision by the Board of Supervisors, continuously strengthened the supervision of the rectification and implementation work by the Board of Directors and the senior management of the Bank, and provided timely feedback on the supervisors' concerns and opinions to promote the further performance of the supervisory.



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## APPENDIX II      WORK REPORT OF THE BOARD OF SUPERVISORS OF BANK OF TIANJIN FOR 2024

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### *(III) Strictly implement regulatory requirements and complete performance evaluation on schedule*

1. Performance interview. In March 2024, the Board of Supervisors selected some directors to conduct performance interviews, and attentively listened to directors' opinions and suggestions on the Bank's corporate governance, business development, strategic planning, etc. in light of the directors' annual performance of duties, and reviewed and approved the 2023 Report of the Board of Supervisors of Bank of Tianjin Co., Ltd. on the Performance Interviews with Directors.
2. Performance of evaluation work. The Bank's Board of Supervisors closely combined the performance evaluation system to organize and complete the 2023 annual performance evaluation of the Board of Directors and directors, the Board of Supervisors and supervisors, senior management and its members in terms of the fulfillment of the obligation of loyalty, the fulfillment of the obligation of diligence, the professionalism in performance of duties, the independence and ethical standards in performance of duties, and compliance in performance of duties of the directors and supervisors, and conducted a focused evaluation of the performance of the Board of Directors and the senior management on their performance of duties in the areas of promotion of reform and development, enhancement of risk management, strengthening of internal control and compliance and rectifying supervisory feedback, etc., implemented the process supervision of major matters and important decisions, and formulated a special report, which was reviewed and approved by the Board of Supervisors for submission to the Bank's 2023 annual general meeting.

## **II. Main Work of Special Committees of the Board of Supervisors**

### *(I) Work of the Supervision Committee*

In 2024, the Bank held a total of 10 meetings of the Supervision Committee of the Board of Supervisors, deliberating 91 proposals. The Supervision Committee regularly reviewed reports on risk and risk management status, related party transactions and related party transaction management reports, and special internal audit conclusions and opinions to strengthen the supervision on the Bank's business decision-making, risk management and internal control; deliberated and approved off-balance-sheet business risk management measures and other systems to promote the construction of the Bank's business system.

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## **APPENDIX II      WORK REPORT OF THE BOARD OF SUPERVISORS OF BANK OF TIANJIN FOR 2024**

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### ***(II) Work of the Nomination Committee***

In 2024, the Bank held a total of 8 meetings of the Nomination Committee and reviewed 13 proposals. The Nomination Committee deliberated and approved the Bank's 2023 performance evaluation opinions of directors and senior management officers, the 2023 Board of Supervisors' evaluation report on the performance of the Board of Directors and directors, the 2023 Board of Supervisors' evaluation report on the performance of senior management and its members, the 2023 Board of Supervisors and supervisors' performance evaluation report, etc., and continuously strengthened the supervision on the performance of directors, supervisors and senior management officers; deliberated and approved the professional managers' 2023 annual and 2021-2023 tenure performance appraisal results and salary distribution plan and other proposals of the Bank, and continuously strengthened the supervision on the scientificity and rationality of the Bank's professional managers' remuneration plan.

### **III. Independent Opinions Issued by the Board of Supervisors on Relevant Matters**

1. Legal operation. In 2024, the Bank adhered to operating in accordance with laws and regulations, and constantly improved the internal control system. The operating decision-making procedures complied with laws, regulations, regulatory requirements and the relevant provisions of the Articles of Association. Members of the Board of Directors and members of the senior management performed their duties conscientiously, and no behaviors that violated laws, regulations, regulatory requirements or damaged the interests of the Bank and its Shareholders were found in the performance of their duties.
2. Preparation of regular reports. In 2024, the preparation and review procedures of the Bank's regular reports complied with laws, regulations and regulatory requirements, and the contents of the reports truly, accurately and completely reflected the actual situation of the Bank.
3. Related party transactions. In 2024, the Board of Supervisors supervised the management of related party transactions of the Bank, and found no behavior that harmed the interests of the Bank and its Shareholders.
4. Implementation of the resolutions of the general meetings. In 2024, the Board of Supervisors had no objection to the various reports and proposals submitted by the Board of Directors for consideration at the general meetings, supervised the implementation of the resolutions of the general meetings, and believed that the Board of Directors of the Bank could conscientiously implement the relevant resolutions of the general meetings.

**IV. Work Plan for 2025**

In 2025, the Bank's Board of Supervisors will conscientiously implement the spirit of General Secretary Xi Jinping's series of important speeches and the spirit of the Fifth Plenary Session of the 12th Tianjin Municipal Committee, actively practice the important requirements of "achieving four intended goals as planned", closely focus on the Bank's strategic development plan, strictly comply with various regulatory regulations to focus on the key points of supervision and improve the quality and efficiency of supervision, and perform its duties to carry out the reform work of the Board of Supervisors.

***(I) Continuing to do a good job in performance evaluation***

The Board of Supervisors of the Bank will strictly implement the regulatory requirements and seriously carry out the performance evaluation on the Board of Directors, the Directors, the Supervisors and senior management and its members of the Bank for 2024, and report to the general meeting as required.

***(II) Continuously Improving the Quality and Efficiency of Supervision***

The Bank's Board of Supervisors will follow the latest requirements for corporate governance and supervision of banking and insurance institutions, closely integrate the Bank's work deployment for the "Double-Five Battles" and continue to strengthen special supervision on key areas, continuously improving the pertinence and effectiveness of supervision. Meanwhile, we will strengthen learning and exchanges with advanced peers, actively leverage the professional expertise of Supervisors and combine supervision with service to jointly promote the high-quality development of the Bank.

***(3) Actively cooperating with the reform of the Board of Supervisors***

Backed on the normal operation of the Board of Supervisors of the Bank, the Bank earnestly cooperate with the promotion of the reform work of the Board of Supervisors in strict accordance with the work arrangements of the superior department, to ensure that the fundamental work is completed in a stable and orderly manner during the reform period, the reform tasks is completed with high efficiency and quality, and the Board of Supervisors performs its duties and completes relevant work perfectly.

Tianjin, China  
March 2025

**INVESTMENT PLAN OF BANK OF TIANJIN CO., LTD. FOR 2025****I.     The Overall Situation of Investment*****(I)   The Direction and Purpose of Investment***

Guided by the spirit of the Third Plenary Session of the 20th CPC Central Committee and the “achieving four intended goals as planned” proposed by General Secretary Xi Jinping during his visit to Tianjin, focusing on the implementation of the “Ten Projects” of the Tianjin Municipal Party Committee and Municipal Government, as well as the “Stock, Increment and Quality” and “Three News” work requirements, and taking “internal and external restructuring” as the development path, the Bank will further strengthen equity investment and fixed asset investment in 2025, and do a good job of “restructuring”. Firstly, in terms of fixed asset investment, the Bank will strengthen investment in information technology, administration and security fixed assets, strengthen the “technology gene”, enhance the strength of information technology, strengthen the construction of business outlets, improve the working environment of employees, and fully support the front, middle and back office business to build a modern first-class regional bank. Secondly, in terms of equity investment, the Bank intends to increase the shareholding of the five Jinhui Rural Banks in Xinjiang to meet the regulatory requirements for promoting the high-quality development of village banks.

***(II)   The Situation of Investment Plan***

In 2025, there are 11 planned investment projects with a planned investment amount of RMB1,521.99 million for the year, including 6 recognised projects with a planned investment amount of RMB15.33 million for the year, and 5 new projects with a planned investment amount of RMB1,506.66 million for the year, which are all in line with the direction of the main business, and the sources of funds are all own funds. Fixed asset investment projects are concentrated in the city and equity investment projects are outside the city (Xinjiang). As at the end of 2024, the gearing ratio of the Bank was 92.55%. The Investment Plan for 2025 has no significant impact on the gearing ratio of the Bank.

***1.    By investment amount***

There is 1 major project with a planned investment amount of RMB1,418.0 million for the acquisition of Backstage Operation Center of Bank of Tianjin for the year, 8 general projects with a planned investment amount of RMB91.04 million for the year (no project under special attention), and 2 miscellaneous projects with a planned investment amount of RMB12.95 million for the year.

## 2. *By type of investment*

Fixed assets: investment in property acquisition of RMB1,418.0 million, accounting for 95.32%; investment in fixed assets for information technology of RMB66.04 million, accounting for 4.41%; and investment in fixed assets for daily operation and security (including administrative equipment procurement, security equipment procurement or renewal and reconstruction) of RMB12.95 million, accounting for 0.27%.

Equity: In accordance with the regulatory requirements of the Xinjiang Financial Regulatory Bureau on promoting the high-quality development of rural banks, the main sponsor bank is required to increase its shareholding in the rural bank to more than 51%, with a planned investment amount of approximately RMB25 million.

## II. Risk Control Measures

### (I) *Strict implementation of relevant regulations.*

In accordance with the requirements of Bidding Law of the People's Republic of China (《中華人民共和國招標投標法》), the Regulations on Construction Projects Required to be Tendered (《必須招標的工程項目規定》), the Interim Measures for Administration of Centralised Procurement of State-owned Financial Enterprises (《國有金融企業集中採購管理暫行規定》), the Measures for the Supervision and Administration of Investment of Tianjin Municipal Enterprises (《天津市市屬企業投資監督管理辦法》), the Measures for the Supervision and Administration of Overseas Investment of Tianjin Municipal Enterprises (《天津市市屬企業境外投資監督管理辦法》), the Implementation Rules for Measures for the Supervision and Administration of Investment of Tianjin Municipal Enterprises (《天津市市屬企投資監督管理辦法實施細則》) and the Bank's internal management system, we conform to the principles of openness, fairness, impartiality, integrity and efficiency in the course of making equity and fixed asset investments.

### (II) *Performing the decision-making process in accordance with relevant procedures.*

In accordance with Articles of Association and authorisation system of the Bank, and in accordance with the Implementation Measures of the Party Committee of Bank of Tianjin on Regulating the Decision-making Work of "Three Importance and One Large" (《天津銀行黨委關於規範「三重一大」決策工作的實施辦法》), the "1+3" Form of Authorities and Responsibilities of Corporate Governance Bodies of the Bank of Tianjin Co., Ltd. (《天津銀行股份有限公司法人治理主體「1+3」權責表》), and "Three Importance and One Large" Decision-Making Authority and Procedure Diagram of the Bank of Tianjin Co., Ltd. (《天津銀行股份有限公司「三重一大」決策權限及議事程序圖》), we conform to the functions of each decision-making body to perform the decision-making procedures and ensure that each decision-making body improve the standardisation of relevant procedures based on its responsibilities, authorities and the compliance policies of the rules and procedures.

*(III) Carrying out supervision and management.*

First, the reports of the annual financial budgets, final account plans and annual investment plans shall be submitted to each decision-making body for approval. The resolutions regarding investment plans shall be tracked, supervised and revised to facilitate the timely and effective implementation of such decision-making matters. Second, in respect of significant fixed asset investment projects, an audit entity is hired to conduct audit on the projects; in respect of long-term equity investment projects, the audit department of the Bank conducts an annual comprehensive audit.

*(IV) Strengthening accountability*

In accordance with the Measures for the Management of Business Accountability of the Bank of Tianjin (《天津銀行業務問責管理辦法》) and the Guidance Opinions of the Bank of Tianjin on Strengthening Accountability of Illegal Operations and Investments (《天津銀行關於加強違規經營投資責任追究的指導意見》), the Bank further regulates the accountability for illegal operations and investments, promoting operational compliance and high-quality development of the Bank.

**BIOGRAPHICAL DETAILS OF CANDIDATES FOR DIRECTORS**

The biographical details of the candidates for the eighth session of the Board of Directors of the Bank are set out below:

**Executive Directors**

**Mr. YU Jianzhong**, aged 54, Mr. YU has been the secretary of the Party Committee of the Bank since April 2023. Mr. YU has been an executive Director of the Bank since July 2023 and has been the Chairman of the Board of Directors of the Bank since August 2023, presiding over the overall work of the Party Committee and the Board of Directors of the Bank, in charge of auditing and the Audit Department. Mr. YU is an expert enjoying the special allowance of the State Council, and also serves as the vice chairman of the Ninth Council of the Asia-Pacific Society of China, a visiting professor of the University of International Business and Economics, and a member of the Fourth Standing Committee of the Working Committee of Urban Commercial Banks of the China Banking Association. Mr. YU has successively served as deputy secretary of the party committee, president, secretary of the party committee and chairman of the board of directors of Tianjin Rural Commercial Bank Co., Ltd. from February 2020 to April 2023, and he has successively served as deputy secretary of the party committee, vice president and president of China Overseas Holding Group from November 2018 to December 2019. Mr. YU has served as vice president of Evergrande Group from May 2018 to November 2018. From July 1995 to May 2018, Mr. YU has successively served as an employee, deputy director of the Wealth Management Division of the Treasury Trading Center of the Asset and Liability Management Department, deputy director of the Wealth Management Division of the Treasury Trading Center and deputy general manager of the Shanghai Branch (in charge of work) of the Asset and Liability Management Department thereof, deputy director of the Wealth Management Division of the Treasury Trading Center and deputy general manager of the Shanghai Branch (in charge of work) of the Treasury Operation Department thereof, general manager of Treasury Trading Center Shanghai Branch of the Treasury Operation Department, director of Treasury Trading Center of the Treasury Operation Department, director of Transaction Risk Supervision Division of Financial Markets Department, deputy general manager of Financial Market Department, a member of the party committee and vice president of Guangxi Zhuang Autonomous Region Branch, deputy director of the organisation department of the party committee, deputy general manager of human resources department/Sannong human resources management center, president of the investment banking department etc., at Agricultural Bank of China Co., Ltd.. During the term of office of the above titles, Mr. YU has also worked as a postdoctoral researcher in applied economics at the Chinese Academy of Social Sciences from July 2007 to June 2009, and took a temporary post as a member of the Party Leadership Group and deputy mayor of Qinzhou City, Guangxi Province from August 2008 to November 2009. From January 2020 to November 2021, he worked as a researcher at the School of International Trade and Economics, University of International Business and Economics. He also worked as a distinguished research fellow of the National Institution for Finance and Development, a vice chairman of the Bond Market Committee of the National Association of Financial Market Institutional Investors, and a non-executive director of China Bond Rating Co., Ltd..



Mr. YU graduated from the College of Economics and Management of Beijing Agricultural University in July 1995, majoring in Finance and minoring in Computer Science. From September 2000 to October 2006, Mr. YU finished the successive postgraduate and doctoral programs of study, and obtained his PhD in management at Nanjing Agricultural University, majoring in Agricultural Economics and Management.

**Mr. WU Hongtao**, aged 53. Mr. WU has served as the deputy secretary of the Party Committee of the Bank since September 2020. Mr. WU has served as our executive Director since January 2021 and acted as our President since November 2020. He is responsible for the overall work of the Bank's operation and management and is in charge of publicity, branding, asset and liability work, internal control and compliance, anti-money laundering and anti-terrorist financing, legal, confidentiality, letters and calls and consumer rights protection work. He is also in charge of the Party Committee Office/Party Committee Propaganda Department/Office/Consumer Rights and Interests Protection Office, Asset and Liability Management Department and the Internal Control and Compliance Department, etc. From January 2020 to September 2020, Mr. WU served as the president and a partner of Southern China area of New Hope Group; the president and executive director of Guangdong Huaxing Bank from November 2018 to October 2019; the president of Guangdong Huaxing Bank from February 2018 to November 2018; the deputy secretary of the party committee, vice chairman and president of Jiangxi Bank from May 2016 to January 2018; the vice chairman and president of Jiangxi Bank from December 2015 to May 2016; the deputy secretary of the party committee, vice chairman and president of Bank of Nanchang from March 2013 to December 2015; the party committee member and vice president of China Guangfa Bank, Guangzhou branch from April 2011 to March 2013; successively the supervisor of the research and development department, deputy general manager of the office, deputy general manager of the bank card department, deputy general manager of the financial interbank department, the general manager of the financial interbank and consolidation department and the general manager of the financial institution department of China Guangfa Bank from January 2001 to April 2011. From May 1997 to January 2001, Mr. WU successively served as the staff and deputy director of the office of China Guangfa Bank, Nanjing branch, and served as the staff of GF Securities of China Guangfa Bank from August 1995 to May 1997.

Mr. WU graduated from the department of international economics of the school of economics of Peking University in July 1995, and obtained a master's degree in laws from the department of laws and political science of East China Normal University with a major in political science in October 1997. He obtained a doctor's degree in economics from the department of finance of the East China Normal University with a major in global economics in July 2003. Mr. WU has also obtained the qualification of senior economist and the qualification as a lawyer in the People's Republic of China.

**Mr. ZHENG Ke**, aged 50. Mr. ZHENG has served as our executive Director since August 2022 and the vice president of the Bank since January 2022. Mr. ZHENG served as the line president of China Bohai Bank and the party secretary and president of Tianjin Branch of China Bohai Bank from November 2020 to October 2021; the line president of China Bohai Bank and the party secretary and president of Taiyuan Branch of China Bohai Bank from May 2019 to



November 2020; the line president, the general manager of the asset management department and the general manager of the interbank business department of China Bohai Bank from April 2018 to May 2019; the general manager of the asset management department of China Bohai Bank from November 2011 to April 2018, and concurrently served as the general manager of the interbank business department from November 2014 to April 2018; successively served as the deputy general manager of the global market department and the deputy general manager of the financial market department of China Bohai Bank from June 2009 to November 2011; the senior product manager of the capital business department of Beijing Branch of Bank of China from December 2007 to June 2009; the assistant to the president of Beijing Haidian sub-branch of Bank of China from May 2007 to December 2007; successively served as the staff member of the foreign exchange trading section of the capital planning department, product manager of the development team of the capital business department and head of the foreign exchange trading team of the capital business department of Beijing Branch of Bank of China from August 2003 to May 2007.

Mr. ZHENG graduated from the School of Management of Harbin Institute of Technology majoring in foreign trade in September 1997, obtained a master's degree in management science and engineering from Jilin University of Technology in March 2000, and obtained a doctor's degree in management science and engineering from Beihang University in August 2003.

**Ms. DONG Xiaodong**, aged 46, has served as our executive Director since August 2022 and the secretary of the Board of Directors of the Bank since March 2021, and is in charge of the daily work of the Board of Directors Office and strategic development work, and assists to manage the work of publicity, branding, consumer protection and letters and calls. She has served as director of the Board of Directors Office of the Bank since June 2023. She has successively served as deputy general manager, deputy general manager (presiding over the work) and general manager of the Strategic Development Department of the Bank from January 2017 to August 2023; the deputy director of Office of Legal Person of Tianjin Regulatory Bureau of China Banking Regulatory Commission (the “**CBRC Tianjin Office**”) from August 2014 to January 2017; a staff, a deputy director staff and a director staff of CBRC Tianjin Office successively from September 2003 to August 2014, during which period she engaged in an exchange program at the Tianjin Branch of Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行天津分行) from February 2004 to January 2005; and a staff in the Tianjin Branch of the People's Bank of China (中國人民銀行天津分行) from July 2002 to September 2003. Ms. DONG Xiaodong holds 58,564 domestic shares of the Bank, representing 0.00096% of the total share capital of the Bank.

Ms. DONG graduated from Tianjin University of Finance and Economics (天津財經學院) in July 2002, majoring in International Accounting and obtained a bachelor's degree in economics. She graduated from Tianjin University of Finance and Economics, majoring in Finance and obtained a master's degree in economics in December 2008. Ms. DONG has also obtained the qualification of intermediate economist.

**Non-executive Directors**

**Ms. DONG Guangpei**, aged 44, has worked as non-executive Director of the Bank since June 2020, and has served as the party branch secretary, executive director and general manager of Tianjin Port Free Trade Zone Investment Co., Ltd., head of the investment management department of T&B Holding (天保控股公司) (mid-level principal rank at the holding company) since December 2021; served as the party branch secretary, executive director and general manager (mid-level deputy rank at the holding company) of Tianjin Port Free Trade Zone Investment Co., Ltd. from January 2020 to December 2021; the party branch secretary, executive director and vice general manager of Tianjin Port Free Trade Zone Investment Co., Ltd. from October 2019 to January 2020; the vice general manager of Tianjin Port Free Trade Zone Investment Co., Ltd. from September 2019 to October 2019; the general manager assistant of Tianjin Port Free Trade Zone Investment Co., Ltd. from August 2018 to September 2019. Ms. DONG has served as the investment commissioner, investment manager and head of investment review department of Tianjin Port Free Trade Zone Investment Co., Ltd. from January 2011 to August 2018; the head of sales department of Tianjin Binhai Kaiyuan Property Development Co., Ltd. from January 2010 to December 2010; the head of sales department of Tianjin Tianbao Property Development Co., Ltd. from May 2005 to December 2009; the head of sales department of Hefu Huihuang Real Estate Marketing and Planning Co., Ltd. from December 2004 to May 2005; and the head of sales management department of Tianjin Shunchi Rongxin Real Estate Co., Ltd. from March 2004 to November 2004.

In addition to the above positions, Ms. DONG has served as a supervisor of Tianjin Tianbao Infrastructure Co., Ltd. (stock code: 000965.SZ) from December 2018 to August 2024 and a director of Tianjin Tianbao Energy Co., Ltd. (stock code: 01671.HK) from November 2019 to August 2024.

Ms. DONG graduated from the department of finance of Tianjin College of Finance and Economics with a bachelor's degree in economics in July 2003, and graduated from the department of international finance of Tianjin University of Finance and Economics with a master's degree in economics in December 2012. Ms. DONG has the qualifications of senior economist.

**Mr. PENG Chong**, aged 47, has served as our non-executive Director since June 2024. Mr. PENG has served as the head of the planning and finance department of Tianjin T&B Holdings Co., Ltd. since November 2024. From October 2021 to November 2024, Mr. PENG served successively as the deputy head and the deputy head (in charge) of the planning and finance department of Tianjin T&B Holdings Co., Ltd.; a senior supervisor for risk control department of Tianjin T&B Holdings Co., Ltd. from August 2020 to October 2021; the chief financial officer of Tianjin Tianbao Energy Co., Ltd. from March 2017 to August 2020, and during this period he worked concurrently as the head of the risk control department from March 2019 to January 2020. He worked successively as the head of the finance group of the listing work and the chief financial officer of Tianjin Tianbao Electricity Company Limited from June 2016 to March 2017; the head of financing management department of Tianjin Tianbao Finance Management Co., Ltd. from August 2013 to June 2016; the deputy head (in charge) of the planning and finance department of Tianjin Tianbao Thermal Electricity

Company Limited from November 2010 to August 2013. He served successively as a chief accountant and deputy head of the finance department of Tianjin Tianbao International Logistics Group Co., Ltd. from March 2004 to November 2010; he successively worked as the accountant, chief accountant and financial manager of Tianjin Sinopharm Bohai Pharmaceutical Co., Ltd. from July 1998 to March 2004.

Mr. PENG graduated from the accounting department of Nankai University (南開大學) with a bachelor's degree in auditing in 1998 and is qualified as a senior accountant.

**Mr. Alistair Marshall BULLOCH**, aged 67, has served as our non-executive Director since June 2009. Mr. Alistair Marshall BULLOCH has held a number of positions at ANZ and is currently a representative of ANZ in the Board of the Bank. He successively held positions in ANZ as deputy chief executive officer of Asia Pacific, Europe and America from December 2009 to September 2010 and as managing director and senior advisor of Asia Pacific, Europe and America from September 2010 to June 2014. He joined ANZ in March 2008 and held the positions of chief executive officer of North East Asia and chief executive officer of Hong Kong from March 2008 to December 2009.

Mr. Alistair Marshall BULLOCH obtained a bachelor of arts degree in business studies from Dundee College of Technology in Scotland, the United Kingdom in January 1980.

**Mr. XING Jianhua**, aged 53, currently is the executive vice president and the chief financial officer of Tianjin Pharmaceutical Holdings Ltd..

Mr. XING has served as the executive vice president and the chief financial officer of Tianjin Pharmaceutical Holdings Ltd. since March 2025; the chief financial officer (at vice president level) of Tianjin Pharmaceutical Holdings Ltd. from December 2021 to March 2025; the financial controller of Tianjin Pharmaceutical Holdings Ltd. from May 2021 to December 2021; the head from the financial department of China Xiong'an Group from February 2018 to May 2021; the deputy general manager and the chief accountant of CGNPC Uranium Resources Co., Ltd. as well as the executive director and the deputy general manager of CGN Mining (stock code: HK.01164) from April 2014 to February 2018; the general manager of the finance department of CGN Group from June 2008 to April 2014; the director of the finance department of China Nuclear Power Engineering Co., Ltd. (中廣核工程有限公司) from February 2006 to June 2008; the general manager of the finance department of China Potevio CO., Ltd. (中國普天信息產業集團有限公司) from March 2005 to February 2006; the section head of the finance department of Changsha Research Institute of Mining and Metallurgy from April 2002 to March 2005; and the deputy head and technician of the Miners Bridge area of Yinggangling Mining Bureau of Jiangxi Province from September 1995 to August 1999.

Mr. XING has served as the director of Tianjin Pharmaceutical Da Ren Tang Group Corporation Limited (stock code: 600329.SH) since December 2024.

Mr. XING graduated from Wuhan University of Technology with a master's degree in accounting in April 2002; and Hunan Xiangtan Mining Institute\* (湘潭礦業學院) with a bachelor's degree in mining engineering in June 1995. Mr. XING has the title of chief senior accountant and qualifications of certified public accountant.

**Mr. WANG Shunlong**, aged 48, has served as our non-executive Director since June 2020. Mr. WANG has served as the chief accountant of Tianjin Bohai Chemical Industry Group Co., Ltd. since January 2020. From November 2016 to January 2020, Mr. WANG successively served as head of the investment department, head of the finance department and deputy chief economist of Tianjin Water Group Co., Ltd.; from March 2012 to November 2016, Mr. WANG successively served as deputy chief accountant and chief accountant of Tianjin Water Works Group Co., Ltd.; from March 2008 to March 2012, Mr. WANG successively served as head of financial assets department, deputy chief accountant and general manager assistant of Tianjin Pipeline Engineering Group Co., Ltd.; from July 2000 to March 2008, Mr. WANG successively served as finance chief, head of general management department and deputy chief accountant of TPEG Pre-insulated Pipe Factory of Tianjin Pipeline Engineering Group Co., Ltd.

Mr. WANG studied in University of Shanghai for Science and Technology from September 1996 to July 2000 and obtained the bachelor's degree in management and he has the qualifications of chief senior accountant.

**Mr. WANG Shanjun**, aged 49, is currently the chief accountant of CSSC (Hong Kong) Shipping Company Limited and a director of CSIC (Beijing) Research Management Company Limited (中船重工(北京)科研管理有限公司). Mr. WANG has served as the chief accountant of CSSC (Hong Kong) Shipping Company Limited (stock code: 3877.HK) since January 2025; the deputy general manager and board secretary of China Shipbuilding Industry Group Power Co., Ltd. (stock code: 600482.SH) from April 2017 to January 2025. Mr. WANG successively served as the deputy director and the director in investor relations of the capital operation department of China Shipbuilding Industry Company Limited from December 2010 to April 2017. From November 2006 to December 2010, Mr. WANG successively served as the business manager of the assets division III of the assets department and the business manager of the capital operation department of China Shipbuilding Industry Corporation (中國船舶重工集團公司). Since October 2021, Mr. WANG has been a director of CSIC (Beijing) Research Management Company Limited (中船重工(北京)科研管理有限公司).

Mr. WANG graduated from the Research Institute of the People's Bank of China (PBOC) in June 2017 with a doctorate degree in finance; the Graduate School of the PBOC in February 2005, obtaining a master degree in Finance; and Dalian University of Technology majored in international business management in July 1998, obtaining a bachelor degree. Mr. WANG has the qualifications of senior economist and certified management accountant (CMA).

**Independent Non-Executive Directors**

**Mr. ZENG Jianhua**, aged 67, has served as our independent non-executive Director since August 2022. Mr. ZENG has served as the chairman of Beijing Huahan Consulting Co., Ltd. (北京華函諮詢有限公司) since March 2021, and as the chairman of Gongqingcheng Huajian Function Private Equity Management Co., Ltd. (共青城華建函數私募基金管理有限公司) since August 2019. From March 2017 to August 2019, Mr. ZENG served as the chairman of the board of directors and president of Kong Sun Holdings Limited. From September 2013 to March 2017, Mr. ZENG served as the chief risk officer of China Construction Bank. From March 2011 to September 2013, Mr. ZENG served as the chief financial officer of China Construction Bank. From July 2007 to February 2011, Mr. ZENG served as the secretary of the party committee and president of Guangdong Branch of China Construction Bank. From October 2004 to July 2007, Mr. ZENG served as the secretary of the party committee and president of Shenzhen Branch of China Construction Bank. From July 2003 to October 2004, Mr. ZENG served as the deputy general manager of the asset and liability management department of the head office of China Construction Bank. From February 1996 to July 2003, Mr. ZENG served as the vice president and a member of the party committee of Hunan Branch of China Construction Bank. Mr. ZENG served as the office director of Hunan Branch of China Construction Bank from October 1994 to February 1996; secretary of the party committee and president of Hunan Electric Power Branch of China Construction Bank from April 1992 to October 1994; deputy director (presiding over the work) of the planning and capital department of Hunan Branch of China Construction Bank from July 1987 to April 1992; and staff member and chief officer of the planning and capital department of Hunan Branch of China Construction Bank from July 1980 to July 1987.

Mr. ZENG has served as an independent non-executive director of Minsheng Financial Leasing Co., Ltd. since May 2023. Mr. ZENG has served as an independent non-executive director of Dongguan Rural Commercial Bank Co., Ltd. (stock code: 09889.HK) since September 2022, as an independent non-executive director of CCB Life Asset Management Company Limited since May 2021, as an external supervisor of Sichuan Bank Company Limited (四川銀行股份有限公司) since January 2021; served as an independent non-executive director of Zhejiang Furun Digital Technology Co., Ltd. (浙江富潤數字科技股份有限公司) (stock code: 600070) from May 2020 to September 2023, and served as an independent non-executive director of Jiangsu Tongda Power Technology Co., Ltd. (江蘇通達動力科技股份有限公司) (stock code: 002576) from January 2020 to May 2022.

Mr. ZENG graduated from Hunan University with a doctor's degree in corporate management and has been a distinguished professor of the University for Peace since September 2018 and qualified as a senior economist.

As Mr. ZENG has a solid academic background and extensive practical experience in banking operations, risk management, financial management, financial investment, etc., hence he can continuously bring professional and scientific perspectives to the Board. The re-appointment of Mr. ZENG as an independent non-executive Director of the Bank is conducive to the performance of the Board, which meets the requirements for diversity of the



Board of the Bank. Mr. ZENG has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules of the Hong Kong Stock Exchange; (ii) he has no past or present financial or other interests in the business of the Bank or its subsidiaries, nor is he connected with any core connected person (as defined in the Listing Rules of the Hong Kong Stock Exchange) of the Bank; and (iii) that there are no other factors that may affect his independence at the time of his re-appointment.

**Mr. LU Jianzhong**, aged 70, has served as our independent non-executive Director since August 2022. Mr. LU has served as a certified accountant at Zhongxinghua Certified Public Accountants since January 2022; a certified accountant at Da Hua Certified Public Accountants LLP from October 2016 to December 2022; a partner of Shanghai De'An Certified Public Accountants LLP, the marketing director of WUYIGE Certified Public Accountants LLP and a partner of Zhongxinghua Certified Public Accountants LLP from July 2012 to September 2016; a certified accountant and a partner of the audit department of PricewaterhouseCoopers Zhong Tian LLP from September 1997 to June 2012; a lecturer and an associate professor of Finance and Accounting at the Shanghai Maritime University from September 1986 to August 1997; a section member of the finance section of Shanghai Daily Hardware Industry Company from December 1982 to August 1986.

Mr. LU has served as an independent director of Bomesc Marine Engineering Co., Ltd. (Shanghai Stock Exchange stock code: 603727) since December 2021; an independent director of Shanghai Xinnanyang Only Education & Technology Co., Ltd. (Shanghai Stock Exchange stock code: 600661) since January 2019; an independent director of COSCO SHIPPING Development Co., Ltd. (Hong Kong Stock Exchange stock code: 02866, Shanghai Stock Exchange stock code: 601866) from January 2017 to July 2024; an independent director of Shanghai Vico Precision Mold & Plastics Co., Ltd. from May 2021 to June 2024; an independent director of Huatai Baoxing Fund Management Co., Ltd. (an unlisted company) since October 2016; an independent director of Hangzhou Hikvision Digital Technology Co., Ltd. (Shenzhen Stock Exchange stock code: 002415) from September 2015 to March 2021, and as a supervisor of Hangzhou Hikvision Digital Technology Co., Ltd. since March 2021. Prior to that, Mr. LU served as an independent director of Ningbo Lehui International Engineering Equipment Co., Ltd. (Shanghai Stock Exchange stock code: 603076) from March 2016 to November 2021; an independent director of Changshu Fengfan Power Equipment Co., Ltd. (Shanghai Stock Exchange stock code: 601700) from September 2015 to September 2021.

Mr. LU graduated from the Accounting Department of Shanghai University of Finance and Economics in 1982. He formerly served as a member of the Expert Group for Evaluation and Assessment of Economic Indicators of State-owned Enterprises under the Ministry of Finance and an external expert of the Asset Securitisation Task Group under the Development Research Center of the State Council, and is a qualified Chinese Certified Public Accountant.

As Mr. LU has a solid academic background and extensive practical experience in accounting, auditing, etc., hence he can continuously bring professional and scientific perspectives to the Board. The re-appointment of Mr. LU as an independent non-executive Director of the Bank is conducive to the performance of the Board, which meets the

requirements for diversity of the Board of the Bank. Mr. LU has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules of the Hong Kong Stock Exchange; (ii) he has no past or present financial or other interests in the business of the Bank or its subsidiaries, nor is he connected with any core connected person (as defined in the Listing Rules of the Hong Kong Stock Exchange) of the Bank; and (iii) that there are no other factors that may affect his independence at the time of his re-appointment.

**Mr. GU Zhaoyang**, aged 59, has served as our independent non-executive Director since September 2024. Mr. GU has served as the professor of Accountancy at the Business School of Chinese University of Hong Kong since January 2013; he served as the dean of the School of Accountancy of Chinese University of Hong Kong from August 2013 to July 2020; he has served as the director of MBA in Finance (FMBA) Programme of Chinese University of Hong Kong 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; has served as an independent non-executive director of Jiangsu Expressway Company Limited (stock code: 600377.SH, 0177.HK) since June 2024; and has served as an independent non-executive director of X.J. ELECTRICS (Hu Bei) Co., Ltd since September 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 re-appointment 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 of the Stock Exchange; (ii) that he has no past or present financial or other interests in the business of the Bank or its subsidiaries or connection with any core connected person (as defined in the Hong Kong Listing Rules of the Stock Exchange) of the Bank; and (iii) that there are no other factors that may affect his independence at the time of his re-appointment.

**Mr. FENG Jinghua**, aged 40, has served as our independent non-executive Director since January 2025. Mr. FENG has served as the chief engineer at the National SuperComputer Center in Tianjin since June 2020; he served as the head of system department and assistant to the director at the National SuperComputer Center in Tianjin from January 2015 to June 2020; he served as the head of system department at the National SuperComputer Center in Tianjin from January 2011 to January 2015; and he served as the application research and development engineer at the National SuperComputer Center in Tianjin from July 2010 to January 2011. Mr. FENG has served as a director and the general manager of Tianjin Tianhe Supercomputing Co., Ltd. (天津市天河超級計算有限公司) since March 2023; he has served as an executive director and the general manager of Tianjin Tianhe Computer Technology Co., Ltd. (天津市天河計算機技術有限公司) since March 2023; he has served as the deputy chairman at Tianjin Computer Federation since November 2023; and has served as the chairman of the board of supervisors of Tianjin Information Technology Application Innovation Association (天津市信創協會) since August 2022.

Mr. FENG graduated from the National University of Defense Technology in December 2019 with a doctor's degree in computer science and technology; he graduated from Xi'an Jiaotong University in June 2010 with a master's degree in computer science and technology; and he graduated from Xi'an Jiaotong University in June 2007 with a bachelor's degree in computer science and technology. He is a chief senior engineer, an expert with special allowance of the State Council, and a national high-level talent.

As Mr. FENG has a solid academic background and extensive practical experience in research and application of computer science and technology, the re-appointment of Mr. FENG as an independent non-executive Director of the Bank is conducive to the continuous and effective performance of the Board, which meets the requirements for diversity of the Board of the Bank. Mr. FENG has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Hong Kong Listing Rules of the Stock Exchange; (ii) he has no past or present financial or other interests in the business of the Bank or its subsidiaries, nor is he connected with any core connected person (as defined in the Hong Kong Listing Rules of the Stock Exchange) of the Bank; and (iii) there are no other factors that may affect his independence at the time of his re-appointment.

**Mr. PENG Bing**, aged 53, has served as our independent non-executive Director since January 2025. Mr. PENG has served successively as the associate professor and professor at Peking University Law School since July 2005; he served as the lecturer at Peking University Law School from January 2000 to July 2005; and he served as the staff member at Chuzhou Sub-branch of Industrial and Commercial Bank of China from July 1993 to August 1994. Mr. PENG has served as the vice president and secretary general of China Business Law Society since December 2017; he has served as a mediator of Shenzhen Securities and Futures Dispute Resolution Centre since March 2018; has served as an arbitrator of Beijing Arbitration Commission since January 2018; and has served as an arbitrator of Shenzhen Court of International Arbitration since November 2014.



Mr. PENG has served as an independent director of Huatai Securities Co., Ltd. (stock code: 601688.SH, 06886.HK) since December 2022; he served as an independent director of HSBC Qianhai Securities Limited from September 2017 to September 2023; and he served as an independent director of TTCO Trust Corporation Limited from July 2017 to December 2020.

Mr. PENG graduated from Peking University with a doctor's degree in International Finance Law in January 2000; graduated from Peking University with a master's degree in Economic Law in July 1997; graduated from East China University of Political Science and Law with a bachelor's degree in Economic Law in July 1993.

As Mr. PENG has a solid academic background and extensive practical experience in law and finance, etc., the re-appointment of Mr. PENG as an independent non-executive Director of the Bank is conducive to the continuous and effective performance of the Board, which meets the requirements for diversity of the Board of the Bank. Mr. PENG has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules of the Hong Kong Stock Exchange; (ii) he has no past or present financial or other interests in the business of the Bank or its subsidiaries, nor is he connected with any core connected person (as defined in the Listing Rules of the Hong Kong Stock Exchange) of the Bank; and (iii) that there are no other factors that may affect his independence at the time of his re-appointment.

**SCHEME ON AUTHORISATION BY THE SHAREHOLDERS’ GENERAL MEETING  
OF BANK OF TIANJIN CO., LTD. TO THE BOARD OF DIRECTORS**

According to relevant laws and regulations including the Company Law of the People’s Republic of China, Commercial Banking Law of the People’s Republic of China and Corporate Governance Guidelines for Banking and Insurance Institutions, Guidelines for Internal Control of Commercial Banks as well as the Articles of Association of Bank of Tianjin Co., Ltd. (the “**Articles of Association**”), the Shareholders’ General Meeting of Bank of Tianjin Co., Ltd. (the “**Bank**”) authorises the Board of Directors to exercise the relevant authorities.

**I.    Equity Investment**

The Board of Directors shall have the authorisation to approve equity investment projects (trading activities of external investment to become equities that are conducted by contribution with monetary funds, assets in kind or in other forms, including debt-to-equity swap, acquisition and merger, the same below) with the amount of any single project not exceeding RMB2,000 million, and it shall be approved only when more than two-thirds of the directors vote for it.

**II.   Bonds Issuance**

The Board of Directors shall have the authorisation to approve the issuance of ordinary financial bonds (excluding such corporate bonds as subordinated bonds or convertible bonds which would supplement capital) in full amount.

**III. Acquisition of Fixed Assets**

The Board of Directors shall have the authorisation to approve any acquisition of a single fixed asset not exceeding RMB600 million given it is within the annual budget approved by the Shareholders’ General Meeting, and it shall be approved only when more than two-thirds of the directors vote for it.

**IV.   Disposal of Assets**

**(I)   *Fixed Assets***

The Board of Directors shall have the authorisation to approve any proposed disposal of a single fixed asset given its net book value plus that of all fixed assets being disposed of within four months prior to the proposal does not exceed 33% of the latest audited net value of fixed assets of the Bank, and it shall be approved only when more than two-thirds of the directors vote for it.

***(II) Equity Assets***

The Board of Directors shall have the authorisation to approve any disposal of a single equity asset given its value does not exceed RMB2,000 million, and it shall be approved only when more than two-thirds of the directors vote for it.

***(III) Non-performing Assets***

The Board of Directors shall have the authorisation to approve any bulk transfer of non-performing assets where the amount of creditor’s rights for a single bulk transfer of non-performing assets (including principal, interest, liquidated damages, advanced statutory fees, attorney’s fees, etc.) does not exceed 20% of the latest audited net assets of the Bank.

**V. Write-off of Assets**

***(I) Fixed Assets***

The Board of Directors shall have the authorisation to approve any write-off of a single fixed asset given its net book value does not exceed RMB600 million, and it shall be approved only when more than two-thirds of the directors vote for it.

***(II) Equity Assets***

The Board of Directors shall have the authorisation to approve any write-off of a single equity asset given its value does not exceed RMB600 million, and it shall be approved only when more than two-thirds of the directors vote for it.

***(III) Credit Assets***

The Board of Directors shall have the authorisation to approve the write-off of credit assets in full amount.

***(IV) Non-Credit Assets***

The Board of Directors shall have the authorisation to approve the write-off of other non-credit assets in full amount.

**VI. Asset Pledge and Guarantee of Other Non-Commercial Banking Businesses**

The Board of Directors shall have the authorisation to approve the asset pledge provided externally and guarantee of other non-commercial banking businesses (the activities that the Bank issues guarantee to a third party at the Bank’s risks, excluding regular businesses, such as letters of guarantee and standby letters of credit) with the amount of any single asset pledge or guarantee not exceeding RMB600 million.

**VII. Material Events Regarding Corporate Institution**

The Board of Directors shall have the authorisation to approve significant matters such as external investment and capital increase and separation and merger of corporate institutions established by the Bank that require Shareholders to exercise their decision-making rights. Where an investment threshold is involved, provisions in relation to the right to approve equity investment stipulated in this Authorisation Scheme shall be applied.

**VIII. External Donations**

The Board of Directors shall have the authorisation to approve any single external donation not exceeding RMB10 million given its amount plus that of all external donations made in the same year does not exceed RMB30 million.

The Board of Directors shall have the authorisation to approve financial support to regions hit by serious emergency events even if the above limits on aggregate amount or single external donation are exceeded, provided that it shall be approved only when more than two-thirds of the directors vote for it.

**IX. Daily Operation Management and Approval**

Except for matters that are required to be decided by the Shareholders’ General Meeting as explicitly stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association and the Rules of Procedures for the Shareholders’ General Meeting, the scope of authorisation to the Board of Directors and the Management in respect of the Bank’s operational management and decision-making shall be determined in accordance with relevant provisions.

**X. Others**

- (I) If relevant laws and regulations, normative documents and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited provide otherwise for related matters, those provisions shall apply.
- (II) For the authorised matters under this Scheme, if the relevant laws and regulations and supervisory provisions applicable to the Bank, or the supervisory authorities having jurisdiction over the Bank or the related matters require that the matters must be submitted to the Bank’s Shareholders’ General Meeting for consideration, or do not allow them to be delegated to the Board of Directors, the principle of the “Whichever one is more stringent, enforce it” shall apply, and the matters shall be submitted to the Bank’s Shareholders’ General Meeting for consideration in accordance with the relevant regulations or supervisory requirements.

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**APPENDIX V                      SCHEME ON AUTHORISATION BY THE SHAREHOLDERS’  
GENERAL MEETING TO THE BOARD OF DIRECTORS**

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- (III) For the authorised matters under this Scheme, contracts and payments thereof may be entered into, executed and approved subject to the resolution of the Board of Directors; and the Board of Directors shall authorise the above matters appropriately to the senior management as required by operation and management. In practice, the Board of Directors shall have the right to approve relevant matters when they are beyond the authority of the senior management; and further, the Shareholders’ General Meeting shall have the right to approve relevant matters when they are beyond the authority of the Board of Directors.
- (IV) This Scheme shall become effective on the date of deliberation and adoption by the Shareholders’ General Meeting or on a specific date as determined by the Shareholders’ General Meeting, and shall terminate when the Shareholders’ General Meeting deliberates and approves the scheme for authorisation changes or on a specific date as determined by the Shareholders’ General Meeting.
- (V) In case of any inconsistency between the statements in our constitutional documents and the provisions in the Authorisation Scheme, the Authorisation Scheme shall prevail.
- (VI) The currency specified in this Scheme is stated in Renminbi, including its foreign currency equivalent. All amounts or rates (ratios) specified in this Authorisation Scheme are inclusive of the figure itself.

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## NOTICE OF 2024 ANNUAL 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 2024 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2024 annual general meeting (the “**AGM**”) 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 of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 9:30 a.m. on Thursday, 17 April 2025.

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

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the Report for Final Financial Accounts for 2024;
2. To consider and approve the Profit Distribution Plan for 2024;
3. To consider and approve the Work Report of the Board of Directors for 2024;
4. To consider and approve the Work Report of the Board of Supervisors for 2024;
5. To consider and approve the Financial Budget for 2025;
6. To consider and approve the appointment of external auditors to review and audit the financial statements for 2025;
7. To consider and approve the Investment Plan for 2025;

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## NOTICE OF 2024 ANNUAL GENERAL MEETING

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8. To consider and approve the re-election and appointment of Directors of the eighth session of the Board of the Bank:
- (1) To re-elect Mr. YU Jianzhong as an executive Director;
  - (2) To re-elect Mr. WU Hongtao as an executive Director;
  - (3) To re-elect Mr. ZHENG Ke as an executive Director;
  - (4) To re-elect Ms. DONG Xiaodong as an executive Director;
  - (5) To re-elect Ms. DONG Guangpei as a non-executive Director;
  - (6) To re-elect Mr. PENG Chong as a non-executive Director;
  - (7) To re-elect Mr. Alistair Marshall BULLOCH as a non-executive Director;
  - (8) To appoint Mr. XING Jianhua as a non-executive Director;
  - (9) To re-elect Mr. WANG Shunlong as a non-executive Director;
  - (10) To appoint Mr. WANG Shanjun as a non-executive Director;
  - (11) To re-elect Mr. ZENG Jianhua as an independent non-executive Director;
  - (12) To re-elect Mr. LU Jianzhong as an independent non-executive Director;
  - (13) To re-elect Mr. GU Zhaoyang as an independent non-executive Director;
  - (14) To re-elect Mr. FENG Jinghua as an independent non-executive Director; and
  - (15) To re-elect Mr. PENG Bing as an independent non-executive Director.

### SPECIAL RESOLUTION

9. To consider and approve the scheme on authorisation by the shareholders' general meeting to the Board.

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## NOTICE OF 2024 ANNUAL GENERAL MEETING

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### REPORTS

1. To listen to the Appraisal Report on the Performance of Duties by the Board of Directors, the Directors, the Board of Supervisors, the Supervisors and Senior Management and its members of the Bank for 2024;
2. To listen to the Work Report of Independent Non-executive Directors for 2024; and
3. To listen to the Report of Related Party Transactions and Management of Related Party Transactions for 2024.

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

Tianjin, China  
26 March 2025

*As at the date of this notice, 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 and Mr. WANG Shunlong as non-executive directors; Mr. ZENG Jianhua, Mr. LU Jianzhong, Mr. GU Zhaoyang, Mr. FENG Jinghua and Mr. PENG Bing 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.



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## NOTICE OF 2024 ANNUAL GENERAL MEETING

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### *Notes:*

1. Details of the Work Report of the Board of Directors for 2024, the Work Report of the Board of Supervisors for 2024, and the Investment Plan for 2025, the biographies of the candidates for Directors and the scheme on authorisation by the shareholders' general meeting to the Board are set out in Appendices I to V to the circular of the 2024 AGM respectively.

2. **Registration procedures for attending the AGM**

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.

3. **Proxy**

Any Shareholder entitled to attend and vote at the 2024 AGM 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 H Shareholders 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 9:30 a.m. on Wednesday, 16 April 2025 (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 2024 AGM other than those referred to in the notice convening the 2024 AGM.

Where there are joint holders of any Shares, any one of such persons may vote at the 2024 AGM, 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 2024 AGM, 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 AGM 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.

4. **Closure of register of members**

In order to determine the list of shareholders who are entitled to attend and vote at the 2024 AGM to be held on Thursday, 17 April 2025, the register of members of the Bank will be closed from Friday, 11 April 2025 to Thursday, 17 April 2025 (both days inclusive). The H Shareholders of the Bank who intend to attend and vote at the 2024 AGM 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, 10 April 2025. The Shareholders whose names appear in the Bank's register of members at the close of business on Thursday, 10 April 2025 shall be entitled to attend and vote at the 2024 AGM.

5. **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 2024 AGM will be voted by poll. Results of the poll voting will be published on the Bank's website at [www.bankoftianjin.com](http://www.bankoftianjin.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.

6. **Others**

The 2024 AGM 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.