
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bank of Tianjin Co., Ltd.* (天津銀行股份有限公司), you should at once hand this circular along with the proxy form to the purchaser or transferee or to the bank, licensed stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROFIT DISTRIBUTION PLAN FOR 2025
WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025
ANNUAL REPORT FOR 2025
APPOINTMENT OF EXTERNAL AUDITORS TO REVIEW AND
AUDIT THE FINANCIAL STATEMENTS FOR 2026
AND
NOTICE OF 2025 ANNUAL GENERAL MEETING

A notice convening the 2025 AGM to be held at East Building Office of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Wednesday, 29 April 2026 is set out on pages 17 to 19 of this circular.

To attend the 2025 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 10:00 a.m. on Tuesday, 28 April 2026 (Hong Kong time).

Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the 2025 AGM if he/she so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

* *Bank of Tianjin Co., Ltd. is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking/deposit-taking business in Hong Kong.*

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DEFINITIONS

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

“AGM” or “2025 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 10:00 a.m., on Wednesday, 29 April 2026, a notice of which is set out on pages 17 to 19 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
“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 Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Shares
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HK\$”, “HKD”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

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

LETTER FROM THE BOARD



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. XING Jianhua
Mr. WANG Shunlong
Mr. WANG Shanjun

Independent Non-executive Directors

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

To the Shareholders

***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

**PROFIT DISTRIBUTION PLAN FOR 2025
WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025
ANNUAL REPORT FOR 2025
APPOINTMENT OF EXTERNAL AUDITORS TO REVIEW AND
AUDIT THE FINANCIAL STATEMENTS FOR 2026
AND
NOTICE OF 2025 ANNUAL GENERAL MEETING**

I. INTRODUCTION

The AGM of the Bank will be held at 10:00 a.m. on Wednesday, 29 April 2026 and resolutions will be proposed to consider and approve the Profit Distribution Plan for 2025, the Work Report of the Board of Directors for 2025, Annual Report for 2025, the Appointment of External Auditors to Review and Audit the Financial Statements for 2026.

LETTER FROM THE BOARD

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. Profit Distribution Plan for 2025

On 30 March 2026, 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 2025 as follows:

- (1) total profit of RMB4,148.58 million realised throughout the year;
- (2) income tax expenses of RMB376.24 million;
- (3) net profit of RMB3,772.34 million;
- (4) appropriated RMB0 to the statutory surplus reserve;
- (5) appropriated RMB1,054.07 million to the general risk reserve;
- (6) a cash dividend, with an amount of RMB1.368 (tax inclusive) per 10 Shares, in an aggregate amount of RMB830.45 million will be distributed to all the Shareholders.

After the above distribution, the remaining undistributed profit of RMB1,887.82 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 12 May 2026, a final dividend in cash for the year ended 31 December 2025 in an aggregate amount of approximately RMB830.45 million, namely a dividend of RMB1.368 (tax inclusive) per 10 Shares. The final dividend of the Bank for the year ended 31 December 2025 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 29 April 2026 (inclusive), the date of the Bank's 2025 AGM.

LETTER FROM THE BOARD

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 Wednesday, 6 May 2026 to Tuesday, 12 May 2026 (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 Tuesday, 5 May 2026.

It is expected that the dividend will be paid on 24 June 2026.

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 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.

LETTER FROM THE BOARD

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.

2. Work Report of the Board of Directors for 2025

For the Work Report of the Board of Directors for 2025, please refer to Appendix I to this circular.

3. 2025 Annual Report

An ordinary resolution will be proposed at the 2025 Annual General Meeting to approve the Bank of Tianjin's 2025 Annual Report (the "**2025 Annual Report**"). For the principal contents of the 2025 Annual Report (including details of the audited consolidated financial statements of the Bank and its subsidiaries for the year ended 31 December 2025 and the auditors' report), please refer to the 2025 Annual Report of the Bank published on the Bank's website (www.bankoftianjin.com) and the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) on 8 April 2026.

4. Appointment of External Auditors to Review and Audit the Financial Statements for 2026

An ordinary resolution will be proposed at the 2025 AGM to consider and, where appropriate, approve the appointment of KPMG Huazhen LLP as the domestic auditor of the Bank to audit the 2026 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 2026 interim financial report and audit the 2026 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 2026 and the review fee for the international interim financial statements are expected to be approximately RMB4.96 million.

III. OTHERS

In addition, the Shareholders will listen to the 2025 Appraisal Report on the Performance of Duties by the Board and its Directors, as well as Senior Management and its members, the 2025 Work Report of Independent Non-executive Directors and the 2025 Report of Related Party Transactions and Management of Related Party Transactions at the 2025 AGM.

LETTER FROM THE BOARD

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 10:00 a.m. on Wednesday, 29 April 2026 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 17 to 19 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.

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 Appendix I to this circular.

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

Tianjin, China
8 April 2026

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**WORK REPORT OF THE BOARD OF DIRECTORS OF BANK OF TIANJIN CO., LTD.
FOR 2025**

During the 14th Five-Year Plan period, the Bank has always taken Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era as the fundamental guide, resolutely implemented the decisions and arrangements of the Party Central Committee, anchored the path of developing socialism with Chinese characteristics for the financial sector, and closely focused on the central tasks deployed by the municipal Party committee and government. The Bank has continuously deepened the three key initiatives of “risk resolution”, “source governance” and “foundation strengthening project”, adhered to the principle that finance serves the real economy, and excelled in the “Five Priorities” of financial services. Keeping a firm eye on the “four focuses”, the Bank has successfully completed the strategic transformation from “prioritising risk resolution” to “balancing risk mitigation and development”, and fulfilled all the objectives and tasks set for the 14th Five-Year Plan period with flying colours. In 2025, the Bank further enhanced its dual core strengths of research and technology, recruited national-level high-calibre talents and experts from academia and industry to form a think tank, established a new Digital Finance Committee of the Board, and accelerated the advancement of digital transformation. Meanwhile, our capacity for risk resolution, level of law-based standardisation and influence of brand communication have been continuously improved, laying a solid foundation for the healthy and sustainable development during the 15th Five-Year Plan period. At present, China’s development is in a period where strategic opportunities coexist with risks and challenges, and there are an increasing number of uncertain and unpredictable factors. The Bank’s Board of Directors has strictly complied with the Hong Kong Listing Rules and the Articles of Association, earnestly implemented the relevant work arrangements of the Party Central Committee, the State Council and regulatory authorities, and actively played the role of the main financial force. The Bank has faithfully followed regulatory policies and requirements, exercised its functions and powers in accordance with the law, operated effectively, made scientific decisions, and earnestly assumed ultimate responsibility for all work within the scope of its duties. The Bank now presents the report on the work of the Board of Directors for 2025 as follows:

I. Work of the Board of Directors in 2025**(I) Effectively performed the duties of the Board of Directors to ensure efficient performance of duties**

In 2025, 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.

First, the Bank held a total of 10 Board meetings with 83 resolutions considered and 29 reports reviewed, and convened 3 general meetings with 15 resolutions considered and 4 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 2025, 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.

Second, the Bank deepened the reform of the corporate governance system. In accordance with the Company Law, the Guidelines for the Articles of Association of Listed Companies and other laws and regulations, as well as the requirements of the reform plan for the Board of Supervisors, the Bank carried out a systematic revision of the Articles of Association and supporting corporate governance systems such as the rules of procedure for the general meeting and the Board of Directors. The revision of the Articles of Association was conducted with extensive solicitation of opinions from all parties and the orderly advancement of internal deliberation procedures. It was approved by the Tianjin Financial Regulatory Bureau and completed the filing with the administration for market regulation in October, effectively implementing the alignment of corporate governance with the Company Law.

Third, the Bank successfully completed the change of the 8th session of the Board of Directors. The Bank identified the candidates for directors of the 8th session of the Board of Directors, completed the shareholder nomination, elected two non-executive independent directors, who officially took up their posts upon approval by the Tianjin Financial Regulatory Bureau. The Bank also completed the corporate governance processes such as the election of the chairman of the Board of Directors following the term renewal and the appointment of the president and other senior management personnel. All procedures strictly complied with regulatory requirements and the provisions of the Articles of Association, ensuring the compliance and orderliness of the Board's organisational structure.

Fourth, the Bank optimised the talent allocation of directors. The Bank appointed 2 independent directors, including a national-level high-calibre talent in information technology and a university professor with a legal background, who took up their positions on 24 January 2025 upon approval by the Tianjin Financial Regulatory Bureau, successfully replacing the outgoing members. In accordance with the requirements of the revised Articles of Association, the Bank supplemented 1 independent director, and the relevant nomination proposal has been reviewed and approved by the Board of Directors and the general meeting, which will take effect upon the approval of the qualification by the regulatory authorities.

Fifth, the Bank strengthened the research and technology-driven gene of the Board and upgraded the strategic decision-making structure. The Bank established a new Board Digital Finance Committee and set up an expert think tank with authoritative experts from academia and industry, including the Dean of the Department of Electronic Engineering of Tsinghua University and the Director of the Intelligent Computing Department of Tianjin University. The Bank expanded the membership of the Development Strategy Committee and the Audit Committee, absorbing external industry experts and internal core staff to provide professional support and practical reference for the Bank's business development.

(II) Strengthened the construction of risk management system and enhanced the ability of comprehensive risk management

In 2025, the Bank firmly held the bottom line of risk control, drove the transformation of “methods, approaches, means and tools” with the transformation of “thinking, philosophy and understanding”, and advanced risk disposal and developmental transition in an integrated manner. Combining with the actual situation and regulatory opinions, the Board earnestly implemented various risk policies and strengthened risk prevention and control work. It reviewed and approved the revision of the Operational Risk Management Policy, the Risk Prevention and Control Policy for Criminal-related Cases, the Information Technology Risk Management Policy, and the 2025 Risk Appetite Statement, among other matters; and reviewed the 2024 Report on the Implementation of the Expected Credit Loss Model, the 2024 Report on the Risk Classification Management of Financial Assets, the 2024 Self-assessment Report on Money Laundering and Terrorist Financing Risks, the 2024 Information Technology Risk Management Report, etc. The Bank continuously strengthened the construction of the risk management system and optimised risk management processes. The Bank strived to enhance the capacity for risk prevention and resolution. Faced with the pressure of existing and new risks, the Bank innovated means and tools, consolidated the primary responsibility, and promoted the steady improvement of risk indicators.

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 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 2025, the Bank had pledged a total of 412 million shares, accounting for 6.79% of the total share capital; a decrease of 52 million shares or 0.86 percentage point from the end of the previous year. The overall equity pledge ratio complies with regulatory requirements and the equity structure is stable.

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

In 2025, 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 2025, the Board of Directors and the Related Party Transaction Control Committee of the Bank accepted a total of 157 related party transactions for approval and filing, involving cumulative amount of RMB58.334 billion. In particular, 2 major related party transactions were approved, amounting to RMB18 billion; 155 ordinary related party transactions were filed, amounting to RMB40.334 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 2025, the credit balance of the largest individual related party account of the Bank amounted to RMB3.638 billion, accounting for 3.70% 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 RMB8.842 billion, accounting for 9.00% 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 RMB17.540 billion, accounting for 17.86% 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, concerted 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 used the big data platform to regularly screen suspected related parties, conduct a comprehensive screening and identification of enterprises under the group clients of related parties, and adopt the principle of full penetration at all levels for related legal persons that meet the control standards. By increasing the frequency and intensity of related party identification, we ensured the accuracy of related party information. In 2025, the Bank's related party list included 2,204 related natural persons and 969 related legal persons or other organisations. In addition, pursuant to the regulatory requirements, the Bank 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.

(IV) Exercised the management function of the Board of Directors and performed information disclosure obligations in accordance with the laws and regulations

In 2025, the Bank's Board of Directors earnestly performed its duties in information disclosure management, and completed the disclosure of more than 50 various periodic reports and interim announcements in total. The Bank ensured the compliant disclosure of periodic reports, including the 2024 Annual Report and results announcement, the 2024 Social Responsibility Report, and the 2025 Interim Report and results announcement. The Bank ensured the timely disclosure of interim announcements, including the circulars and voting results of the annual and extraordinary general meetings, notices of the Board of Directors, changes in directors, supervisors and senior management and the approval of their qualifications, and the list of directors and their roles and functions, so as to protect the right to know of stakeholders. The Bank promoted the coordinated connection between business work and information disclosure, completed the disclosure of matters such as the term renewal of the Board of Directors, the revision of the Articles of Association, and the abolition of the board of supervisors, and voluntarily disclosed the issuance of green financial bonds and science and technology innovation bonds with reference to peer institutions. 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 by more than half of the Directors to ensure timely, accurate and complete information disclosure and effectively protect the legitimate rights and interests of investors.

(V) 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 2025, members of the Board of Directors of the Bank performed their duties faithfully, diligently, professionally and 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 2025 performance evaluation covered a total of 15 Directors who have performed their duties for more than half a year. Directors were all rated as "Competent".

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.

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

In 2025, the Bank's Board of Directors formulated the 2025 performance appraisal indicators for senior management personnel, reviewed the 2024 performance appraisal results and remuneration distribution plan for senior management personnel, and continuously improved and standardised the incentive and restraint mechanism for senior management personnel and the Bank's appraisal system. Members of the Board of Directors and the Audit Committee separately evaluated the performance of the Chief Audit Officer, the Audit Department and its person-in-charge, and formed the appraisal results. The Bank implemented the requirement of establishing a differentiated internal audit appraisal system for the Audit Department and other departments, further enhanced the independence of the audit work appraisal, and strengthened the incentive and restraint mechanism. In accordance with the Company Law and the reform of the board of supervisors, the Bank revised and improved the Measures for the Administration of Directors' Work Allowances, which was submitted to and approved by the general meeting.

(VII) Continued to promote the construction of the rule of law and empower the high-quality development of the Bank

In 2025, guided by Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, the Bank thoroughly studied and earnestly applied Xi Jinping Thought on the Rule of Law, anchored the core strategy, took the strengthening of the dual core strengths of "research + technology" as the engine, deeply integrated the thinking of the rule of law into the whole process of business development, and comprehensively improved the three core capabilities of legal guidance and guarantee, risk control and proactive rights protection, laying a solid legal foundation for building a modern first-class regional bank. First, the Bank adhered to top-level overall planning for the overall situation, constructed a legal work system featuring "Party committee leadership, top-level design, clear powers and responsibilities, and a closed-loop appraisal", consolidated the responsibility of the first person in charge of the "top leader" for the construction of the rule of law, and promoted the deep integration of Party leadership and corporate governance. Second, in terms of the integration of business and law, the Bank provided legal services throughout the process and took the initiative to advance legal services, achieving full coverage of legal compliance review for major decisions, rules and regulations, and economic contracts, and conducting legal review for major matters such as the Bank's strategic cooperation and asset disposal. Third, the Bank achieved

remarkable results in litigation and rights protection. The Bank upgraded special plans such as the “2.0 Version of the Litigation Campaign”, formulated 15 specific measures, and established a full life cycle management mechanism for cases. The number of litigation cases of the entire Bank has dropped significantly compared with the initial stage of the campaign. Fourth, the Bank deepened the “research, education, training, practice, combat and effect” training model to carry out targeted hierarchical training, customised a 300-minute online legal popularisation “custom course package” with nearly 10,000 participants; and conducted special training on contract management, guarantee practice, bankruptcy legal practice and other topics for legal personnel, striving to build a compound and practical legal talent team. Fifth, the Bank continuously built a long-term legal popularisation mechanism. Centring on key nodes such as the Constitution Publicity Week and the Civil Code Publicity Month, the Bank carried out characteristic activities such as knowledge competitions, short video creation and community lectures, deepened the joint legal popularisation with public security, procuratorate and judicial organs, and co-organised radio legal popularisation consultation programmes with professional lawyers. In addition, the Bank continuously improved the authorisation management system, strengthened internal and external coordination, supported major asset disposal and risk resolution, and escorted the high-quality development of the entire Bank with solid achievements in the construction of the rule of law.

II. Major work of the specialised committees of the Board

In 2025, 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.

(I) Strategic Development Committee

A total of 6 meetings were held to consider and approve 29 resolutions, which mainly included the Bank’s 2024 Final Financial Accounts, 2024 Social Responsibility Report, 2025 Business Operation Plan, 2025 Financial Budget, 2025 Investment Plan and other matters, and made feasible suggestions and recommendations on the strategic development and major operation management of the Bank.

(II) Audit Committee

A total of 5 meetings were held to consider and approve 20 resolutions, which mainly included 2024 Annual Report and 2024 Annual Results Announcement, 2025 Interim Report, 2025 Interim Results Announcement, 2024 Report on Evaluation of the Quality of the Audit Work of the Selected Accounting Firm, 2025 Internal Audit Plan and other matters. The Committee also made suggestions and recommendations on strengthening audits in high-risk areas and internal control and compliance efforts.

(III) Related Party Transactions Control Committee

A total of 4 meetings were held to consider and approve 7 resolutions, which mainly included matters such as the Report on the Related Party Transactions and Management of Related Party Transactions for the Year of 2024, the Material Related Party Transactions of Tianjin State-owned Capital Investment and Operation Co., Ltd. (天津國有資本投資運營有限公司) and the Material Related Party Transactions of Tianjin Hongda Investment Holding Co., Ltd. (天津宏達投資控股有限公司). The Committee also put forward views and recommendations on strengthening the management of related party transactions and enhancing risk control.

(IV) Risk Management Committee

A total of 7 meetings were held to consider and approve 25 resolutions, which mainly included the Report on Comprehensive Risk Management Status for the Year of 2024, Expected Credit Loss Method Implementation Report for the year of 2024, 2024 Financial Assets Risk and Classification Management Report, 2025 Risk Preference Statement, revision of the Operational Risk Management Policy, revision of the Information Technology Risk Management Policy and other matters. The Committee 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.

(V) Nomination and Remuneration Committee

A total of 4 meetings were held to consider and approve 12 resolutions, which mainly included the Bank's Opinions on Performance Evaluation of Directors and Members of Senior Management for 2024, the Performance Evaluation Indicators for 2025, 2024 Performance Appraisal Results and Salary Distribution Plan for Senior Management Personnel, 2025 Performance Appraisal Index System for Senior Management Personnel, and the addition of experts to the special committees under the Board of Directors, to ensure the smooth operation of the Bank's Board of Directors and to enhance the scientific and effective performance evaluation system.

(VI) Inclusive Finance Development and Consumer Rights Protection Committee

A total of 2 meetings were held to consider and approve 2 resolutions, which mainly included the Report on Consumer Rights Protection in 2024, and the Work Plan in 2025. 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.

(VII) Digital Finance Committee

The Committee held 1 meeting to review and approve 1 resolution, i.e. the revision of the Working Rules of the Digital Finance Committee of the Board of Directors, and discussed and studied forward-looking topics such as the Banking Reintermediation Driven by Technology and the Infrastructure Construction Plan of Bank of Tianjin; held 1 special meeting to discuss the Intelligent Application Research Institute Construction Plan of Bank of Tianjin; conducted research and discussions at China-ASEAN Information Harbor to continuously provide cutting-edge guidance and systematic support for the Bank's technological application innovation and science and technology financial business transformation.

III. Work Direction for 2026

In 2026, the Bank's Board of Directors will continue to implement the spirit of the Central Economic Work Conference and the requirements of the Tianjin Municipal Economic Work Conference, and perform the functions of the Board in setting strategies, making decisions and preventing risks. Combining with the spirit of the Party Central Committee's work, the requirements of regulatory authorities and the Bank's business situation, the Bank will focus on strategic planning, risk control, business supervision, consumer rights protection and other work, and continuously improve the level of corporate governance.

In 2026, the Bank will further promote the efficient performance of duties by the special committees, strengthen decision-making support, give full play to the role of each special committee of the Board of Directors, offer advice and suggestions to the Board, and improve the scientificity and professionalism of the Board's decision-making. The Bank will actively explore and innovate the working mechanism, fully promote the faithful performance of duties by the special committees, encourage each special committee to carry out research projects and investigations, and at the same time strengthen the transformation of research results, timely sort out the investigation conclusions into research reports and submit them to the special committees and the Board for discussion.

The Bank will, as always, maintain patience and strategic resolve, tackle difficulties with perseverance, forge ahead with determination, strive to create a new situation for the high-quality development of Bank of Tianjin, and contribute to the construction of Chinese path to modernisation and the construction of Tianjin into a modern socialist metropolis!

Tianjin, China
April 2026

NOTICE OF 2025 ANNUAL GENERAL MEETING

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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)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the “**AGM**”) of Bank of Tianjin Co., Ltd.* (天津銀行股份有限公司) (the “**Bank**”) will be held at the East Building Office of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Wednesday, 29 April 2026.

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 Profit Distribution Plan for 2025;
2. To consider and approve the Work Report of the Board of Directors for 2025;
3. To consider and approve the Annual Report for 2025;
4. To consider and approve the appointment of external auditors to review and audit the financial statements for 2026.

NOTICE OF 2025 ANNUAL GENERAL MEETING

REPORTS

1. To listen to the Appraisal Report on the Performance of Duties by the Board of Directors, the Directors and Senior Management and its members of the Bank for 2025;
2. To listen to the Work Report of Independent Non-executive Directors for 2025; and
3. To listen to the Report of Related Party Transactions and Management of Related Party Transactions for 2025.

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

Tianjin, China
8 April 2026

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, Mr. XING Jianhua, Mr. WANG Shunlong and Mr. WANG Shanjun 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.*

NOTICE OF 2025 ANNUAL GENERAL MEETING

Notes:

1. Details of the Work Report of the Board of Directors for 2025 are set out in Appendix I to the circular of the 2025 AGM.

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 2025 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 10:00 a.m. on Tuesday, 28 April 2026 (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 2025 AGM other than those referred to in the notice convening the 2025 AGM.

Where there are joint holders of any Shares, any one of such persons may vote at the 2025 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 2025 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 2025 AGM to be held on Wednesday, 29 April 2026, the register of members of the Bank will be closed from Thursday, 23 April 2026 to Wednesday, 29 April 2026 (both days inclusive). The H Shareholders of the Bank who intend to attend and vote at the 2025 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 Wednesday, 22 April 2026. The Shareholders whose names appear in the Bank's register of members at the close of business on Wednesday, 22 April 2026 shall be entitled to attend and vote at the 2025 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 2025 AGM will be voted by poll. Results of the poll voting will be published on the Bank's website at www.bankoftianjin.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.

6. Others

The 2025 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.