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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2022 first extraordinary general meeting (the “**EGM**”) of Bank of Tianjin Co., Ltd.\* (天津銀行股份有限公司) (the “**Bank**”) will be held at The Astor Hotel Tianjin (No. 33 Taierzhuang Road, Heping District, Tianjin, the PRC) at 9:30 a.m. on Monday, 28 February 2022.

Terms used herein shall have the same meanings as those defined in the circular of the Bank dated 12 January 2022 (the “**Circular**”) unless the context requires otherwise.

In order to implement the decisions and arrangements of the Central Committee of the Communist Party of China and the State Council, the Bank will make every effort to prevent and control the COVID-19 pandemic and safeguard the health and safety of Shareholders and the attendees. The Board of Directors of the Bank (the “**Board**”) recommends that the Shareholders vote on the relevant resolutions by appointing the chairman of the EGM to attend the EGM (rather than in person).

Based on the current needs of prevention and control of COVID-19 pandemic, the Bank will also adopt a series of disease prevention measures at the EGM venue. The Bank reminds Shareholders and the attendees participating in the on-site meeting to perform personal protective precautions, and actively comply with disease prevention and control requirements by detecting body temperature and wearing surgical masks.

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

### **SPECIAL RESOLUTIONS**

1. to consider and approve the amendments to the Articles of Association of the Bank;
2. to consider and approve the Administrative Measures on the Authorization of Bank of Tianjin Co., Ltd.;

## ORDINARY RESOLUTIONS

3. to consider and approve the amendments to the Rules of Procedure of the Shareholders' General Meeting of the Bank;
4. to consider and approve the amendments to the Rules of Procedure of the Board of Directors of the Bank;
5. to consider and approve the amendments to the Rules of Procedure of the Board of Supervisors of the Bank;
6. to consider and approve the re-election and appointment of the Directors for the seventh session of the Board of Directors of the Bank, namely:
  - (1) the re-election of Mr. Sun Liguo as executive Director;
  - (2) the re-election of Mr. Wu Hongtao as executive Director;
  - (3) the appointment of Mr. Zheng Ke as executive Director;
  - (4) the appointment of Ms. Dong Xiaodong as executive Director;
  - (5) the re-election of Ms. Sun Jingyu as non-executive Director;
  - (6) the re-election of Ms. Dong Guangpei as non-executive Director;
  - (7) the re-election of Mr. Alistair Marshall Bulloch as non-executive Director;
  - (8) the re-election of Mr. Wang Shunlong as non-executive Director;
  - (9) the re-election of Mr. Zhao Wei as non-executive Director;
  - (10) the re-election of Ms. Li Jun as non-executive Director;
  - (11) the re-election of Mr. Jin Qingjun as independent non-executive Director;
  - (12) the re-election of Mr. Hua Yaogang as independent non-executive Director;
  - (13) the re-election of Mr. He Jia as independent non-executive Director;
  - (14) the appointment of Mr. Zeng Jianhua as independent non-executive Director;  
and
  - (15) the appointment of Mr. Lu Jianzhong as independent non-executive Director;

7. to consider and approve the re-election and appointment of the Supervisors for the seventh session of the Board of Supervisors of the Bank (excluding employee Supervisors), namely:

- (1) the re-election of Mr. Yu Yang as shareholder Supervisor;
- (2) the re-election of Mr. Liu Baorui as external Supervisor; and
- (3) the appointment of Mr. Law Yee Kwan, Quinn as external Supervisor.

By Order of the Board  
**Bank of Tianjin Co., Ltd.\***  
**SUN Ligu**  
Chairman

Tianjin, China  
12 January 2022

*As at the date of this notice, the board of directors of the Bank comprises Mr. SUN Ligu and Mr. WU Hongtao as executive directors; Ms. SUN Jingyu, Ms. DONG Guangpei, Mr. Alistair Marshall BULLOCH, Mr. ZHAO Wei, Mr. WANG Shunlong and Ms. LI Jun as non-executive directors; Mr. FENG Heping, Mr. LAW Yee Kwan, Quinn, Mr. JIN Qingjun, Mr. HUA Yaogang and Mr. HE Jia 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.*

*Notes:*

**1. Registration procedures for attending the EGM**

Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual Shareholders shall produce their effective proof of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the legal representative of the corporate Shareholder.

**2. Reply Slip**

Holders of H Shares who intend to attend the EGM in person or by proxy should return the reply slip in person, by post or by facsimile to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, on or before Tuesday, 8 February 2022. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

**3. Proxy**

Any Shareholder entitled to attend and vote at the EGM 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 holder 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 Sunday, 27 February 2022 (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 EGM other than those referred to in the notice convening the EGM. Please note that 26 February 2022 and 27 February 2022 are not working days in Hong Kong and Computershare Hong Kong Investor Services Limited's offices will not be open on that day for physical delivery of the form of proxy. To be valid, all forms of proxy must be lodged with Computershare Hong Kong Investor Services Limited before the deadline.

Where there are joint holders of any Shares, any one of such persons may vote at the EGM, 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 EGM, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.

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

**4. Closure of register of members**

In order to determine the list of Shareholders who are entitled to attend and vote at the EGM on Monday, 28 February 2022, the register of members of the Bank will be closed from Saturday, 29 January 2022 to Monday, 28 February 2022 (both days inclusive). Shareholders whose names appear on the register of Shareholders of the Bank at the close of business on Friday, 28 January 2022 will be entitled to attend and vote at the EGM. In order to be qualified to attend and vote at the EGM, H Shareholders of the Bank must lodge all transfer documents accompanied by the relevant share certificates with the H Share Registrar, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Friday, 28 January 2022.

**5. Publication of poll results**

Pursuant to the Hong Kong Listing Rules, each of the resolutions set out in the notice of the EGM 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 EGM.

**6. Others**

The EGM 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.