

---

**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)**

**PROPOSED APPOINTMENT OF  
MR. YU JIANZHONG AS EXECUTIVE DIRECTOR  
PROPOSED APPOINTMENT OF MR. ZENG ZHIYUAN  
AS INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL  
MEETING**

---

A notice convening the 2023 First Extraordinary General Meeting to be held at Backstage Operation Center of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Friday, 2 June 2023 is set out on pages 8 to 9 of this circular.

To attend the 2023 First Extraordinary General Meeting, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. The proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this proxy form is signed by a person on behalf of the appointor) must be delivered by the holders of H shares to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 10:00 a.m. on Thursday, 1 June 2023 (Hong Kong time).

Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the 2023 First Extraordinary General Meeting 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.*

11 May 2023

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING</b> ...	8

---

## DEFINITIONS

---

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

“Articles of Association”	the articles of association of the Bank (as amended, modified or otherwise supplemented from time to time)
“Bank”	Bank of Tianjin Co., Ltd.* (天津銀行股份有限公司*), a joint stock company incorporated on 6 November 1996 in Tianjin, China with limited liability in accordance with the PRC laws, and, if the context requires, includes its predecessors, subsidiaries, branches and sub-branches and the H Shares of the Bank are listed on the Hong Kong Stock Exchange on 30 March 2016 (Stock Code: 1578)
“Board” or “Board of Directors”	the Board of Directors of the Bank
“Board of Supervisors”	the Board of Supervisors of the Bank
“CBIRC Tianjin Regulatory Bureau”	the Tianjin Regulatory Bureau of the China Banking and Insurance Regulatory Commission
“Director(s)”	the director(s) of the Bank
“Domestic Shares”	ordinary shares issued by the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“EGM” or “2023 First Extraordinary General Meeting”	the EGM of the Bank or any adjournment thereof to be held at Backstage Operation Center of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC), at 10:00 a.m., on Friday, 2 June 2023, a notice of which is set out on pages 8 to 9 of this circular
“H Shares”	overseas listed foreign share(s) with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange on 30 March 2016 and subscribed for and traded in 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

---

## DEFINITIONS

---

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise revised from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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

---

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. WU Hongtao  
Mr. ZHENG Ke  
Ms. DONG Xiaodong

*Non-executive Directors*

Ms. SUN Jingyu  
Ms. DONG Guangpei  
Mr. Alistair Marshall BULLOCH  
Mr. ZHAO Wei  
Mr. WANG Shunlong  
Ms. LI Jun

*Independent Non-executive Directors*

Mr. JIN Qingjun  
Mr. HUA Yaogang  
Mr. HE Jia  
Mr. ZENG Jianhua  
Mr. LU Jianzhong

*To the Shareholders*

Dear Sir or Madam,

***Registered Address and Address  
of Head Office:***

No. 15 Youyi Road,  
Hexi District,  
Tianjin,  
China

***Principal Place of Business  
in Hong Kong:***

40/F, Dah Sing Financial Centre,  
248 Queen's Road East,  
Wanchai,  
Hong Kong

**PROPOSED APPOINTMENT OF  
MR. YU JIANZHONG AS EXECUTIVE DIRECTOR  
PROPOSED APPOINTMENT OF MR. ZENG ZHIYUAN  
AS INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND**

**NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

The EGM of the Bank will be held at 10:00 a.m. on Friday, 2 June 2023 and resolutions will be proposed to consider and approve, inter alia, the proposed appointment of Mr. YU Jianzhong as an executive Director and the proposed appointment of Mr. ZENG Zhiyuan as an independent non-executive Director.

---

## LETTER FROM THE BOARD

---

The purpose of this circular is to provide you with the notice of the EGM and to provide you with all the information reasonably necessary to enable you to make an informed voting decision on the proposed resolutions at the EGM.

### II. PROPOSED APPOINTMENT OF MR. YU JIANZHONG AS AN EXECUTIVE DIRECTOR

Reference is made to the announcement in relation to the appointment of executive Director of the Bank dated 11 May 2023.

The Board of Directors proposed to appoint Mr. YU Jianzhong (“**Mr. YU**”) as an executive Director of the Bank, which is subject to the approval of the Shareholders at the EGM and the formal approval of his qualifications by the CBIRC Tianjin Regulatory Bureau.

The biographical details of Mr. YU are set out as below:

**Mr. YU Jianzhong**, aged 52, is currently the secretary of the Party Committee of the Bank, a State Council Special Allowance Expert, and also serves as the vice president of the Chinese Association of Asia-Pacific Studies and a visiting professor at the University of International Business and Economics. 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 January 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 January 2020. 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 Organization 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

---

## LETTER FROM THE BOARD

---

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.

Save as disclosed above, Mr. YU has confirmed that as at the date of this circular, (i) he did not held any position of the Bank or its subsidiaries nor any other directorship or supervisory positions in other listed companies in the past three years; (ii) he does not have any relationship with any other directors, supervisors, senior management, substantial or controlling shareholders of the Bank; and (iii) he does 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 above, there are no other matters relating to the appointment of Mr. YU that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and there are no other matters that need to be brought to the attention of the Shareholders of the Bank.

Mr. YU's remuneration will be determined in accordance with the regulations of relevant department and the management measures on remuneration and the annual remuneration will be disclosed in the annual report of the Bank. Mr. YU will enter into a service contract with the Bank upon the approval of his appointment and his term of office will commence from the date of formal approval of his qualification by the CBIRC Tianjin Regulatory Bureau and will end on the date of expiry of the seventh session of the Board of Directors of the Bank.

### **III. PROPOSED APPOINTMENT OF MR. ZENG ZHIYUAN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement in relation to the appointment of an independent non-executive Director of the Bank dated 11 May 2023.

The Board of Directors proposed to appoint Mr. ZENG Zhiyuan (“**Mr. ZENG**”) as an independent non-executive Director of the Bank, which is subject to the approval of the Shareholders at the EGM and the formal approval of his qualifications by the CBIRC Tianjin Regulatory Bureau.

---

## LETTER FROM THE BOARD

---

The biographical details of Mr. ZENG are set out as below:

**Mr. ZENG Zhiyuan**, aged 57, is a professor of the School of Economics of Southwestern University of Finance and Economics, a prosecutor instructor of the National Prosecutors College (Sichuan) of P.R.C, a member of the Sichuan Provincial Committee and the first deputy director of the Economic Committee of China National Democratic Construction Congress. Mr. ZENG has been working in the School of Economics of Southwestern University of Finance and Economics since May 1998; and worked in the Department of Economics of Chengdu University from July 1988 to May 1998.

Mr. ZENG has been an independent director of Ya'an Rural Commercial Bank Co., Ltd. since August 2019, and an independent director of Huaxi Securities Co., Ltd. (stock code: 002926.SZ) since December 2020. He has been an external supervisor of Tianjin Rural Commercial Bank Co., Ltd. since December 2020.

Mr. ZENG successively obtained bachelor's and master's degrees from School of Economics of Southwestern University of Finance and Economics from 1982 to 1988, and obtained a doctor's degree from School of Economics of Southwestern University of Finance and Economics in 2010.

Mr. ZENG has a solid academic foundation and extensive practice experience in macro-economic policy research, macro-monetary policy and commercial bank operation and management, and has rich relevant academic achievements, hence he can continuously bring professional and scientific perspectives to the Board. The election of Mr. ZENG as an independent non-executive Director of the Bank is conducive to the continuous and effective performance of the Board and meets the requirements of diversity of the Board of the Bank. Mr. ZENG has confirmed in writing his independence with the Bank in accordance with Rule 3.13 of the Hong Kong Listing Rules. The Board of Directors also considers that Mr. ZENG complies with the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules.

Save as disclosed above, Mr. ZENG has confirmed that as at the date of this circular, (i) he did not hold any position in the Bank or its subsidiaries, or any other directorships or supervisory positions in other listed companies in the past three years; (ii) he does not have any relationship with any other directors, supervisors, senior management, substantial or controlling shareholders of the Bank; and (iii) he does not have any interest 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 above, there are no other matters relating to the appointment of Mr. ZENG which are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no other matters that need to be brought to the attention of the shareholders of the Bank.



---

## LETTER FROM THE BOARD

---

Mr. ZENG will receive a director's allowance of RMB160,000 (after tax) per annum during his term of office as a Director of the Bank. The actual amount of allowance will be calculated and paid with reference to the Administrative Measures for the Allowance of Directors and Supervisors of Bank of Tianjin Co., Ltd..

Mr. ZENG will enter into a service contract with the Bank upon the approval of his appointment and his term of office will commence from the date of formal approval of his qualification by the CBIRC Tianjin Regulatory Bureau and will end on the date of expiry of the seventh session of the Board of Directors of the Bank.

#### IV. THE EGM

The EGM will be held at Backstage Operation Center of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Friday, 2 June 2023 to consider and, if thought fit, to pass resolutions in respect of the matters as set out in the notice of the EGM. A proxy form will be despatched to the Shareholders in accordance with the Hong Kong Listing Rules on Friday, 12 May 2023. The notice of the EGM is set out on pages 8 to 9 of this circular.

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.

Completion and return of a proxy form will not preclude you from attending in person and voting at the EGM if you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

#### V. RECOMMENDATIONS

The Board (including the independent non-executive Directors) considers that all resolutions to be proposed at the EGM are in the best interests of the Bank and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all the resolutions to be proposed at the EGM.

By Order of the Board  
**Bank of Tianjin Co., Ltd.\***  
**DONG Xiaodong**  
*Company Secretary*

Tianjin, China  
11 May 2023

\* *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 THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## 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 THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2023 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 Backstage Operation Center of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Friday, 2 June 2023.

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

#### ORDINARY RESOLUTIONS

1. to consider and approve the proposed appointment of Mr. YU Jianzhong as an executive Director;
2. to consider and approve the proposed appointment of Mr. ZENG Zhiyuan as an independent non-executive Director.

By Order of the Board  
**Bank of Tianjin Co., Ltd.\***  
**DONG Xiaodong**  
*Company Secretary*

Tianjin, China  
11 May 2023

*As at the date of this notice, the board of directors of the Bank comprises Mr. WU Hongtao, Mr. ZHENG Ke and Ms. DONG Xiaodong 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. JIN Qingjun, Mr. HUA Yaogang, Mr. HE Jia, Mr. ZENG Jianhua and Mr. LU Jianzhong as independent non-executive Directors.*

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

---

# NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

---

*Notes:*

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

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

## **2. Proxy**

Any Shareholder entitled to attend and vote at the 2023 first extraordinary general meeting is entitled to appoint one or more persons (whether such person is a shareholder or not) as his/her proxy or proxies to attend and vote on his/her behalf.

The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorised in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.

The proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this proxy form is signed by a person on behalf of the appointor) must be delivered by the holders of H shares to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 10:00 a.m. on Thursday, 1 June 2023 (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 2023 first extraordinary general meeting other than those referred to in the notice convening the 2023 first extraordinary general meeting.

Where there are joint holders of any Shares, any one of such persons may vote at the 2023 first extraordinary general meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders is present at the 2023 first extraordinary general meeting, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof.

Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the EGM or at any adjournment thereof if he/she so wishes. However, in this case, the paperwork for appointing the appointed representative shall be deemed to have been revoked.

## **3. Closure of register of members**

In order to determine the list of shareholders who are entitled to attend and vote at the 2023 first extraordinary general meeting to be held on Friday, 2 June 2023, the register of members of the Bank will be closed from Tuesday, 30 May 2023 to Friday, 2 June 2023 (both days inclusive). The holders of H shares of the Bank who intend to attend and vote at the 2023 first extraordinary general meeting must lodge all the transfer documents accompanied by the relevant H share certificates with the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong to process the registration not later than 4:30 p.m. on Monday, 29 May 2023. The Shareholders whose names appear in the Bank's register of members at the close of business on Monday, 29 May 2023 shall be entitled to attend and vote at the 2023 first extraordinary general meeting.

## **4. Publication of poll results**

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, each of the resolutions set out in the Notice of the 2023 first extraordinary general meeting will be voted by poll. Results of the poll voting will be published on the Bank's website at [www.bankoftianjin.com](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.

## **5. Others**

The 2023 first extraordinary general meeting is estimated to last no longer than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses.