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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)

ANNOUNCEMENT PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of Bank of Tianjin Co., Ltd. (the “**Bank**”) proposed to make amendments (the “**Proposed Amendments**”) to the Articles of Association of the Bank (the “**Articles of Association**”) in accordance with the procedures and requirements in relation to the management of, and the rights and obligations of shareholders under Interim Measures for Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》). The Proposed Amendments have been approved by the Board at the meeting of the Board held on March 23, 2018.

The details of the Proposed Amendments are as follows (deletion shown by way of strikethrough and new addition by way of underline):

	Existing Provision	Amended Provision
Article 2 Paragraph 2	The Bank was established by way of promotion pursuant to the Approval of the Establishment of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 155) granted by the People's Bank of China and the Approval of the Opening of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 352) granted by the People's Bank of China, and obtained the financial license. The Bank was registered with the Tianjin Administration for Industry & Commerce and obtained its business license on November 6, 1996. The Bank's license number is 120000000007636.	The Bank was established by way of promotion pursuant to the Approval of the Establishment of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 155) granted by the People's Bank of China and the Approval of the Opening of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 352) granted by the People's Bank of China, and obtained the financial license. The Bank was registered with the Tianjin Administration for Industry & Commerce and obtained its business license on November 6, 1996. The Bank's license number is 120000000007636 <u>The Bank's uniform social credit code is 911200001030702984.</u>

	Existing Provision	Amended Provision
Article 62	<p>Holders of the ordinary shares of the Bank shall have the following obligations:</p> <p>(1) to abide by the laws, administrative regulations and these Articles;</p> <p>.....</p> <p>(6) Any application requesting changes in shareholder holding more than five percent of total capital or the total share capital shall be considered by the Board of Directors of our Bank first, and then reported to the banking regulatory authority for its approval.</p> <p>Where the shareholding of a shareholder, in the absence of prior approval of the banking regulatory authority, reaches or exceeds five percent of the total shares of our Bank (hereinafter referred to as “excess shares”), before obtaining the approval of the banking regulatory authority, the shareholder who holds excess shares shall be subject to necessary restrictions when exercising the rights of shareholder as set out in Article 57 of these Articles in respect of such excess shares, including (but not limited to):</p> <p>1. no voting rights shall be conferred on such excess shares when voting in the shareholders’ general meeting of our Bank (including voting by class shareholders);</p>	<p>Holders of the ordinary shares of the Bank shall have the following obligations:</p> <p>(1) to abide by the laws, administrative regulations, <u>regulatory requirements</u>, and these Articles;</p> <p>.....</p> <p>(6) Any application requesting changes in shareholder holding more than five percent of total capital or the total share capital shall be considered by the Board of Directors of our Bank first, and then reported to the banking regulatory authority for its approval.</p> <p>Where the shareholding of a shareholder, in the absence of prior approval of the banking regulatory authority, reaches or exceeds five percent of the total shares of our Bank (hereinafter referred to as “excess shares”), before obtaining the approval of the banking regulatory authority, the shareholder who holds excess shares shall be subject to necessary restrictions when exercising the rights of shareholder as set out in Article 57 of these Articles in respect of such excess shares, including (but not limited to):</p> <p>1. no voting rights shall be conferred on such excess shares when voting in the shareholders’ general meeting of our Bank (including voting by class shareholders);</p>

	Existing Provision	Amended Provision
	<p data-bbox="453 172 893 427">2. the right to nominate candidates for Directors and supervisors as set out in our Articles of Association shall not be conferred on such excess shares.</p> <p data-bbox="453 474 919 729">If the shareholder fails to obtain the approval of the banking regulatory authority in relation to the holding of excess shareholders, the shareholder shall have the excess shares transferred.</p>	<p data-bbox="1008 172 1458 427">2. the right to nominate candidates for Directors and supervisors as set out in our Articles of Association shall not be conferred on such excess shares.</p> <p data-bbox="1008 474 1477 729">If the shareholder fails to obtain the approval of the banking regulatory authority in relation to the holding of excess shareholders, the shareholder shall have the excess shares transferred.</p> <p data-bbox="1008 776 1477 1927"><u>Investors, together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, jointly or severally, more than 5% of total capital or total share capital of the Bank, should be considered by the Board of Directors of our Bank first, and then reported to the banking regulatory authority for its approval. Investors, together with their related parties and persons acting in concert, who hold, jointly or severally, more than 1% but less than 5% of total capital or total share capital of the Bank, should report to relevant banking regulatory authority within ten working days after obtaining their equities. Shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall not exercise rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;</u></p>

	Existing Provision	Amended Provision
	<p>(7) not to abuse the rights of shareholders to damage the interests of the Bank or other shareholders; not to abuse the independent legal person status or limited liability of shareholders to damage the interests of the Bank's creditors; where the Bank's shareholders abuse the rights of shareholders to damage the interests of the Bank or other shareholders, they shall assume liability for compensation; where the Bank's shareholders abuse the independent legal person status or limited liability of shareholders to avoid debts, or cause a material damage to the interests of the Bank's creditors, such shareholders shall be jointly and severally liable for the Bank's debts;</p> <p>.....</p>	<p>(7) not to abuse the rights of shareholders to damage the interests of the Bank or other shareholders; not to abuse the independent legal person status or limited liability of shareholders to damage the interests of the Bank's creditors; where the Bank's shareholders abuse the rights of shareholders to damage the interests of the Bank or other shareholders, they shall assume liability for compensation; where the Bank's shareholders abuse the independent legal person status or limited liability of shareholders to avoid debts, or cause a material damage to the interests of the Bank's creditors, such shareholders shall be jointly and severally liable for the Bank's debts. <u>For shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, a banking regulatory authority may restrict or prohibit related-party transactions between the Bank and them, limit the maximum number of the Bank's shares that they can hold and the percentage of the Bank's shares that they can pledge, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.</u></p> <p>.....</p>

	Existing Provision	Amended Provision
Article 63	The substantial shareholders of the Bank shall notify equity management department of the Bank and make submissions to the Board of Directors for filing within five working days if any of the following events occur.....	The substantial shareholders of the Bank <u>shall not transfer the Bank's shares within five years from the date on which they obtain such shares (other than such circumstances as banking regulatory authorities approving them to take steps to control risks or ordering them to transfer the Bank's shares they hold, or the Bank's shares they hold being subject to law enforcement, or the Bank's shares they hold being transferred between entities under the control of the same investor)</u> , shall notify equity management department of the Bank and make submissions to the Board of Directors for filing within five working days if any of the following events occur.....
Article 64	The shareholders, in particular the substantial shareholders, shall protect the interests and reputation of the Bank, and support the Bank in operating in compliance with the laws. The shareholders shall support the formulation of reasonable capital planning by the Board of Directors, such that the Bank may continuously meet the regulatory requirements. The substantial shareholders shall undertake in writing to supplement the Bank's capital on a long-term basis, which forms a part of the Bank's capital planning.	The shareholders, in particular the substantial shareholders, shall protect the interests and reputation of the Bank, and support the Bank in operating in compliance with the laws. The shareholders shall support the formulation of reasonable capital planning by the Board of Directors, such that the Bank may continuously meet the regulatory requirements. The substantial shareholders shall <u>replenish the Bank's capital when necessary and</u> undertake in writing to supplement the Bank's capital on a long-term basis, which forms a part of the Bank's capital planning.

	Existing Provision	Amended Provision
Article 320 Paragraph 3	Substantial shareholders means the shareholder who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank and have a significant impact upon the decision-making of the Bank.	<p>Substantial shareholders means the shareholder who can directly, indirectly, or jointly hold or control more than 5% of the shares or voting rights of the Bank and have a significant impact upon the decision-making of the Bank are shareholders who hold or control <u>more than 5% of the shares or voting rights of the Bank or who hold less than 5% of total capital or total share capital, which exerts a significant impact on the operation and management of the Bank.</u></p> <p><u>The “significant impact” above includes but not limited to the nomination of directors, supervisors or senior management of the Bank, affecting through an agreement or in other ways, the decision-making of finance, operation and management of the Bank, and other circumstances affirmed by banking regulatory authorities.</u></p>

Save for the above proposed amendments to the Articles of Association, other chapters and articles of the Articles of Association remain unchanged.

The above proposed amendments to the Articles of Association are subject to (i) shareholders’ approval by way of a special resolution at the 2017 annual general meeting of the Bank (the “AGM”), and (ii) approval by the Tianjin Office of China Banking Regulatory Commission after being considered and approved at the AGM.

A circular containing the Proposed Amendments, together with a notice of the AGM, will be despatched to the shareholders of the Bank in due course.

By Order of the Board
Bank of Tianjin Co., Ltd.
LI Zongtang
Chairman

Tianjin, China
March 23, 2018

As at the date of this announcement, the board of directors of the Bank comprises Mr. LI Zongtang, Mr. SUN Liguang and Ms. ZHANG Furong, as executive directors; Mr. ZHAO Jiawang, Mr. YU Yang, Mr. Alistair Marshall Bulloch, Mr. ZHAO Wei, Mr. LUAN Fengxiang and Mr. ZENG Xiangxin as non-executive directors; Mr. LIU Baorui, Mr. FENG Heping, Mr. GUO Tianyong, Mr. LAW Yee Kwan, Quinn and Mr. JIN Qingjun as independent non-executive directors.

* *Bank of Tianjin Co., Ltd. is not an authorized 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 authorized to carry on banking/deposit-taking business in Hong Kong.*