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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)**

**(I) POLL RESULTS OF THE 2018 ANNUAL GENERAL MEETING  
HELD ON THURSDAY, MAY 16, 2019  
AND  
(II) PAYMENT OF THE FINAL DIVIDEND**

**POLL RESULTS OF THE 2018 ANNUAL GENERAL MEETING**

The board of directors (the “**Board**”) of Bank of Tianjin Co., Ltd. (the “**Bank**”) hereby announces that the 2018 annual general meeting of the Bank (the “**AGM**”) was held at Geneva Hotel (No.32 Youyi Road, Hexi District, Tianjin, PRC), at 9:30 a.m. on Thursday, May 16, 2019. Voting by way of poll was demanded as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) on the resolutions proposed at the AGM. The AGM was chaired by Mr. Li Zongtang, Chairman of the Board of the Bank.

At the AGM, the proposed resolutions set out in the notice of AGM dated March 28, 2019 were voted by poll and all of them were duly passed. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the circular of the Bank dated March 28, 2019.

As at the date of the AGM, the total number of issued Shares of the Bank was 6,070,551,822, including 4,305,952,759 domestic Shares and 1,764,599,063 H Shares, which entitled the Shareholders to attend and vote on the resolutions proposed at the AGM. To our knowledge, as the number of Shares pledged by certain Shareholders of the Bank reaches or exceeds 50% of the number of Shares held by them in our Bank, such Shareholders’ voting rights at the AGM shall be restricted according to the Articles of Association, and the restricted Shares amounted to 877,299,238 Shares in aggregate. No other Shareholders are restricted to vote in respect to any resolutions proposed at the AGM. As a result, at the date of the AGM, the total number of the Shares entitled the Shareholders of the Bank to vote in respect to the resolutions proposed at the AGM was 5,193,252,584, including 3,535,647,021 domestic Shares and 1,657,605,563 H Shares. Shareholders and proxies attending the AGM represented, in aggregate, 3,932,515,865 Shares of the Bank carrying voting rights, being approximately 75.72% of the total number of Shares carrying voting rights of the Bank as at the date of the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the Articles of Association.

To the best knowledge, information and belief of the Board, having made all reasonable inquiries, there was no Shareholder who had any material interests in the matters considered at the AGM and was required to abstain from voting at the AGM. No Shareholders of the Bank were required under the Listing Rules to abstain from voting at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favor of any resolution proposed at the AGM pursuant to Rule 13.40 of the Listing Rules.

The poll results in respect of the resolutions proposed at the AGM are as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of valid votes (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	To consider and approve the Work Report of the Board of Directors for 2018.	3,932,515,865 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the Work Report of the Board of Supervisors for 2018.	3,932,515,865 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the Report for Final Financial Accounts for 2018.	3,932,515,865 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the Profit Distribution Plan for 2018.	3,932,515,865 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the Report for Financial Budget for 2019.	3,932,515,865 (100%)	0 (0%)	0 (0%)
6.	To consider and approve the appointment of external auditor to review and audit the financial statements for 2019.	3,932,515,865 (100%)	0 (0%)	0 (0%)
As more than 50% of the votes were cast in favor of the above-mentioned resolutions, the resolutions were duly passed as ordinary resolutions.				
<b>SPECIAL RESOLUTION</b>		<b>Number of valid votes (%)</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
7.	To consider and approve the issuance of tier 2 capital bonds for 2019-2020.	3,932,515,865 (100%)	0 (0%)	0 (0%)
As more than two-thirds of the votes were cast in favor of the above-mentioned resolution, the resolution was duly passed as a special resolution.				

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Bank's H Share Registrar, acted as scrutineer for the vote-taking at the AGM. The AGM was witnessed by GRANDALL LAW FIRM (TIANJIN), who presented a legal opinion concluding that the convening and the procedures for holding of the AGM, the eligibility of the Shareholders who attended the AGM and the persons who convened the AGM, and the voting procedures of the AGM were in compliance with the relevant laws, regulations, rules and the Articles of Association. The poll results are lawful and valid.

## **PAYMENT OF THE FINAL DIVIDEND**

The Board is pleased to announce that the payment of a cash dividend for the year ended December 31, 2018 in an aggregate amount of approximately RMB1,092.7 million, representing a dividend of RMB1.8 per ten Shares (tax inclusive) (the “**Final Dividend**”) was approved at the AGM. The Final Dividend is expected to be paid on July 10, 2019 to Shareholders whose name appears in the register of members of the Bank on May 27, 2019. The Final Dividend 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 holders of the H Shares 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 May 16, 2019 (inclusive), the date of the AGM. As such, the dividend of per H Share of the Bank is HK\$0.206807 (tax inclusive).

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 Bank shall withhold the enterprise income tax at the rate of 10% for non-resident enterprises holders of H Shares (including the H Shares registered in the name of HKSCC Nominees Limited). For non-resident enterprises holders of H Shares 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 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-share Holders Which Are Overseas Non-resident Enterprises to handle the application of the relevant tax benefits on their behalf while distributing the final dividend.

Pursuant to the applicable provisions and the implementing regulations of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》), the Circular of the State Administration of Taxation (the “**SAT**”) in relation to the Administrative Measures on Preferential Treatment Entitled by Non-resident taxpayers under Tax Treaties (SAT Circular 2015 No. 60) 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 No. [2011]348) (the “**Notice of Tax**”), the Bank shall withhold and pay individual income tax from and for the holders of H Shares according to the following arrangement:

For an individual holder of H Shares 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 holders of H Shares when distributing the final dividend;

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

The qualifying holders of H Shares are required to timely submit the written authorization and all application materials to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited; 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.

If in any doubt as to the above arrangement, Shareholders are recommended to consult their tax advisers regarding the PRC, Hong Kong and other tax implications arising from their holding and disposing of H Shares of the Bank.

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

Tianjin, China  
May 16, 2019

*As at the date of this announcement, the board of directors of the Bank comprises Mr. LI Zongtang, Mr. SUN Liguo, Ms. ZHANG Furong and Mr. LIANG Jianfa, as executive directors; Ms. SUN Jingyu, Mr. WU Tao, Mr. Alistair Marshall Bulloch, Mr. ZHAO Wei, Mr. XIAO Jingxi 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.*