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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 2017 FIRST EXTRAORDINARY GENERAL MEETING
HELD ON FEBRUARY 16, 2017
(II) APPOINTMENTS OF DIRECTORS
(III) ELECTION OF CHAIRMAN OF THE BOARD
(IV) ESTABLISHMENT OF
CONSUMER RIGHTS PROTECTION COMMITTEE
AND
(V) CHANGES OF MEMBERS OF COMMITTEES OF THE BOARD**

RESULTS OF THE 2017 FIRST EXTRAORDINARY GENERAL MEETING

The board of directors (the “**Board**”) of Bank of Tianjin Co. Ltd. (the “**Bank**”) hereby announces that the 2017 first extraordinary general meeting of the Bank (the “**EGM**”) was held at Geneva Hotel (No. 32 Youyi Road, Hexi District, Tianjin, PRC), at 10:00 a.m. on February 16, 2017. 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 EGM. The EGM was chaired by Ms. Zhang Furong, executive Director of the Bank and secretary to the Board.

At the EGM, the proposed resolutions set out in the notice of EGM dated December 23, 2016 (the “**Notice**”) 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 December 23, 2016.

As at the date of the EGM, 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 EGM. 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 EGM shall be restricted according to the Articles of Association, and the restricted Shares amounted to 478,439,804 Shares in aggregate. No other Shareholders are restricted to vote in respect to any resolutions proposed at the EGM. As a result, at the date of the EGM, the total number of the Shares entitled the Shareholders of the Bank to vote in respect to the resolutions proposed at the EGM was 5,592,112,018, including 3,827,512,955 domestic Shares and 1,764,599,063 H Shares. Shareholders and proxies attending the EGM represented, in aggregate, 4,314,156,535 Shares of the Bank carrying voting rights, being approximately 77.15% of the total number of Shares carrying voting rights of the Bank as at the date of the EGM. The holding of the EGM 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 EGM and was required to abstain from voting at the EGM. No Shareholders of the Bank were required under the Listing Rules to abstain from voting at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favor of any resolution proposed at the EGM pursuant to Rule 13.40 of the Listing Rules.

POLL RESULTS OF THE EGM

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

ORDINARY RESOLUTIONS		Number of valid votes (%)		
		For	Against	Abstain
1.	To consider and approve the appointment of Mr. Li Zongtang as an executive Director of the Bank.	4,314,156,535 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the appointment of Mr. Sun Liguao as an executive Director of the Bank.	4,314,156,535 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the appointment of Mr. Zhao Jiawang as a non-executive Director of the Bank.	4,314,156,535 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the appointment of Mr. Jin Qingjun as an independent non-executive Director of the Bank.	4,314,156,535 (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.				

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 EGM. The progress of EGM was witnessed by GRANDALL LAW FIRM (TIANJIN), who presented a legal opinion concluding that the convening and the procedures for holding of the EGM, the eligibility of the Shareholders who attended the EGM and the persons who convened the EGM, and the voting procedures of the EGM were in compliance with the relevant laws, rules, regulations and the Articles of Association. The voting results are lawful and valid.

APPOINTMENTS OF DIRECTORS

The resolutions in relation to the appointments of (i) Mr. Li Zongtang ("**Mr. Li**") as an executive Director of the Bank, (ii) Mr. Sun Liguao ("**Mr. Sun**") as an executive Director of the Bank, (iii) Mr. Zhao Jiawang ("**Mr. Zhao**") as a non-executive Director of the Bank, and (iv) Mr Jin Qingjun ("**Mr. Jin**") as an independent non-executive Director of the Bank, were approved by the Shareholders of the Bank at the EGM and the said appointments are subject to the approval of their respective qualifications by the CBRC Tianjin Office.

The biographical and remuneration details of Mr. Li, Mr. Sun and Mr. Jin have been disclosed in the announcement named CHANGES OF DIRECTORS, CHAIRMAN AND PRESIDENT of the Bank dated December 21, 2016. The biographical and remuneration details of Mr. Zhao have been disclosed in the announcement named RESIGNATION OF DIRECTOR AND PROPOSED APPOINTMENT OF DIRECTOR of the Bank dated August 30, 2016.

Save as disclosed in the announcements of the Bank dated August 30, 2016 and December 21, 2016, as of the date of this announcement, each of Mr. Li, Mr. Sun, Mr. Zhao and Mr. Jin confirmed that (i) he has not held any position of the Bank or its subsidiaries nor any other directorship or supervisorship in other listed companies for 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 in the announcements of the Bank dated August 30, 2016 and December 21, 2016, the Bank considers that, there are no other matters concerning the appointments of Mr. Li, Mr. Sun, Mr. Zhao and Mr. Jin that are required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

Each of Mr. Li, Mr. Sun, Mr. Zhao and Mr. Jin will enter into a service contract with the Bank and the term of office will be from the date of the approval of their qualifications by the CBRC Tianjin Office to the expiry date of the term of office of the fifth session of the Board.

ELECTION OF CHAIRMAN OF THE BOARD

The Board is pleased to announce that, at the eleventh meeting of the fifth session of the Board held on February 16, 2017 (the “**Eleventh Board Meeting**”), the Board adopted a resolution to elect Mr. Li Zongtang as chairman of the Board.

ESTABLISHMENT OF CONSUMER RIGHTS PROTECTION COMMITTEE

The Board is pleased to announce that, at the Eleventh Board Meeting, the Board adopted a resolution to (i) establish the Consumer Rights Protection Committee under the Board in response to the regulatory requirements of CBRC Tianjin Office, and (ii) approve the Terms of Reference of the Consumer Rights Protection Committee.

CHANGES OF MEMBERS OF COMMITTEES OF THE BOARD

The Board is pleased to announce that, at the Eleventh Board Meeting, the Board adopted a resolution to adjust the composition of the committees of the Board in consideration of the changes of the Directors of the Board and establishment of the Consumer Rights Protection Committee as follows:

Committee	Composition before the Eleventh Board Meeting	Composition after the Eleventh Board Meeting
Strategic Development Committee	Chairman: Mr. Yuan Fuhua Members: Mr. Wen Yuanhua, Mr. Liu Baorui, Mr. Yu Yang, Mr. Alistair Marshall Bulloch	Chairman: Mr. Li Zongtang Members: Mr. Sun Liguu, Mr. Liu Baorui, Mr. Yu Yang, Mr. Alistair Marshall Bulloch
Risk Management Committee	Chairman: Mr. Wen Yuanhua Vice Chairman: Mr. Alistair Marshall Bulloch Members: Mr. Zhao Wei, Mr. Yue Desheng, Ms. Zhang Furong	Chairman: Mr. Sun Liguu Vice Chairman: Mr. Alistair Marshall Bulloch Members: Mr. Zhao Jiawang, Mr. Zhao Wei, Mr. Yue Desheng
Nomination and Remuneration Committee	Chairman: Mr. Guo Tianyong Members: Mr. Yuan Fuhua, Mr. Law Yee Kwan, Quinn, Mr. Liang Zhixiang, Ms. Zhang Furong	Chairman: Mr. Guo Tianyong Members: Mr. Li Zongtang, Mr. Law Yee Kwan, Quinn, Mr. Jin Qingjun, Ms. Zhang Furong
Related Party Transactions Control Committee	Chairman: Mr. Liu Baorui Members: Mr. Feng Heping, Mr. Guo Tianyong, Mr. Luan Fengxiang, Mr. Yue Desheng	Chairman: Mr. Liu Baorui Members: Mr. Feng Heping, Mr. Jin Qingjun, Mr. Luan Fengxiang, Mr. Yue Desheng
Audit Committee	Chairman: Mr. Feng Heping Members: Mr. Guo Tianyong, Mr. Law Yee Kwan, Quinn, Mr. Yu Yang	Chairman: Mr. Feng Heping Members: Mr. Guo Tianyong, Mr. Law Yee Kwan, Quinn, Mr. Yu Yang, Mr. Zeng Xiangxin
Consumer Rights Protection Committee	N/A	Chairman: Mr. Li Zongtang Members: Mr. Sun Liguu, Mr. Jin Qingjun, Mr. Yue Desheng, Ms. Zhang Furong

The effectiveness of the above resolutions in relation to (1) election of Chairman of the Board, (2) establishment of Consumer Rights Protection Committee, and (3) changes of members of committee of the Board is subject to the approval of the qualifications of Mr. Li, Mr. Sun, Mr. Zhao and Mr. Jin by the CBRC Tianjin Office.

By Order of the Board of Directors
Bank of Tianjin Co., Ltd.
ZHANG Furong
Secretary to the Board

Tianjin, China
February 16, 2017

*As at the date of this announcement, the Board comprises Mr. LI Zongtang**, Mr. SUN Liguó**, Mr. YUE Desheng 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 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.*

*** The appointments as directors of Mr. LI Zongtang, Mr. SUN Liguó, Mr. ZHAO Jiawang and Mr. JIN Qingjun are subject to the approval by the CBRC Tianjin Office.*