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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 IN RELATION TO THE APPROVAL BY CHINA  
BANKING REGULATORY COMMISSION TIANJIN OFFICE OF  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Reference is made to the circular of Bank of Tianjin Co., Ltd. (the “**Bank**”) dated August 1, 2017 (the “**Circular**”) and the announcement of the Bank dated September 15, 2017 in respect of the poll results of the 2017 second extraordinary general meeting of the Bank (“**EGM**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

At the EGM held on September 15, 2017, the proposed resolution regarding amendments to the Articles of Association was considered and approved. The Bank has received the “*Approval from China Banking Regulatory Commission Tianjin Office on the Amendments to the Articles of Association of Bank of Tianjin Co., Ltd.*” (Jin Yin Jian Fu [2017] No. 260) dated October 17, 2017, approving the amended Articles of Association as approved at the EGM. The amended Articles of Association have become effective since the date of the approval of the China Banking Regulatory Commission Tianjin Office.

The finalised amendments to the Articles of Association are attached to this announcement for reference. The full text of the amended Articles of Association can be found on the websites of The Hong Kong Exchanges and Clearing Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Bank (<http://www.bankoftianjin.com>), respectively.

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

Tianjin, China  
October 20, 2017

*As at the date of this announcement, the Board of the Bank comprises Mr. LI Zongtang, Mr. SUN Liguo, 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.

## Amendments to the Articles of Association

Existing Provision	Amended Provision
Blank	<p>Addition:</p> <p><u>Article 9</u></p> <p><u>The Bank shall, in accordance with the relevant provisions in the Constitution of the Communist Party of China (the “CPC”), set up the CPC organization, establish the working mechanism of the CPC carry out the CPC’s activities, adhere to the CPC’s leadership, enhance the CPC’s building, exert the role of the CPC organization and ensure the policies and major strategies of the CPC and the state to be observed and implemented in our Bank.</u></p>
<p>Article 55</p> <p>Paragraph 4 Where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) the Bank shall not register more than 4 persons as the joint holders of any share(s);</p> <p>(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p>	<p>Article 56</p> <p>Paragraph 4 Where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) the Bank shall not register more than 4 persons as the joint holders of any share(s);</p> <p>(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p>

Existing Provision	Amended Provision
<p>(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death which the Board of Directors deem appropriate for the purpose of changing the register of shareholders;</p> <p>(4) as far as joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificates of the relevant shares from the Bank, to receive notices of the Bank; and any notice served on such a shareholder shall be deemed as having been served on all the other joint shareholders of those shares. Any joint shareholder may sign the proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.</p>	<p>(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death which the Board of Directors deem appropriate for the purpose of changing the register of shareholders;</p> <p>(4) as far as joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificates of the relevant shares from the Bank, to receive notices of the Bank; and any notice served on such a shareholder shall be deemed as having been served on all the other joint shareholders of those shares. Any joint shareholder may sign the proxy form: <del>The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding,</del> <u>provided that if more than one joint shareholders attend the general meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.</u></p>

Existing Provision	Amended Provision
<p data-bbox="124 187 288 221">Article 186</p> <p data-bbox="124 261 296 295">Paragraph 2</p> <p data-bbox="124 336 786 708">Independent directors shall form the majority of the Audit Committee, the Related Party Transactions Control Committee, the Nomination and Remuneration Committee; and the chairman of any such Board committee shall be independent director. Directors nominated by controlling shareholders shall not serve as a member of the Related Party Transactions Control Committee and the Nomination and Remuneration Committee.</p>	<p data-bbox="810 187 970 221">Article 187</p> <p data-bbox="810 261 983 295">Paragraph 2</p> <p data-bbox="810 336 1473 857">Independent directors shall form the majority of the Audit Committee and <del>the Related Party Transactions Control Committee</del>, the Nomination and Remuneration Committee; and the chairman of any such Board committee shall be independent director. <u>The Independent directors shall represent at least one-fifth of the Related Party Transactions Control Committee and the chairman of such Board committee shall be independent director.</u> Directors nominated by controlling shareholders shall not serve as a member of the Related Party Transactions Control Committee and the Nomination and Remuneration Committee.</p>