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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tianjin Development Holdings Limited (天津發展控股有限公司), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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# 天津發展控股有限公司

## TIANJIN DEVELOPMENT HOLDINGS LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 882)**

### GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the Annual General Meeting of Tianjin Development Holdings Limited (天津發展控股有限公司) to be held at 24th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on 24 June 2021 (Thursday) at 4:00 p.m. is set out on pages 16 to 19 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 4:00 p.m. on 22 June 2021 (Tuesday), or in case of any adjournment thereof, not less than 48 hours before the time appointed for the holding of any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please refer to page 20 of this circular for the precautionary measures to be implemented at the Annual General Meeting to ensure the health and safety of the attendees and to prevent the spreading of the Coronavirus Disease 2019 pandemic, which include without limitation:

1. compulsory wearing of surgical mask;
2. compulsory body temperature checks; and
3. no refreshments or drinks will be served.

**Any person who does not comply with the precautionary measures may be denied entry into the venue of the Annual General Meeting. The Company also encourages Shareholders to consider appointing the chairman of the Annual General Meeting as his/her proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending in person.**

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 24th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on 24 June 2021 (Thursday) at 4:00 p.m., the notice of which is set out on pages 16 to 19 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Tianjin Development Holdings Limited (天津發展控股有限公司), a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Stock Exchange (Stock Code: 882)
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	21 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company

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## DEFINITIONS

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“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to buy back Shares, during the period as set out in ordinary resolution no. 5A in the notice of Annual General Meeting, up to a maximum of 10% of the total number of Shares in issue of the Company as at the date of passing of such resolution
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares, during the period as set out in ordinary resolution no. 5B in the notice of Annual General Meeting, up to a maximum of 20% of the total number of Shares in issue of the Company as at the date of passing of such resolution
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Tsinlien”	Tsinlien Group Company Limited (津聯集團有限公司), a company incorporated in Hong Kong with limited liability and a controlling shareholder of the Company



天津發展控股有限公司  
TIANJIN DEVELOPMENT HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 882)

*Executive Directors:*

Mr. Zhang Bingjun (*Chairman*)  
Mr. Chen Yanhua (*General Manager*)  
Dr. Li Xiaoguang  
Mr. Zhuang Qifei  
Mr. Cui Xiaofei

*Registered office:*

Suites 7–13, 36th Floor  
China Merchants Tower  
Shun Tak Centre  
168–200 Connaught Road Central  
Hong Kong

*Non-executive Director:*

Mr. Cheung Wing Yui, Edward

*Independent non-executive Directors:*

Dr. Cheng Hon Kwan  
Mr. Mak Kwai Wing, Alexander  
Ms. Ng Yi Kum, Estella  
Mr. Wong Shiu Hoi, Peter  
Dr. Loke Yu

28 April 2021

*To the Shareholders*

Dear Sirs,

**GENERAL MANDATES TO ISSUE SHARES AND  
TO BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding (i) the ordinary resolutions granting the Directors general mandates to issue Shares and to buy back Shares to be proposed at the Annual General Meeting; and (ii) the details of Directors to be re-elected at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES

At the annual general meeting of the Company held on 26 June 2020, ordinary resolutions were passed by the Shareholders granting general mandates to the Directors to exercise the power of the Company in accordance with the Listing Rules, to buy back its own Shares up to 10% of the total number of Shares in issue of the Company and to allot, issue and deal with Shares with an aggregate number of Shares not exceeding 20% of the total number of Shares in issue of the Company at the date of passing of the resolutions. These mandates will lapse at the conclusion of the Annual General Meeting.

Separate ordinary resolutions will be proposed at the Annual General Meeting to seek the approval of the Shareholders for the granting of general mandates to the Directors to:

- (i) buy back Shares up to a maximum of 10% of the total number of Shares in issue of the Company as at the date of passing of the resolution;
- (ii) allot, issue and deal with additional Shares up to a maximum of 20% of the total number of Shares in issue of the Company as at the date of passing of the resolution; and
- (iii) extend the Share Issue Mandate by adding the aggregate number of Shares bought back under the Share Buy-back Mandate (subject to the passing of the aforesaid ordinary resolutions of the Share Issue Mandate and the Share Buy-back Mandate).

An explanatory statement containing the particulars required by the Listing Rules in relation to the proposed Share Buy-back Mandate is set out in Appendix I to this circular.

Subject to the passing of the ordinary resolution granting the Share Issue Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company will be allowed under the Share Issue Mandate to issue a maximum of 214,554,025 Shares representing 20% of the total number of Shares in issue of the Company as at the Latest Practicable Date.

### 3. RE-ELECTION OF DIRECTORS

In accordance with Article 92 of the Articles of Association, any director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of addition to the existing Board) and shall then be eligible for re-election. Mr. Zhang Bingjun, being Director appointed by the Board since the last annual general meeting of the Company, will hold office until the Annual General Meeting and, being eligible, offer himself for re-election.

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## LETTER FROM THE BOARD

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In accordance with Article 101 of the Articles of Association, Mr. Chen Yanhua, Mr. Cheung Wing Yui, Edward, Ms. Ng Yi Kum, Estella and Dr. Loke Yu will retire from office by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting.

Ms. Ng Yi Kum, Estella has served as an independent non-executive Director for more than nine years. The Board is of the view that Ms. Ng continues to demonstrate the attributes of an independent non-executive director and her length of tenure does not affect her independence. The Board believes that her bountiful knowledge and experience will continue to be of significance to the Company.

The Nomination Committee had reviewed the annual confirmation of independence provided by each independent non-executive Director and was satisfied that each of them meets the independence criteria as set out in Rule 3.13 of the Listing Rules and that there were no relationships or circumstances which are likely to affect their independent judgement.

Particular attention was given to reviewing Dr. Loke Yu's capability to devote sufficient time to the Board. As at 31 December 2020, Dr. Loke Yu is an independent non-executive director of more than seven public companies (including the Company). The Nomination Committee focuses on the ability of a director to commit sufficient time to discharge his responsibilities as a board member rather than the number of directorships held, and is of the view that Dr. Loke Yu is able to give sufficient time and attention to the Company's affairs having regard to his full attendance at all Board and audit committee meetings held during the year.

Having reviewed the structure, size and composition (including but not limited to the skills, knowledge, experience and diversity) of the Board and taken into account the respective vast experience and contributions of each retiring Director to the Board, the Nomination Committee is of the view that the nomination of Mr. Zhang Bingjun, Mr. Chen Yanhua, Mr. Cheung Wing Yui, Edward, Ms. Ng Yi Kum, Estella, and Dr. Loke Yu will continue to bring valuable perspectives, skills and experiences to the Board.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed all the above retiring Directors to stand for re-election as Directors at the Annual General Meeting. As a good corporate governance practice, each of the retiring Directors abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Nomination Committee and Board meetings.

Details of the above retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

#### **4. ANNUAL GENERAL MEETING**

The notice of Annual General Meeting is set out on pages 16 to 19 of this circular, which contains ordinary resolutions to approve, *inter alia*, the general mandates to issue Shares and to buy back Shares and the re-election of Directors. A form of proxy for use at the Annual General Meeting is enclosed herewith.

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## LETTER FROM THE BOARD

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The register of members of the Company will be closed from 21 June 2021 (Monday) to 24 June 2021 (Thursday), both days inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement to attend and vote at the Annual General Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 18 June 2021 (Friday).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 4:00 p.m. on 22 June 2021 (Tuesday), or in case of any adjournment thereof, not less than 48 hours before the time appointed for the holding of any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.

### 5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 6. RECOMMENDATION

The Directors consider that the general mandates to issue Shares and to buy back Shares and the re-election of Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By Order of the Board  
**Tianjin Development Holdings Limited**  
**Chen Yanhua**  
*Executive Director and General Manager*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Share Buy-back Mandate.*

*This explanatory statement also constitutes the memorandum required under section 239 of the Companies Ordinance.*

## **1. SHARES IN ISSUE**

As at the Latest Practicable Date, the number of Shares in issue was 1,072,770,125 Shares.

Subject to the passing of the resolution in relation to the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 107,277,012 Shares, representing 10% of the total number of Shares in issue of the Company as at the date of passing the resolution.

## **2. REASONS FOR BUY-BACKS**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have the power to buy back Shares pursuant to the Share Buy-back Mandate. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share of the Company and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

## **3. FUNDING OF BUY-BACKS**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of Hong Kong, including but not limited to the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a buy-back of its own shares may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the buy-back to such extent allowable under the Companies Ordinance.

In the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period, the working capital or gearing position of the Company might be materially different as compared with the position disclosed in the audited consolidated financial statements as at 31 December 2020 contained in the annual report of the Company. However, the Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date are as follows:

	Shares Prices (per share)	
	Highest HK\$	Lowest HK\$
<b>2020</b>		
April	1.64	1.38
May	1.60	1.31
June	1.90	1.33
July	1.90	1.65
August	1.72	1.63
September	1.67	1.40
October	1.48	1.36
November	1.61	1.35
December	1.55	1.42
<b>2021</b>		
January	1.80	1.44
February	1.73	1.52
March	1.70	1.54
April (up to the Latest Practicable Date)	1.65	1.56

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-back pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Share Buy-back Mandate if such Share Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Share Buy-back Mandate is approved by the Shareholders.

## 6. TAKEOVERS CODE

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Tsinlien is deemed to have an interest in 673,759,143 Shares, representing approximately 62.81% of the total number of Shares in issue. The interest include: (i) 22,960,000 Shares directly held by Tsinlien; and (ii) 568,017,143 Shares held by Tianjin Investment Holdings Limited, 2,022,000 Shares held by Tsinlien Venture Capital Company Limited and 80,760,000 Shares held by Tsinlien Investment Limited, all being wholly-owned subsidiaries of Tsinlien. By virtue of the SFO, Tsinlien is therefore deemed to have an interest in the Shares in which Tianjin Investment Holdings Limited, Tsinlien Venture Capital Company Limited and Tsinlien Investment Limited are interested.

In the event that the Directors shall exercise in full the power to buy back Shares under the Share Buy-back Mandate, the interest of Tsinlien would be increased to approximately 69.78% of the total number of Shares in issue and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Buy-back Mandate to such an extent as would result in takeover obligations. Save as disclosed above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Share Buy-back Mandate.

## 7. SHARE BUY-BACK MADE BY THE COMPANY

The Company has not bought back any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

*The details of the Directors to be re-elected at the forthcoming Annual General Meeting are set out as follows:*

### **Executive Directors**

**Mr. ZHANG Bingjun**, aged 57, was appointed as Chairman and Executive Director of the Company on 17 October 2020. He is also the Chairman of the Nomination Committee and a member of each of the Remuneration Committee and the Investment Committee of the Company. Mr. Zhang is a chief senior engineer, graduated from Xidian University (西安電子科技大學) with a Bachelor's Degree in Engineering in 1984. Prior to joining the Company, he had served in various executive roles including chief engineer of Tianjin Optical Electrical Communications Company (天津光電通信公司), chairman and general manager of Tianjin Optical Electrical Group Co., Ltd. (天津光電集團有限公司), deputy general manager of Tianjin Zhonghuan Electronic Information Group Co., Ltd. (天津中環電子信息集團有限公司), chairman of Sihuan Pharmaceutical Co., Ltd. (四環藥業股份有限公司), chairman of Tianjin TEDA Co., Ltd. (天津泰達股份有限公司) (Stock Code: 000652.SZ) and chairman and general manager of Tianjin TEDA Investment Holding Co., Ltd. (天津泰達投資控股有限公司). Mr. Zhang also served as the chairman and executive director of Binhai Investment Company Limited (濱海投資有限公司) (Stock Code: 2886) until 16 October 2020. He is currently the Chairman of Tsinlien Group Company Limited (津聯集團有限公司) and Tianjin Tsinlien Investment Holdings Co., Ltd. (天津津聯投資控股有限公司), both being controlling shareholders of the Company, and a non-executive director of China Bohai Bank Co., Ltd. (渤海銀行股份有限公司) (Stock Code: 9668). Mr. Zhang has extensive experience in areas such as electronic engineering, investment, corporate management and strategic planning.

Save as disclosed above, Mr. Zhang has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor other major appointments and professional qualifications. As at the Latest Practicable Date, Mr. Zhang does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Zhang has entered into a letter of appointment with the Company, pursuant to which he has no fixed term of service in his capacity as an executive Director unless terminated by three months' notice in writing served by either party and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Zhang is not entitled to receive any fees or emoluments for serving on the Board of the Company.

Save as disclosed above, the Board is not aware of any matter in relation to Mr. Zhang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**Mr. CHEN Yanhua**, aged 46, was appointed as an Executive Director and General Manager of the Company on 29 August 2019. Mr. Chen is a senior engineer, graduated from Beijing Institute of Technology with a Bachelor's Degree in Engineering in 1995, and obtained a Master's Degree in Engineering from Lanzhou Jiaotong University in 1998 and a Master of Business Administration Degree from University of Chinese Academy of Sciences in 2010. Prior to joining the Company, he had served in various executive roles including assistant to president and vice president of China Sciences Group (Holding) Co., Ltd. (中科實業集團(控股)有限公司), partner of Beijing Green Collar Zhiyuan Investment Management Centre (limited partnership) (北京綠領致遠投資管理中心(有限合夥)) as well as director and general manager of China Reform Culture Holdings Co., Ltd. (國新文化控股股份有限公司) (Stock Code: 600636.SH). Mr. Chen is currently a director and general manager of Tsinlien Group Company Limited (津聯集團有限公司) and Tianjin Tsinlien Investment Holdings Co., Ltd. (天津津聯投資控股有限公司) and the Chairman of Tianjin Bohai State-owned Assets Management Co., Ltd. (天津渤海國有資產經營管理有限公司), all being the controlling shareholders of the Company, and a director and general manager of Tianjin TEDA Investment Holding Co., Ltd. (天津泰達投資控股有限公司). He has extensive experience in strategic planning, corporate management, corporate finance and wealth management.

Save as disclosed above, Mr. Chen has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor other major appointments and professional qualifications. As at the Latest Practicable Date, Mr. Chen does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Chen has entered into a letter of appointment with the Company for a term commencing on 29 August 2019 and expiring on 31 December 2021 unless terminated by three months' notice in writing served by either party and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Chen is not entitled to receive any fees or emoluments for serving on the Board of the Company.

Save as disclosed above, the Board is not aware of any matter in relation to Mr. Chen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**Non-executive Director**

**Mr. CHEUNG Wing Yui, Edward**, *BBS*, aged 71, was appointed as an independent non-executive director of the Company in November 1997 and re-designated as Non-Executive Director of the Company in September 2004. Mr. Cheung received a Bachelor of Commerce Degree in Accountancy from the University of New South Wales, Australia and is a member of CPA Australia. He has been a practicing solicitor in Hong Kong since 1979 and is a consultant of the law firm Woo Kwan Lee & Lo. He was admitted as a solicitor in the United Kingdom and as an advocate and solicitor in Singapore. Mr. Cheung is a director of a number of companies listed on the Stock Exchange, namely being a deputy chairman and a non-executive director of SmarTone Telecommunications Holdings Limited (Stock Code: 315) and SUNeVision Holdings Ltd. (Stock Code: 1686), a non-executive director of Tai Sang Land Development Limited (Stock Code: 89) and Transport International Holdings Limited (Stock Code: 62). In addition, he is currently a member of Sponsorship & Development Fund Committee and a court member of The Open University of Hong Kong and the Honorary Council Member of the Hong Kong Institute of Directors Limited. He has held the position of the deputy chairman of The Open University of Hong Kong, a director of The Community Chest of Hong Kong, a member of the Labour and Welfare Department's Lump Sum Grant Steering Committee, a member of the Appeal Board established under the Accreditation of Academic and Vocational Qualifications Ordinance, a member of the Board of Review (Inland Revenue Ordinance), the deputy chairman of the Hong Kong Institute of Directors Limited, a director of Po Leung Kuk, the vice chairman of the Mainland Legal Affairs Committee of the Law Society of Hong Kong. Mr. Cheung was awarded the Bronze Bauhinia Star (*BBS*) in 2013. He was awarded an honorary degree of Doctor of Business Administration from the Open University of Hong Kong in 2016.

Save as disclosed above, Mr. Cheung has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor other major appointments and professional qualifications. As at the Latest Practicable Date, Mr. Cheung does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Cheung has entered into a letter of appointment with the Company for a term of three years with effect from 1 January 2019 unless terminated by one month's notice in writing served by either party and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Cheung is entitled to receive a director's fee of HK\$318,000 per annum. For the year ended 31 December 2020, Mr. Cheung received emoluments of HK\$378,000 (including other benefits) from the Company. Mr. Cheung's emolument was determined by the Board and the Remuneration Committee of the Company with reference to the prevailing market conditions and his qualification, experience, duty and responsibility.

Save as disclosed above, the Board is not aware of any matter in relation to Mr. Cheung that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

#### **Independent non-executive Directors**

**Ms. NG Yi Kum, Estella**, aged 63, was appointed as an Independent Non-Executive Director of the Company on 28 July 2010. She is also the Chairman of the Audit Committee and a member of the Nomination Committee of the Company. Ms. Ng is the Deputy Chairman and Executive Director, Chief Strategy Officer & Chief Financial Officer and Company Secretary of Tse Sui Luen Jewellery (International) Limited (Stock Code: 417), a company whose shares are listed on the Stock Exchange. From January 2008 to April 2014, Ms. Ng was the Chief Financial Officer of Country Garden Holdings Company Limited (Stock Code: 2007), a company whose shares are listed on the Stock Exchange. From September 2005 to November 2007, she was an executive director of Hang Lung Properties Limited (“**Hang Lung**”) (Stock Code: 101), a company whose shares are listed on the Stock Exchange. Prior to her joining in Hang Lung in 2003, she was employed by the Stock Exchange in a number of senior positions, most recently as senior vice president of the Listing Division. Prior to that, she gained valuable auditing experience with Deloitte Touche Tohmatsu. Ms. Ng is a qualified accountant and holds a Master of Business Administration degree from the Hong Kong University of Science and Technology. She is an associate of The Institute of Chartered Accountants in England and Wales, The Chartered Governance Institute, a fellow of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. She has been an elected member of Quality Tourism Services Association Governing Council (Retailer Category) since February 2019. She has also contributed her time to various public service appointments, including being a co-opted member of the audit committee of the Hospital Authority until November 2013. Ms. Ng is currently an independent non-executive director of CMGE Technology Group Limited (Stock Code: 302), Comba Telecom Systems Holdings Limited (Stock Code: 2342), CT Vision S.L. (International) Holdings Limited (formerly CT Vision (International) Holdings Limited) (Stock Code: 994), KWG Living Group Holdings Limited (Stock Code: 3913) and Powerlong Commercial Management Holdings Limited (Stock Code: 9909), all companies are listed on the Stock Exchange. Ms. Ng served as an independent non-executive director of China Power Clean Energy Development Company Limited (Stock Code: 735) until 19 August 2019.

Save as disclosed above, Ms. Ng has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. She has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor other major appointments and professional qualifications. As at the Latest Practicable Date, Ms. Ng does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Ng has entered into a letter of appointment with the Company for a term of three years with effect from 28 July 2019 unless terminated by one month's notice in writing served by either party and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Ms. Ng is entitled to receive a director's fee of HK\$381,600 per annum. For the year ended 31 December 2020, Ms. Ng received emoluments of HK\$441,600 (including other benefits) from the Company. Ms. Ng's emolument was determined by the Board and the Remuneration Committee of the Company with reference to the prevailing market conditions and her qualification, experience, duty and responsibility.

Save as disclosed above, the Board is not aware of any matter in relation to Ms. Ng that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to her re-election.

**Dr. LOKE Yu, alias LOKE Hoi Lam**, aged 71, was appointed as an Independent Non-Executive Director of the Company on 21 December 2012. He is also a member of the Audit Committee of the Company. He has over 42 years of experience in accounting and auditing for private and public companies, financial consultancy and corporate management. He holds a Master of Business Administration Degree from Universiti Teknologi Malaysia and a Doctor of Business Administration Degree from University of South Australia. Dr. Loke is a Fellow member of The Institute of Chartered Accountants in England and Wales, Hong Kong Institute of Certified Public Accountants and The Hong Kong Institute of Chartered Secretaries. He is also a member of The Hong Kong Independent Non-Executive Director Association. Currently, he serves as a non-executive director of Veson Holdings Limited (Stock Code: 1399) and also serves as an independent non-executive director of Chiho Environmental Group Limited (Stock Code: 976), Times Universal Group Holdings Limited (formerly Forebase International Holdings Limited) (Stock Code: 2310), Hang Sang (Siu Po) International Holding Company Limited (Stock Code: 3626), Hong Kong Resources Holdings Company Limited (Stock Code: 2882), Matrix Holdings Limited (Stock Code: 1005), China Silver Technology Holdings Limited (formerly TC Orient Lighting Holdings Limited) (Stock Code: 515), TradeGo FinTech Limited (Stock Code: 8017), V1 Group Limited (Stock Code: 82), Zhenro Properties Group Limited (Stock Code: 6158) and Zhong An Real Estate Limited (Stock Code: 672), all of these companies are listed on the Stock Exchange. He also served as an independent non-executive director of Lamtex Holdings Limited (Stock Code: 1041), Tianhe Chemicals Group Limited (Stock Code: 1619) and CIMC-TianDa Holdings Company Limited (Stock Code: 445) until 23 March 2020, 31 May 2020 and 1 February 2021 respectively.

Save as disclosed above, Dr. Loke has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor other major appointments and professional qualifications. As at the Latest Practicable Date, Dr. Loke does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Dr. Loke has entered into a letter of appointment with the Company for a term of three years with effect from 21 December 2018 unless terminated by one month's notice in writing served by either party and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Dr. Loke is entitled to receive a director's fee of HK\$381,600 per annum. For the year ended 31 December 2020, Dr. Loke received emoluments of HK\$441,600 (including other benefits) from the Company. Dr. Loke's emolument was determined by the Board and the Remuneration Committee of the Company with reference to the prevailing market conditions and his qualification, experience, duty and responsibility.

Save as disclosed above, the Board is not aware of any matter in relation to Dr. Loke that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

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## NOTICE OF ANNUAL GENERAL MEETING

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# 天津發展控股有限公司

## TIANJIN DEVELOPMENT HOLDINGS LIMITED

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 882)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Tianjin Development Holdings Limited (天津發展控股有限公司) (the “**Company**”) will be held at 24th Floor, Admiralty Centre, Tower 1, 18 Harcourt Road, Hong Kong on 24 June 2021 (Thursday) at 4:00 p.m. for the following purposes:

1. To receive and adopt the Audited Consolidated Financial Statements, the Reports of the Directors and Independent Auditor for the year ended 31 December 2020;
2. To declare a final dividend;
3. To re-elect Directors and to authorise the Board to fix their remuneration;
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as Independent Auditor and to authorise the Board to fix its remuneration; and
5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

A. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares to be bought back pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue on the date of this Resolution (subject to adjustment in the case of subdivision or consolidation of shares) and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) or other applicable laws of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

**B. “THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantee as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; or (iv) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the total number of shares of the Company in issue on the date of the passing of this Resolution (subject to adjustment in the case of subdivision and consolidation of shares); and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) or other applicable laws of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- C. “**THAT** conditional upon passing Resolution Nos. 5A and 5B set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution No. 5B set out in the notice convening this meeting be and is hereby extended by the addition thereto an amount representing the aggregate number of the shares bought back by the Company under the authority granted pursuant to Resolution No. 5A set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue on the date of passing of this Resolution (subject to adjustment in the case of subdivision and consolidation of shares).”

By Order of the Board  
**Tianjin Development Holdings Limited**  
**Chen Yanhua**  
*Executive Director and General Manager*

Hong Kong, 28 April 2021

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy may not be a member of the Company.
- (2) In order to be valid, the completed form of proxy together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:00 p.m. on 22 June 2021 (Tuesday), or in case of any adjournment thereof, not less than 48 hours before the time appointed for the holding of any adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting.
- (3) Where there are joint registered holders of any shares, any one of such persons may vote at the meeting (or at any adjournment thereof), either personally or by proxy in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such shares.
- (4) The register of members of the Company will be closed from 21 June 2021 (Monday) to 24 June 2021 (Thursday), both days inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement to attend and vote at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 18 June 2021 (Friday).
- (5) The register of members of the Company will be closed from 2 July 2021 (Friday) to 5 July 2021 (Monday), both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 30 June 2021 (Wednesday).
- (6) All the resolutions set out in this notice will be decided by poll.
- (7) **In order to facilitate the prevention and control of the spreading of Coronavirus Disease 2019 pandemic and to safeguard the health and safety of the shareholders of the Company, the Company encourages its shareholders to consider appointing the chairman of the annual general meeting as his/her proxy to vote on the relevant resolutions at the annual general meeting as an alternative to attending in person.**

*As at the date of this notice, the Board of the Company consists of Mr. Zhang Bingjun, Mr. Chen Yanhua, Dr. Li Xiaoguang, Mr. Zhuang Qifei, Mr. Cui Xiaofei, Mr. Cheung Wing Yui, Edward\*, Dr. Cheng Hon Kwan\*\*, Mr. Mak Kwai Wing, Alexander\*\*, Ms. Ng Yi Kum, Estella\*\*, Mr. Wong Shiu Hoi, Peter\*\* and Dr. Loke Yu\*\*.*

\* *non-executive director*

\*\* *independent non-executive director*

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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To ensure the health and safety of the attendees and to prevent the spreading of the Coronavirus Disease 2019 (“**COVID-19**”) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting:

- (i) compulsory wearing of surgical face masks by all attendees prior to admission to the meeting venue and throughout the Annual General Meeting;
- (ii) compulsory temperature check will be conducted on every attendee, any person with a body temperature of over 37.2 degrees Celsius, or has flu-like symptoms or is otherwise unwell will not be admitted to the meeting venue;
- (iii) maintenance of a safe distance between seats and the Company may limit the number of attendees at the Annual General Meeting as may be necessary to avoid overcrowding; and
- (iv) no refreshments or drinks will be served.

To the extent permitted under the laws of Hong Kong, the Company reserves the right to deny entry into the meeting venue or require any person to leave the meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

Subject to the development of the COVID-19 situation, the Company may implement additional precautionary measures as and when appropriate.

In the interest of all stakeholders’ health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative to attending the Annual General Meeting in person, Shareholders are encouraged to consider appointing the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting by submitting form of proxy with voting instructions inserted.

If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.