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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary 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 I, 18 Harcourt Road, Hong Kong on 22 December 2021 (Wednesday) at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the 2021 Steam Purchase Master Agreement (as defined and described in the circular of the Company dated 3 December 2021 (the “**Circular**”), a copy of the 2021 Steam Purchase Master Agreement marked “**A**” together with a copy of the Circular marked “**B**” are produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder (including the proposed annual caps) be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign, execute, perform and deliver all such other instruments, deeds, documents and agreements and do such acts or things and take all such steps as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the 2021 Steam Purchase Master Agreement and the transactions contemplated thereunder (including the proposed annual caps) and all matters incidental to, ancillary to or in connection with the matters contemplated therein.”

2. “**THAT:**

- (a) the 2021 Master Sales Agreement (as defined and described in the Circular, a copy of the 2021 Master Sales Agreement marked “**C**” is produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder (including the proposed annual caps) be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign, execute, perform and deliver all such other instruments, deeds, documents and agreements and do such acts or things and take all such steps as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the 2021 Master Sales Agreement and the transactions contemplated thereunder (including the proposed annual caps) and all matters incidental to, ancillary to or in connection with the matters contemplated therein.”

3. “**THAT:**

- (a) the 2021 Entrusted Processing Master Agreement (as defined and described in the Circular, a copy of the 2021 Entrusted Processing Master Agreement marked “**D**” is produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder (including the proposed annual caps) be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign, execute, perform and deliver all such other instruments, deeds, documents and agreements and do such acts or things and take all such steps as he or they may in his or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the 2021 Entrusted Processing Master Agreement and the transactions contemplated thereunder (including the proposed annual caps) and all matters incidental to, ancillary to or in connection with the matters contemplated therein.”

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

Hong Kong, 3 December 2021

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 20 December 2021 (Monday), or in case of any adjournment of the EGM, not less than 48 hours before the time appointed for the holding of any adjournment 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 17 December 2021 (Friday) to 22 December 2021 (Wednesday), 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 16 December 2021 (Thursday).
- (5) All the resolutions set out in this notice will be decided by poll.
- (6) **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 meeting as his/her proxy to vote on the relevant resolutions at the 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*