



天津發展控股有限公司

TIANJIN DEVELOPMENT HOLDINGS LIMITED

*(Incorporated in Hong Kong with limited liability under the Companies Ordinance)*

(Stock Code: 882)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Victoria & Chater Rooms, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Friday, 25th May 2007 at 4:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements, the Reports of the Directors and Independent Auditor for the year ended 31st December 2006;
2. To declare a final dividend for the year ended 31st December 2006;
3. To re-elect retiring Directors and to authorise the Board of Directors to fix the remuneration of the Directors;
4. To re-appoint Independent Auditor and authorise the Board of Directors to fix the remuneration of the Independent Auditor;
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:—

### ORDINARY RESOLUTIONS

A. **“THAT:**

- (a) the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase 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 or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and
- (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 Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or the Articles of Association of the Company or other applicable laws of Hong Kong to be held; and
  - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

B. **“THAT** the granting of an unconditional general mandate to the Directors of the Company to issue, allot and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions be and is hereby approved:

- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined) save the Directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares in the Company upon the exercise of the subscription rights attaching to any warrants of the Company, or (iii) an issue of shares pursuant to the exercise of any options which may be granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) an issue of shares in the capital of the Company as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of this Resolution; and

(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 Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or the Articles of Association of the Company or other applicable laws of Hong Kong to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors of the Company made to holders of shares on the register of the Company 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, or in any territory outside, Hong Kong).”

C. “**THAT** conditional upon passing Resolution No. 5A set out in the notice convening this meeting, the general mandate to the Directors of the Company to exercise the powers of the Company to allot shares pursuant to Resolution No. 5B set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate, of an amount representing the aggregate nominal amount of the share capital of the Company repurchased 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 nominal amount of the share capital of the Company in issue on the date of this Resolution.”

D. “**THAT**:

(a) subject to and conditional upon, the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval for the listing of, and permission to deal in, the shares of the Company to be issued and allotted pursuant to the exercise of any options granted under the new share option scheme of the Company (the “New Scheme”), the rules of which are contained in the document marked “A” produced to this meeting and for purposes of identification signed by the Chairman thereof, the New Scheme be and is hereby approved and adopted with effect from the date of this meeting and the Board of Directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Scheme including but without limitation:

- (i) to administer the New Scheme under which options will be granted to participants eligible under the New Scheme to subscribe for shares in the Company;
- (ii) to modify and/or amend the New Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Scheme relating to modification and/or amendment;
- (iii) to issue and allot from time to time such number of shares in the Company as may be required to be issued and allotted pursuant to the exercise of the options under the New Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”);
- (iv) to make application at the appropriate time or times to the Stock Exchange; and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for listing of, and permission to deal in, any shares in the Company which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the New Scheme; and
- (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Scheme; and

(b) subject to the adoption of the New Scheme, the existing share option scheme of the Company which was adopted by the Company and approved by ordinary resolution of the Company dated 22nd November 1997 be and is hereby terminated with effect from the adoption of the New Scheme.

6. As special business to consider and, if thought fit, pass the following resolution as a special resolution:-

#### **SPECIAL RESOLUTION**

“**THAT** the articles of association of the Company be and are hereby amended in the following manner:

(a) Article 2

- (1) By deleting the words “Secretary for administrative service and information” and substituting therefor the words “Chief Secretary for Administration” in the definition of “newspaper”.
- (2) By deleting the words “or corporation” in the definition of “Secretary”.

(b) Article 15

By deleting Article 15 in its entirety and substituting therefor the following new Article 15 and its marginal note:

“Share certificates. 15. “Every person whose name is entered as a member in the register shall be entitled to receive within such period of time as prescribed by the Companies Ordinance or the Listing Rules after allotment or lodgment of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot, upon payment, (i) in the case of allotment, of a sum equal to the relevant maximum amount as The Stock Exchange of Hong Kong Limited may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine (ii) in the case of a transfer, of a sum equal to the relevant maximum amount as The Stock Exchange of Hong Kong Limited may from time to time determine for every certificate or such lesser sum as the Board shall from time to time determines, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders.”

(c) Article 27

By inserting the words “or by any means and in such manner as may be accepted by The Stock Exchange of Hong Kong Limited” at the end of Article 27.

(d) Article 40

By inserting the words “of share (not being a fully paid up share)” after the word “transfer” in the first line of Article 40.

(e) Article 42

By deleting the words “without charge” after the words “issued” and “him” in the third line and the fifth line of Article 42 and substituting therefor the words “with a fee not exceeding the maximum amount as may from time to time be prescribed by The Stock Exchange of Hong Kong Limited” respectively.

(f) Article 70

By inserting the words “or in the case of a member being a corporation by its duly authorised representative” after the word “person” in the sixth line of Article 70.

(g) Article 71

By deleting the words “the members present and entitled to vote shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair” in the third line to the sixth line of Article 71 and substituting therefor the words “the Directors present shall elect one of their number present to be Chairman and, if there is only one Director present and willing to act, he shall be Chairman. If no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting”.

(h) Article 73

By inserting the following new Article 73A immediately after Article 73:

“73A. Notwithstanding any other provisions in these Articles, if the aggregate proxies held by (i) the Chairman of a particular meeting, and/or (ii) the Directors, account for five (5) per cent or more of the total voting rights at that meeting, and if on a show of hands in respect of any resolution, the meeting votes in the opposition manner to that instructed in those proxies, the Chairman of the meeting and/or any Director holding proxies as aforesaid shall demand a poll.”

(i) Article 76

By inserting the words “required under the Listing Rules or” after the word “is” in the second line of Article 76.

(j) Article 92

By deleting the last sentence of Article 92 and substituting therefor the following sentence:

“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 an addition to the existing Board), and shall then be eligible for re-election.”

(k) Article 93

By inserting the following new paragraph immediately after paragraph (d) of Article 93:

“(e) An alternate Director shall be deemed to be the agent of the Director who appoints him. A Director who appoints an alternate Director shall be vicariously liable for any tort committed by the alternate Director while acting in the capacity of alternate Director.”

(l) Article 99

By inserting the following new paragraph immediately after paragraph (a)(vii) of Article 99:

“(viii) If he shall be removed from office by an ordinary resolution of the Company under Article 107.”

(m) Article 101

By deleting the first sentence of Article 101 and substituting therefor the following sentence:

“Subject to the manner of retirement by rotation of Directors as from time to time prescribed under the Listing Rules, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.”

(n) Article 134

By deleting the words “In the event that the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorised.” set out as the last sentence of Article 134.

(o) Article 170

By deleting the words “any manner” after the word “in” in the sixth line of Article 170 and substituting therefor the words “such manner as provided in Article 167”.

By Order of the Board  
**Wang Guanghao**  
Chairman

Hong Kong, 27th April 2007

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (2) The Register of Members of the Company will be closed from Tuesday, 22nd May 2007 to Friday, 25th May 2007, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for the proposed final dividend and to determine entitlement to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates, must be lodged for registration with the Company’s Share Registrar, Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on Monday, 21st May 2007.
- (3) In order to be valid, the 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, Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
- (4) Concerning Ordinary Resolution No. 3 above, Mr. Wang Guanghao, Mr. Nie Jiansheng, Mr. Dai Yan, Mr. Hu Chengli, Dr. Zong Guoying, Mr. Zheng Daoquan, Mr. Lau Wai Kit, Mr. Kwong Che Keung, Gordon and Dr. Cheng Hon Kwan will retire and, being eligible, have offered themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix III to the circular dated 27th April 2007 (the “Circular”).
- (5) Concerning Ordinary Resolution No. 5A above, the Explanatory Statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the Circular.
- (6) Concerning Ordinary Resolution No. 5D above, a summary of the principal terms of the New Scheme is set out in Appendix II to the Circular.
- (7) As at the date of this notice, the Board consists of sixteen Directors, namely Mr. Wang Guanghao, Dr. Ren Xuefeng, Mr. Yu Rumin, Mr. Nie Jiansheng, Mr. Dai Yan, Mr. Hu Chengli, Dr. Wang Jiandong, Mr. Bai Zhisheng, Mr. Zhang Wenli, Mr. Sun Zengyin, Dr. Zong Guoying and Mr. Zheng Daoquan as executive Directors; and Mr. Cheung Wing Yui as non-executive Director; and Mr. Kwong Che Keung, Gordon, Mr. Lau Wai Kit and Dr. Cheng Hon Kwan as independent non-executive Directors.

Please also refer to the published version of this announcement in The Standard.