



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Tianjin Development Holdings Limited (the “Company”) will be held at Victoria & Chater Rooms, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Friday, 25 May 2007 at 5:00 p.m. (or so soon after the annual general meeting of the Company to be held at the same place on the same date shall have been concluded or adjourned) for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the Water Services Framework Agreement, the Communications Services Framework Agreement and the Electricity Services Framework Agreement (collectively the “Framework Agreements”) and the Existing Continuing Connected Transactions each as defined and described in the circular of the Company dated 2 May 2007 (the “Circular”, a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification), and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed; and
- (b) the proposed revised annual caps as set out in the Circular in relation to the Existing Continuing Connected Transactions for the three years ending on 31 December 2009 be and are hereby approved;

and any one director of the Company or any other person authorised by the board of directors of the Company from time to time be and is hereby authorised for and on behalf of the Company to execute all such other documents and agreements and do such acts or things as he or she may in his or her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to the Framework Agreements, the Existing Continuing Connected Transactions and the annual caps in relation to the Existing Continuing Connected Transactions and the transactions contemplated thereunder or to be incidental to, ancillary to or in connection with the matters contemplated under the Framework Agreements, the Existing Continuing Connected Transactions and the annual caps in relation to the Existing Continuing Connected Transactions, including agreeing and making any modifications, amendments, waivers, variations or extensions of the Framework Agreements, the Existing Continuing Connected Transactions and the annual caps in relation to the Existing Continuing Connected Transactions and the transactions contemplated thereunder.”

2. **“THAT**

- (a) the EDI Services Framework Agreement, the Container Reconfiguration Storage Services Framework Agreement and the Labour Services Framework Agreement (collectively the “New Framework Agreements”) and the New Continuing Connected Transactions each as defined and described in the Circular, and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed; and

(b) the proposed annual caps as set out in the Circular in relation to the New Continuing Connected Transactions for the three years ending on 31 December 2009 be and are hereby approved;

and any one director of the Company or any other person authorised by the board of directors of the Company from time to time be and is hereby authorised for and on behalf of the Company to execute all such other documents and agreements and do such acts or things as he or she may in his or her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to the New Framework Agreements, the New Continuing Connected Transactions and the annual caps in relation to the New Continuing Connected Transactions and the transactions contemplated thereunder or to be incidental to, ancillary to or in connection with the matters contemplated under the New Framework Agreements, the New Continuing Connected Transactions and the annual caps in relation to the New Continuing Connected Transactions, including agreeing and making any modifications, amendments, waivers, variations or extensions of the New Framework Agreements, the New Continuing Connected Transactions and the annual caps in relation to the New Continuing Connected Transactions and the transactions contemplated thereunder.”

By order of the Board
Tianjin Development Holdings Limited
WANG Guanghao
Chairman

Hong Kong, 2 May 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. 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 Extraordinary General Meeting and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
3. The Ordinary Resolutions as set out above will be determined by way of a poll.
4. 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”