



# 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)

### ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING HELD ON 25 MAY 2007 POLL RESULTS

#### POLL RESULTS AT THE AGM

At the annual general meeting of Tianjin Development Holdings Limited (the “Company”) held on 25 May 2007 (the “AGM”), a poll was demanded by the Chairman of the AGM for voting on all the proposed resolutions as set out in the Notice of AGM dated 27 April 2007. The poll results in respect of all the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited financial statements and the Reports of the Directors and Independent Auditor for the year ended 31 December 2006.	704,897,533 (100%)	NIL (0%)
2.	To declare a final dividend for the year ended 31 December 2006.	704,897,533 (100%)	NIL (0%)
3.	(a) To re-elect Mr. Wang Guanghao as Director;	702,021,533 (99.62%)	2,704,000 (0.38%)
	(b) To re-elect Mr. Nie Jiansheng as Director;	702,021,533 (99.62%)	2,704,000 (0.38%)
	(c) To re-elect Mr. Dai Yan as Director;	704,725,533 (100%)	NIL (0%)
	(d) To re-elect Mr. Hu Chengli as Director;	704,725,533 (100%)	NIL (0%)
	(e) To re-elect Dr. Zong Guoying as Director;	704,725,533 (100%)	NIL (0%)
	(f) To re-elect Mr. Zheng Daoquan as Director;	704,725,533 (100%)	NIL (0%)
	(g) To re-elect Mr. Lau Wai Kit as Director;	702,021,533 (99.62%)	2,704,000 (0.38%)
	(h) To re-elect Mr. Kwong Che Keung, Gordon as Director;	702,021,533 (99.62%)	2,704,000 (0.38%)
	(i) To re-elect Dr. Cheng Hon Kwan as Director; and	704,725,533 (100%)	NIL (0%)
	(j) To authorise the Board of Directors to fix the remuneration of the Directors.	704,725,533 (100%)	NIL (0%)
4.	To re-appoint Independent Auditor and authorise the Board of Directors to fix the remuneration of the Independent Auditor.	704,897,533 (100%)	NIL (0%)
5A.	To give a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the aggregate nominal amount of the existing issued share capital.	704,597,533 (99.96%)	300,000 (0.04%)
5B.	To give a general mandate to the Directors to issue, allot and deal with additional shares in the Company not exceeding 20% of the aggregate nominal amount of the existing issued share capital.	561,649,133 (79.68%)	143,248,400 (20.32%)
5C.	To extend the general mandate granted to the Directors to issue, allot and deal with shares by the number of shares repurchased.	565,675,133 (80.25%)	139,222,400 (19.75%)
5D.	To adopt the new share option scheme and to terminate the existing share option scheme of the Company.	552,697,133 (78.47%)	151,600,400 (21.53%)
As more than 50% of the votes were cast in favour of the above resolutions, all the above resolutions were duly passed as ordinary resolutions at the AGM.			
SPECIAL RESOLUTION			
6.	To amend the Articles of Association of the Company.	704,297,533 (100%)	NIL (0%)
As more than 75% of the votes were cast in favour of the above resolution, the above resolution was duly passed as a special resolution at the AGM.			

## POLL RESULTS AT THE EGM

Reference is made to the announcement of the Company dated 12 April 2007 and the circular of the Company dated 2 May 2007 (the "Circular") in relation to the Continuing Connected Transactions. Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context otherwise requires.

The Board is pleased to announce that at the extraordinary general meeting of the Company held on 25 May 2007 (the "EGM"), the ordinary resolutions proposed to approve the terms of the Continuing Connected Transactions and the annual caps for the three years ending 31 December 2009 in relation to the Continuing Connected Transactions as set out in the notice of EGM dated 2 May 2007 (the "Notice of EGM") were duly passed by the Independent Shareholders by way of poll. The poll results in respect of the resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To approve, ratify and confirm (a) the Framework Agreements and the Existing Continuing Connected Transactions and to approve (b) the proposed revised annual caps in relation to the Existing Continuing Connected Transactions. *	195,326,778 (100%)	NIL (0%)
2.	To approve, ratify and confirm (a) the New Framework Agreements and the New Continuing Connected Transactions and to approve (b) the proposed annual caps in relation to the New Continuing Connected Transactions. *	195,326,778 (100%)	NIL (0%)
As more than 50% of the votes were cast in favour of the above resolutions, all the above resolutions were passed as ordinary resolutions at the EGM.			

\* *The full text of the ordinary resolutions were set out in the Notice of EGM.*

The total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM and the EGM were 1,035,620,125 Shares and 497,430,982 Shares respectively. There were no Shares entitling the holders to attend and only vote against any of the resolutions proposed at the AGM and the EGM.

As stated in the Circular, Tsinlien Group Company Limited and its subsidiaries or associates, which held 538,189,143 Shares, representing approximately 51.97% of the issued share capital of the Company as at the date of the EGM, were required to abstain and had abstained from voting on the ordinary resolutions at the EGM.

Tengis Limited, the Company's share registrar, was appointed as the scrutineer for vote-taking at the AGM and the EGM.

By Order of the Board  
**Tianjin Development Holdings Limited**  
**Wang Guanghao**  
*Chairman*

Hong Kong, 25 May 2007

*As at the date of this announcement, the Board consists of 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; 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.