



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 Gloucester Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Thursday, 6 September 2007 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution:

### ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement dated 27 July 2007 between Coastal Rapid Transit Company Limited (“Coastal Rapid”) as vendor, Tianjin Development Holdings Limited (“the Company”) as purchaser and Starwell Holdings Limited (“Starwell”) as warrantor in respect of 40% of the issued share capital in Golden Horse Resources Limited (“Golden Horse”) (the “40% Golden Horse Agreement”);
- (b) the sale and purchase agreement dated 27 July 2007 between Coastal Rapid as vendor and Starwell as purchaser in respect of 60% of the issued share capital in Golden Horse (the “60% Golden Horse Agreement”);
- (c) the sale and purchase agreement dated 27 July 2007 between Starwell as vendor and the Company as purchaser in respect of 22% of the issued share capital in Coastal Rapid (the “Coastal Rapid Agreement”);
- (d) the sale and purchase agreement dated 27 July 2007 between Coastal Rapid as vendor and the Company as purchaser in respect of the entire issued share capital in Dynamic Infrastructure Limited (the “Dynamic Infrastructure Agreement”); and
- (e) the sale and purchase agreement dated 27 July 2007 between Starwell as vendor and the Company as purchaser in respect of 50% of the issued share capital in Pearl Harbour Investment Limited (the “Pearl Harbour Agreement”),

and all transactions contemplated under each of the 40% Golden Horse Agreement, the 60% Golden Horse Agreement, the Coastal Rapid Agreement, the Dynamic Infrastructure Agreement and the Pearl Harbour Agreement and any further agreement(s) or document(s) in connection therewith be and are hereby approved, confirmed and ratified and any one director of the Company, or any two directors of

the Company if the affixing of the common seal is necessary, be and is/are hereby authorised to do all such acts and things, to confirm and ratify, to sign and execute the 40% Golden Horse Agreement, the 60% Golden Horse Agreement, the Coastal Rapid Agreement, the Dynamic Infrastructure Agreement and the Pearl Harbour Agreement and any further agreement(s) or document(s) in connection therewith, to enter into all such other documents, deeds, instruments and agreements and to take such steps as he/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with any of the 40% Golden Horse Agreement, the 60% Golden Horse Agreement, the Coastal Rapid Agreement, the Dynamic Infrastructure Agreement and the Pearl Harbour Agreement and any further agreement(s) or document(s) as mentioned in paragraphs (a), (b), (c), (d) and (e) above or any of the transactions contemplated therein and all other matters incidental thereto.”

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

Hong Kong, 17 August 2007

*Notes:*

- (1) Any 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) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar, Tricor 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 the holding of the meeting (or any adjournment thereof, as the case may be).
- (3) The Ordinary Resolution as set out above will be determined by way of a poll.
- (4) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (5) 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.