



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 East & West Room, 23rd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Friday, 30 May 2008 at 4:00 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 purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) a framework agreement dated 12 March 2008 entered into between Tianjin Port Development Holdings Limited (“Tianjin Port”) and 天津益港勞務有限責任公司 (Tianjin Port Labour Services Company Limited\*) (“Tianjin Port Labour”) in relation to the provision of labour services by Tianjin Port Labour to Tianjin Port and its subsidiaries (the “New Labour Services Framework Agreement”, a copy of which has been produced to this meeting and marked “A” and signed by the chairman of the meeting (the “Chairman”) for the purpose of identification and as described in the circular of the Company dated 2 April 2008 of which the notice convening this meeting forms part, a copy of which has been produced to this meeting and marked “B” and signed by the Chairman for the purpose of identification, the “Circular”) and the transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified; and
- (b) the proposed revised annual caps as set out in the Circular in relation to the New Labour Services Framework Agreement for the three years ending 31 December 2010 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 may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to the New Labour Services Framework Agreement and the transactions contemplated thereunder and the revised annual caps in relation to the New Labour Services Framework Agreement for the three years ending 31 December 2010 or to be incidental to, ancillary to or in connection with the matters contemplated under the New Labour Services Framework Agreement and such revised annual caps, including agreeing and making any modifications, amendments, waivers, variations or extensions of the New Labour Services Framework Agreement and the transactions contemplated thereunder and the revised annual caps in relation to the New Labour Services Framework Agreement for the three years ending 31 December 2010.”

2. “**THAT:**

- (a) a framework agreement dated 12 March 2008 entered into between Tianjin Port Development Holdings Limited (“Tianjin Port”) and 天津盛港集裝箱技術開發服務有限公司 (Tianjin ShengGang Container Technology Development & Services Co., Ltd.\*) (“Tianjin Shenggang Container”) in relation to the provision of labour services by Tianjin Shenggang Container to Tianjin Port and its subsidiaries (the “Shenggang Labour Services Framework Agreement”, a copy of which has been produced to this meeting and marked “C” and signed by the chairman of the meeting for the purpose of identification) as described in the Circular (as defined in Ordinary Resolution No.1 above) and the transactions contemplated thereunder and in connection therewith, be and are hereby approved, confirmed and ratified; and
- (b) the proposed annual caps as set out in the Circular in relation to the Shenggang Labour Services Framework Agreement for the three years ending 31 December 2010 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 may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to the Shenggang Labour Services Framework Agreement and the transactions contemplated thereunder and the annual caps in relation to the Shenggang Labour Services Framework Agreement for the three years ending 31 December 2010 or to be incidental to, ancillary to or in connection with the matters contemplated under the Shenggang Labour Services Framework Agreement and such annual caps, including agreeing and making any modifications, amendments, waivers, variations or extensions of the Shenggang Labour Services Framework Agreement and the transactions contemplated thereunder and the annual caps in relation to the Shenggang Labour Services Framework Agreement for the three years ending 31 December 2010.”

By Order of the Board  
**Tianjin Development Holdings Limited**  
**Yu Rumin**  
*Acting Chairman*

Hong Kong, 2 April 2008

*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 share registrar of the Company, 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 resolutions as set out above will be determined by way of 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 of directors of the Company consists of Mr. Yu Rumin, Mr. Wu Xuemin, 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.

\* *For identification purpose only*