



**天津发展控股有限公司**  
**TIANJIN DEVELOPMENT HOLDINGS LIMITED**

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

(Stock Code: 882)

**FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 15 JULY 2009 (OR AT ANY ADJOURNMENT THEREOF)  
("EXTRAORDINARY GENERAL MEETING")**

I/We <sup>(Note 1)</sup> \_\_\_\_\_,  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
shares ("Shares") of HK\$0.10 each in the capital of Tianjin Development Holdings Limited (the "Company") hereby appoint the  
chairman of the Extraordinary General Meeting <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act on my/our behalf at the Extraordinary General Meeting of the Company to be held at Harbour View  
Ballroom II, Level 4, Four Seasons Hotel, Hong Kong, 8 Finance Street, Central, Hong Kong on Wednesday, 15 July 2009 at 4:00 p.m.  
and to vote for me/us on the resolution referred to in the Notice of Extraordinary General Meeting (with or without modifications) as  
indicated below, and if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION <sup>(Note 4)</sup>	For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
To approve the Sale and Purchase Agreement and the Proposed Transaction and the issue of shares by Tianjin Port Development Holdings Limited under the Proposed Share Issue as a deemed disposal by the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009. Signature(s) <sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

1. Please insert full name(s) and address(es) in BLOCK CAPITALS.
2. Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the chairman of the Extraordinary General Meeting is preferred, strike out the words "the chairman of the Extraordinary General Meeting or", and insert the name and address of the proxy desired in the space provided.
4. The full text of the resolution is set out in the Notice of Extraordinary General Meeting contained in the circular issued by the Company dated 19 June 2009 which is sent to the shareholders of the Company together with this form of proxy.
5. **IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF FOR THE RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH YOUR PROXY TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes, whether to vote for or against the resolution or to abstain from voting, at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolution referred to in the Notice of Extraordinary General Meeting which has been properly put to the Extraordinary General Meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any duly authorised officer.
7. In the case of joint registered holders of any Share, any one of such persons may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the Extraordinary General Meeting personally or by proxy, the person whose name stands first on the register of members in respect of the relevant Share shall be accepted to the exclusion of the votes of other registered holders.
8. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or other authority, must be deposited at the share registrar of the Company, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.
9. The proxy need not be a member of the Company but must attend the Extraordinary General Meeting in person to represent you.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting if you so wish.
11. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**