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**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)**

## **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 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. for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

“**THAT**, subject to the Option Agreement as defined and described in the circular of the Company and Tianjin Port Development Holdings Limited dated 19 June 2009 (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) having become unconditional, the Sale and Purchase Agreement and the Proposed Transaction (each as defined and described in the Circular) be and are hereby approved, and the issue of shares by Tianjin Port Development Holdings Limited under the Proposed Share Issue be and is hereby approved as a deemed disposal by the Company for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and that the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they shall in their absolute discretion consider necessary or desirable to give effect to and in connection with, and the arrangements contemplated under, the Sale and Purchase Agreement and the Proposed Transaction.”

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

Hong Kong, 19 June 2009

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting (or any adjourned meeting thereof) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. 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 certified copy of that power 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 holding the meeting or any adjourned meeting.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
5. As at the date of this notice, the executive directors of the Company are Mr. Yu Rumin, Mr Wu Xuemin, Mr. Nie Jiansheng, Mr. Dai Yan, Mr. Zheng Daoquan, Dr. Wang Jiandong, Mr. Bai Zhisheng, Mr. Zhang Wenli, Mr. Sun Zengyin and Mr. Gong Jing; the non-executive director of the Company is Mr. Cheung Wing Yui and the independent non-executive directors of the Company are Mr. Kwong Che Keung, Gordon, Mr. Lau Wai Kit and Dr. Cheng Hon Kwan.