



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)

**FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 26 MAY 2010**

I/We<sup>(Note 1)</sup>, \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of Tianjin Development Holdings Limited (the "Company") hereby appoint the Chairman of the Annual General Meeting<sup>(Note 3)</sup> or

\_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and act on my/our behalf at the Annual General Meeting of the Company to be held at 4:00 p.m. on Wednesday, 26 May 2010 at Chater Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong or at any adjournment thereof and, on a poll, to vote for me/us on the resolutions referred to in the Notice of Annual General Meeting (with or without modifications) as indicated below, and if no such indication is given, as my/our proxy thinks fit:

| ORDINARY RESOLUTIONS <sup>(Note 11)</sup> |   | For <sup>(Note 4)</sup> | Against <sup>(Note 4)</sup> |
|---|---|-------------------------|-----------------------------|
| 1.  | To receive and consider the audited consolidated financial statements and the Reports of the Directors and Independent Auditor for the year ended 31 December 2009                                |                         |                             |
| 2.  | (a) To re-elect Mr. Wu Xuemin as Director;  |                         |                             |
|   | (b) To re-elect Mr. Zheng Daoquan as Director;  |                         |                             |
|   | (c) To re-elect Dr. Wang Jiandong as Director;  |                         |                             |
|   | (d) To re-elect Mr. Bai Zhisheng as Director;   |                         |                             |
|   | (e) To re-elect Mr. Wang Zhiyong as Director;   |                         |                             |
|   | (f) To re-elect Dr. Eliza Chan Ching Har as Director;   |                         |                             |
|   | (g) To re-elect Mr. Mak Kwai Wing as Director; and  |                         |                             |
|   | (h) To authorise the Board of Directors to fix the remuneration of the Directors.   |                         |                             |
| 3.  | To re-appoint Messrs. PricewaterhouseCoopers as Independent Auditor and authorise the Board of Directors to fix the remuneration of the Independent Auditor.                                      |                         |                             |
| 4A.                                       | 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.                            |                         |                             |
| 4B.                                       | 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. |                         |                             |
| 4C.                                       | To extend the general mandate granted to the Directors to issue, allot and deal with shares by the number of shares repurchased.  |                         |                             |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010 Signature(s)<sup>(Note 5)</sup>: \_\_\_\_\_

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- 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 in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words "the Chairman of the Annual General Meeting", and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF FOR A PARTICULAR RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH YOUR PROXY TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK THE BOX MARKED "AGAINST"**. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion whether to vote for or against the resolutions or to abstain from voting. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the Notice of Annual General Meeting which has been properly put to the meeting.
- 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.
- In the case of joint registered holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Annual General Meeting personally or by proxy, the person whose name stands first on the register of members in respect of the relevant share will alone be entitled to vote in respect thereof.
- 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 notarially certified copy of such power of attorney or other 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 (as the case may be).
- A 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. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
- The description of the resolution is by way of summary only. The full text of the resolution appears in the notice convening the Annual General Meeting.