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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)

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules in respect of the HK\$2,000,000,000 term loan facility agreement entered into by the Company with a syndicate of banks. The Facility Agreement imposes specific performance obligations on the controlling shareholder of the Company.

This announcement is made by Tianjin Development Holdings Limited (the “**Company**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in respect of the HK\$2,000,000,000 term loan facility agreement (the “**Facility Agreement**”) entered into on 18 February 2011 between the Company as borrower and a syndicate of banks as lenders (the “**Lenders**”) for a period up to 60 months unless not extended by the Lenders at the 36th month from the date of the Facility Agreement (the “**Facility**”).

Pursuant to the Facility Agreement, it will be an event of default, inter alia, if:

- (i) the Tianjin Municipal People’s Government ceases to maintain a shareholding ownership directly or indirectly in the Company of more than 50%; or
- (ii) the Company ceases to be under the direct or indirect management control of Tsinlien Group Company Limited (“**Tsinlien**”), a controlling shareholder of the Company, which is controlled by the Tianjin Municipal People’s Government.

As at the date of this announcement, Tsinlien is directly and indirectly interested in approximately 54.05% of the issued share capital of the Company.

In case of an occurrence of an event of default, the Lenders may by notice to the Company: (a) cancel the total commitments; (b) declare that the loan together with accrued interest, and all other amounts accrued or outstanding be immediately due and payable; and/or (c) declare that the loan be payable on demand.

The Company will continue to comply with the disclosure requirements under Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the obligation continue to exist.

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

Hong Kong, 18 February 2011

As at the date of this announcement, the Board of the Company consists of Mr. Yu Rumin, Mr. Wu Xuemin, Mr. Dai Yan, Dr. Wang Jiandong, Mr. Bai Zhisheng, Mr. Zhang Wenli, Mr. Sun Zengyin, Dr. Gong Jing, Mr. Wang Zhiyong, Mr. Cheung Wing Yui, Dr. Chan Ching Har, Eliza*, Dr. Cheng Hon Kwan**, Mr. Mak Kwai Wing** and Ms. Ng Yi Kum, Estella**.*

* non-executive director

** independent non-executive director