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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)

PRICE-SENSITIVE INFORMATION

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

The Company has been informed by the Guarantor that the Issuer and the Guarantor entered into a conditional subscription agreement dated 31 March 2011 with the Lead Manager, pursuant to which the Issuer agreed to issue and the Lead Manager agreed to subscribe or procure subscribers to subscribe for the RMB1,311 million US Dollar Settled 1.25% Guaranteed Exchangeable Bonds due 2016 (with an option for issue up to RMB327 million). The Bonds are guaranteed by the Guarantor and exchangeable into Shares owned by the Guarantor at the initial exchange price of HK\$8.831 per Share (subject to adjustment) at the option of the holders of the Bonds. Subject to certain events in the terms and conditions of the Bonds, the exchange period will be from 12 months after closing of the Bonds to 10 days prior to Maturity. The Issuer will have the right to satisfy the exchange right in respect of any Bond delivered for exchange by delivering to the relevant holder of the Bond an amount of cash in US Dollar equals to the share value of the Bond in lieu of Shares in accordance with the terms and conditions of the Bonds.

The Bonds will be offered outside the United States in reliance upon Regulation S of the US Securities Act and to professional investors (as defined in the Companies Ordinance) in Hong Kong and elsewhere (other than the United States) but none of the Bonds will be offered to the public in Hong Kong nor will they be placed to any connected persons (as defined in the Listing Rules) of the Company.

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No new Shares will be issued as a result of or in connection with the issue of the Bonds or upon any exchange of the Bonds.

The initial exchange price of HK\$8.831 per Share represents a premium of approximately 32% to the closing price of the Shares of HK\$6.69 at close of 31 March 2011, a premium of approximately 30% to HK\$6.77 being the 5-day average price of the Shares over the 5 trading days up to and including 31 March 2011 and a premium of approximately 32% to HK\$6.71 being the 10-day average price of the Shares over the 10 trading days up to and including 31 March 2011.

To the best of the knowledge, information and belief of the directors of the Company, having made all reasonable enquiries, the following table summarises the shareholding structure of the Company as at the date of this announcement (assuming there will be no other changes to the issued share capital of the Company):

Name of shareholder	Existing (as at the date of this announcement)		Assuming that the Bonds (where the optional Bonds are not issued) are fully exchanged into Shares at an exchange price of HK\$8.831 and no exercise of the cash settlement option by the Issuer		Assuming that the Bonds (where the optional Bonds are issued) are fully exchanged into Shares at an exchange price of HK\$8.831 and no exercise of the cash settlement option by the Issuer	
	No. of Shares	% to issued share capital of the Company	No. of Shares	% to issued share capital of the Company	No. of Shares	% to issued share capital of the Company
Tsinlien Group Company Limited ^{Note}	576,945,143	54.05%	400,735,466	37.54%	356,783,853	33.42%
Public	490,524,982	46.95%	666,734,659	62.46%	710,686,272	66.58%
Total	1,067,470,125	100.00%	1,067,470,125	100.00%	1,067,470,125	100.00%

Note:

The 576,945,143 Shares are directly and indirectly owned by Tsinlien Group Company Limited and its wholly-owned subsidiaries, namely Tianjin Investment Holdings Limited, Tsinlien Venture Capital Company Limited and Tsinlien Investment Limited.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below, unless the context otherwise requires:

“Bonds”	RMB1,311 million US Dollar Settled 1.25% Guaranteed Exchangeable Bonds due 2016 (with an option exercisable by the Lead Manager for issue up to RMB327 million)
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time

“Company”	Tianjin Development Holdings Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Guarantor”	Tsinlien Group Company Limited, the controlling shareholder of the Company
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuer”	Bright North Limited, a company incorporated in the British Virgin Islands with limited liability and is a wholly-owned subsidiary of the Guarantor
“Lead Manager”	J.P. Morgan Securities Limited
“Listing Rules”	the Rules Governing the Listing of the Securities on the Stock Exchange
“Maturity”	five years after the date on which the Bonds are issued
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US Dollar”	United States dollars, the lawful currency of the United States
“US Securities Act”	the United States Securities Act of 1933, as amended from time to time

For illustration purpose, RMB has been translated into HK\$ at the exchange rate of RMB1.00 = HK\$1.1877 and US Dollar has been translated into RMB at the exchange rate of USD1.00 = RMB6.5562. Such translation should not be construed as a representation that any amounts in RMB, HK\$ or US Dollar have been, could have been, or could be, converted at the above rate or any other rates or at all.

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

Hong Kong, 31 March 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, Edward, Dr. Chan Ching Har, Eliza*, Dr. Cheng Hon Kwan**, Mr. Mak Kwai Wing, Alexander** and Ms. Ng Yi Kum, Estella**.*

* *non-executive director*

** *independent non-executive director*