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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of Tianjin Development Holdings Limited (the “**Company**”) announces that on 19 December 2012, the Company has granted share options (the “**Share Options**”) to the directors and certain employees of the Company (the “**Grantees**”), subject to acceptance of the Grantees, to subscribe for a total of 18,800,000 ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Share(s)**”) under the share option scheme adopted by the Company on 25 May 2007. Details of the Share Options granted are set out below:

Date of grant	:	19 December 2012
Exercise price of Share Options granted	:	HK\$4.060 per Share
Number of Share Options granted	:	18,800,000
Closing price of the Shares on the date of grant	:	HK\$4.060 per Share
Validity period of the Share Options	:	From 19 December 2012 to 24 May 2017

Among the Share Options granted above, a total of 13,700,000 Share Options were granted to the directors of the Company as follows:

<u>Name</u>	<u>Position(s) held with the Company</u>	<u>No. of Share Options granted</u>
Mr. Yu Rumin	Chairman and Executive Director	800,000
Mr. Wu Xuemin	Executive Director and General Manager	3,200,000
Mr. Dai Yan	Executive Director and Deputy General Manager	3,000,000

<u>Name</u>	<u>Position(s) held with the Company</u>	<u>No. of Share Options granted</u>
Mr. Bai Zhisheng	Executive Director	300,000
Mr. Zhang Wenli	Executive Director	300,000
Mr. Wang Zhiyong	Executive Director and Deputy General Manager	2,800,000
Dr. Wang Weidong	Executive Director	2,800,000
Mr. Cheung Wing Yui, Edward	Non-executive Director	100,000
Dr. Chan Ching Har, Eliza	Non-executive Director	100,000
Dr. Cheng Hon Kwan	Independent Non-executive Director	100,000
Mr. Mak Kwai Wing, Alexander	Independent Non-executive Director	100,000
Ms. Ng Yi Kum, Estella	Independent Non-executive Director	<u>100,000</u>
	Total :	<u><u>13,700,000</u></u>

The grant of the Share Options to each of the above directors has been approved by all independent non-executive directors of the Company save that each of the independent non-executive directors of the Company has abstained from approving the grant of Share Options to himself/herself.

Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined in the Listing Rules) as at the date of this announcement.

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

Hong Kong, 19 December 2012

As at the date of this announcement, the Board of the Company consists of Mr. Yu Rumin, Mr. Wu Xuemin, Mr. Dai Yan, Mr. Bai Zhisheng, Mr. Zhang Wenli, Mr. Wang Zhiyong, Dr. Wang Weidong, 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*