
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this Circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Tianjin Development Holdings Limited**, you should at once hand this Circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



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)

**GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Tianjin Development Holdings Limited to be held at Alexandra Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Thursday, 30 May 2013 at 4:00 p.m. is set out on pages 17 to 20 of this Circular.

Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting (or any adjournment thereof) should you so wish.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
1. Introduction	3
2. General Mandates to issue Shares and to repurchase Shares	4
3. Re-election of Directors	4
4. Annual General Meeting	5
5. Voting by Poll	5
6. Recommendation	5
APPENDIX I — EXPLANATORY STATEMENT	6
APPENDIX II — DETAILS OF DIRECTORS FOR RE-ELECTION	9
NOTICE OF ANNUAL GENERAL MEETING	17

DEFINITIONS

In this Circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Alexandra Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Thursday, 30 May 2013 at 4:00 p.m., the notice of which is set out on pages 17 to 20 of this Circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“Company”	Tianjin Development Holdings Limited, a company incorporated in Hong Kong with limited liability and shares of which are listed on the Main Board of the Stock Exchange
“Companies Ordinance”	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	18 April 2013, being the latest practicable date prior to the printing of this Circular for ascertaining certain information referred to in this Circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares, during the period as set out in ordinary resolution no. 4A in the notice of Annual General Meeting, up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution

DEFINITIONS

“Share(s)”	ordinary share(s) with nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot and issue and deal with additional Shares during the period as set out in ordinary resolution no. 4B in the notice of Annual General Meeting up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Tsinlien”	Tsinlien Group Company Limited, a company incorporated in Hong Kong with limited liability and a substantial shareholder of the Company



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)

Executive Directors:

Mr. Yu Rumin (*Chairman*)
Mr. Wu Xuemin (*General Manager*)
Mr. Dai Yan
Mr. Bai Zhisheng
Mr. Zhang Wenli
Mr. Wang Zhiyong
Dr. Wang Weidong
Mr. Tuen Kong, Simon

Registered Office:

Suites 7–13, 36th Floor
China Merchants Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

Non-Executive Directors:

Mr. Cheung Wing Yui, Edward
Dr. Chan Ching Har, Eliza

Independent Non-Executive Directors:

Dr. Cheng Hon Kwan
Mr. Mak Kwai Wing, Alexander
Ms. Ng Yi Kum, Estella
Mr. Wong Shiu Hoi, Peter
Dr. Loke Yu

24 April 2013

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this Circular is to provide you with information regarding (i) the ordinary resolutions granting the Directors general mandates to issue Shares and to repurchase Shares to be proposed at the Annual General Meeting; and (ii) the details of Directors to be re-elected at the Annual General Meeting.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 31 May 2012, ordinary resolutions were passed by the Shareholders granting general mandates to the Directors to exercise the power of the Company in accordance with the Listing Rules, to repurchase its own Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company and to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolutions. These mandates will lapse at the conclusion of the Annual General Meeting.

Separate ordinary resolutions will be proposed at the Annual General Meeting to seek the approval of the Shareholders for the granting of general mandates to the Directors to:

- (i) repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution;
- (ii) allot and issue and deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution; and
- (iii) extend the Share Issue Mandate by adding the aggregate nominal amount of the Shares repurchased under the Share Repurchase Mandate subject to the passing of the aforesaid ordinary resolutions of the Share Issue Mandate and the Share Repurchase Mandate.

An explanatory statement containing the particulars required by the Listing Rules in relation to the proposed Share Repurchase Mandate is set out in Appendix I to this Circular.

Subject to the passing of the ordinary resolution granting the Share Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Share Issue Mandate to issue a maximum of 213,494,025 Shares representing 20% of the issued share capital of the Company as at the Latest Practicable Date.

3. RE-ELECTION OF DIRECTORS

In accordance with Article 92 of the Articles of Association, any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the existing Board) and shall then be eligible for re-election. Dr. Wang Weidong, Mr. Tuen Kong, Simon, Mr. Wong Shiu Hoi, Peter and Dr. Loke Yu, being Directors appointed by the Board since the last annual general meeting of the Company, will hold office until the Annual General Meeting and, being eligible, offer themselves for re-election.

LETTER FROM THE BOARD

In accordance with Article 101 of the Articles of Association, Mr. Yu Rumin, Mr. Wang Zhiyong, Dr. Chan Ching Har, Eliza and Mr. Mak Kwai Wing, Alexander will retire from office by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting.

Details of the Directors who will offer themselves for re-election at the Annual General Meeting are set out in Appendix II to this Circular pursuant to the Listing Rules.

4. ANNUAL GENERAL MEETING

The notice of Annual General Meeting is set out on pages 17 to 20 of this Circular, which contains ordinary resolutions to approve, inter alia, the general mandates to issue Shares and to repurchase Shares and the re-election of Directors. A form of proxy for use at the Annual General Meeting is enclosed herewith.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) should you so wish.

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Directors consider that the general mandates to issue Shares and to repurchase Shares and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
On behalf of the Board
Tianjin Development Holdings Limited
Yu Rumin
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Share Repurchase Mandate.

This explanatory statement also constitutes the memorandum required under section 49BA of the Companies Ordinance.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 1,067,470,125 Shares.

Subject to the passing of the resolution in relation to the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 106,747,012 Shares, representing 10% of the issued share capital of the Company as at the date of passing the resolution.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have the power to repurchase Shares pursuant to the Share Repurchase Mandate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws of Hong Kong, including but not limited to the Companies Ordinance. The Companies Ordinance provides that the amount of capital repaid in connection with a share repurchase may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase to such extent allowable under the Companies Ordinance.

In the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period, the working capital or gearing position of the Company might be materially different as compared with the position disclosed in the audited consolidated financial statements as at 31 December 2012 contained in the Annual Report. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months before the Latest Practicable Date are as follows:

	Share Prices (per share)	
	Highest HK\$	Lowest HK\$
2012		
April	3.71	3.42
May	3.83	3.30
June	3.98	3.58
July	4.05	3.62
August	3.82	3.42
September	3.66	3.40
October	3.92	3.43
November	3.99	3.66
December	4.47	3.67
2013		
January	5.65	4.28
February	6.12	5.10
March	6.99	5.70
April (up to the Latest Practicable Date)	6.47	5.73

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Share Repurchase Mandate if such Share Repurchase Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Share Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company or, depending on the level of increase of the Shareholders' interest, may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Tsinlien is deemed to have an interest in 651,353,143 Shares of long position and 220,298,109 Shares of short position, representing approximately 61.02% and 20.64% of the issued share capital of the Company respectively. The interest include: (i) 16,722,000 Shares of long position directly held by Tsinlien; and (ii) 568,017,143 Shares of long position held by Tianjin Investment Holdings Limited, 2,022,000 Shares of long position held by Tsinlien Venture Capital Company Limited, 64,592,000 Shares of long position held by Tsinlien Investment Limited and 220,298,109 Shares of short position held by Bright North Limited, all being wholly-owned subsidiaries of Tsinlien. By virtue of the SFO, Tsinlien is therefore deemed to have an interest in the Shares in which Tianjin Investment Holdings Limited, Tsinlien Venture Capital Company Limited, Tsinlien Investment Limited and Bright North Limited are interested.

In the event that the Directors shall exercise in full the power to repurchase Shares under the Share Repurchase Mandate, the shareholding of Tsinlien would be increased to 67.80% of long position and 22.93% of short position in the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would result in takeover obligations. In the event that the Share Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25% of the total number of Shares in issue in compliance with the public float requirement as stated by the Listing Rules.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this Circular.

The details of the Directors to be re-elected at the forthcoming Annual General Meeting are set out as follows:

Executive Directors

Mr. YU Rumin, aged 63, was appointed as the Chairman of the Company on 28 July 2010. He was appointed as the Vice Chairman and Executive Director of the Company in November 1997 and the Acting Chairman of the Company on 31 January 2008. He is also the Chairman of the Nomination Committee of the Company. He was appointed as an Executive Director of Tianjin Port Development Holdings Limited (Stock Code: 3382) on 24 November 2006 and the Chairman of Tianjin Port Development Holdings Limited on 7 May 2007. Mr. Yu graduated from Shanghai Haiyun College in 1975 and obtained a Master's Degree in International Transport Engineering Management. He had been the assistant to the head of Tianjin Port Authority from March 1986 to December 1988. He had been the Deputy Head of the Tianjin Port Authority since December 1988, the Executive Deputy Head since July 1996 and the Head of Tianjin Port Authority since June 2002. He was the Deputy Head of the Regulatory Commission of Tianjin Port Tax Concession (天津港保稅區管理委員會) from July 1996 to June 2002. Subsequent to the reorganization of Tianjin Port Authority in July 2004, he acted as the Vice Chairman and Chief Executive Officer of 天津港(集團)有限公司 (Tianjin Port (Group) Co., Ltd.) until November 2007. He was the Chairman of 天津港股份有限公司 (Tianjin Port Holdings Co., Ltd.), a company whose shares are listed on the Shanghai Stock Exchange, PRC from June 2004 to April 2010. He is currently the Chairman of Tianjin Port (Group) Co., Ltd. Mr. Yu has extensive experience in port management for over 27 years.

Save as disclosed above, Mr. Yu has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Yu had a personal interest in share options granted by the Company to subscribe for 4,600,000 shares of the Company within the meaning of Part XV of the SFO.

Mr. Yu has entered into a service agreement with the Company for a period of three years commencing 1 December 1997 and will continue thereafter until terminated by either party giving not less than six months' written notice to the other and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. The emolument of Mr. Yu was determined by the Board and the Remuneration Committee of the Company with reference to the prevailing market conditions and his qualification, experience and responsibility. For the year ended 31 December 2012, Mr. Yu received emoluments of HK\$1,450,832 (including other benefits and value of share options).

Save as disclosed above, the Board is not aware of any matter in relation to Mr. Yu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. WANG Zhiyong, aged 40, was appointed as an Executive Director of the Company on 27 October 2009 and Deputy General Manager of the Company on 14 May 2010. He is also a member of the Investment Committee of the Company. He is currently a director and deputy general manager of Tsinlien and a non-executive director of Tianjin Jinran Public Utilities Company Limited (Stock Code: 1265). Mr. Wang was formerly the manager of the Finance Department, deputy general manager and general manager of Tsinlien Group (Tianjin) Asset Management Company Limited (津聯集團(天津)資產管理有限公司). Prior to joining Tsinlien Group (Tianjin) Asset Management Company Limited in 1998, he was the head of operations of the International Department of Northern International Trust and Investment Company Limited (北方國際信托投資股份有限公司). Mr. Wang graduated from Nankai University in 1994 with a Bachelor's Degree of International Finance, he passed the examination for on-the-job Postgraduate Master's Programme for Currency and Banking of Nankai University in 2000 and he also obtained a Master's Degree in Global Economy from Nankai University in 2009. In 2006, Mr. Wang was awarded the title of Outstanding Section Cadre Leader of Work Committee of Developing Area and Bonded Area. Tsinlien Group (Tianjin) Asset Management Company Limited was also awarded the titles of Civilized Unit at Municipal Level as well as Outstanding Section Leaders of Developing Area and Bonded Area.

Save as disclosed above, Mr. Wang has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Wang had a personal interest in share options granted by the Company to subscribe for 6,500,000 shares of the Company within the meaning of Part XV of the SFO.

Mr. Wang has entered into a letter of appointment with the Company on 27 March 2013, pursuant to which he has no fixed term of service in his capacity as director of the Company unless terminated by three months' notice in writing served by either party and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Wang is entitled to receive emoluments of HK\$1,652,364 per annum. For the year ended 31 December 2012, Mr. Wang received emoluments of HK\$6,139,216 (including other benefits and value of share options). The emolument of Mr. Wang was determined by the Board and the Remuneration Committee of the Company with reference to the prevailing market conditions and his qualification, experience and responsibility.

Save as disclosed above, the Board is not aware of any matter in relation to Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Dr. WANG Weidong, aged 42, was appointed as an Executive Director of the Company on 1 June 2012. Dr. Wang graduated from Tianjin University with a Bachelor's Degree in Technical Economics in 1992, a Master's Degree in Technical Economics in 1995 and obtained a Doctoral Degree in Economics from Nankai University in 2006. Dr. Wang has extensive experience in corporate management. Prior to joining the Company, he had served various executive roles in Tianjin Hi-Tech Industrial Park Development Corporation (天津新技術產業園區開發總公司) including project manager, assistant to general manager and deputy general manager, and was with Tianjin Timing Seals Co., Ltd. (now known as John Crane Timing Seals Co., Ltd.) as assistant to general manager. During the period from 2001 to 2006, he served as vice chairman, chairman and general manager of Tianjin Hi-Tech Development Co., Ltd. (天津海泰科技發展股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange. He was a deputy general manager of Tianjin Hi-Tech Holding Group Co., Ltd. (天津海泰控股集團有限公司) from 2006 to early 2012. Dr. Wang is currently a director and deputy general manager of Tsinlien and a non-executive director of Dynasty Fine Wines Group Limited (Stock Code: 828).

Save as disclosed above, Dr. Wang has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Dr. Wang had a personal interest in share options granted by the Company to subscribe for 2,800,000 shares of the Company within the meaning of Part XV of the SFO.

Dr. Wang has entered into a letter of appointment with the Company on 27 March 2013, pursuant to which he has no fixed term of service in his capacity as director of the Company unless terminated by three months' notice in writing served by either party and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Dr. Wang is entitled to receive emoluments of HK\$1,652,364 per annum. For the period from 1 June 2012 to 31 December 2012, Dr. Wang received emoluments of HK\$4,186,268 (including other benefits and value of share options). The emolument of Dr. Wang was determined by the Board and the Remuneration Committee of the Company with reference to the prevailing market conditions and his qualification, experience and responsibility.

Save as disclosed above, the Board is not aware of any matter in relation to Dr. Wang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. TUEN Kong, Simon, aged 50, was appointed as an Executive Director of the Company on 27 March 2013. He also serves as Deputy General Manager, Chief Financial Officer and Company Secretary of the Company. Mr. Tuen graduated from the Hong Kong Polytechnic University with a Master Degree in Business Management. Before joining the Company, he had held various positions in a number of listed companies and is experienced in corporate finance and treasury management. Starting with Ernst & Young in 1989 and then Deloitte Touche Tohmatsu in 1991 as a tax consultant, he spent 10 years afterwards in corporate banking, direct investment, merger and acquisition and company secretarial related works and held executive positions as vice president and director of finance and treasury. From 2001 to 2006, he served as Deputy General Manager of the Company. Prior to re-joining the Company in October 2009, he worked as a consultant for China investment with MTR Corporation Limited

Save as disclosed above, Mr. Tuen has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Tuen had a personal interest in share options granted by the Company to subscribe for 6,100,000 shares of the Company within the meaning of Part XV of the SFO.

Mr. Tuen has entered into a letter of appointment with the Company on 27 March 2013, pursuant to which he has no fixed term of service in his capacity as director of the Company unless terminated by three months' notice in writing served by either party and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Tuen is entitled to receive emoluments of HK\$1,689,440 per annum (including basic salaries and other benefits). The emolument of Mr. Tuen was determined by the Board and the Remuneration Committee of the Company with reference to the prevailing market conditions and his qualification, experience and responsibility.

Save as disclosed above, the Board is not aware of any matter in relation to Mr. Tuen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Non-Executive Director

Dr. CHAN Ching Har, Eliza, *JP, BBS, LL.D. (Hon)*, aged 56, was appointed as Non-Executive Director of the Company on 27 October 2009. She is also a member of the Investment Committee of the Company. Dr. Chan is a Senior Consultant of Boughton Peterson Yang Anderson, Solicitors. She is a Member of the National Committee of the Chinese People's Political Consultative Conference (CPPCC), a Standing Member of the CPPCC Tianjin Committee, the Foreign Economic Affairs Legal Counsel to the Tianjin Municipal People's Government, an arbitrator of the China International Economic and Trade Arbitration Commission (CIETAC), and a China-Appointed Attesting Officer appointed by the Ministry of Justice. She also serves as Chairman of Kowloon Hospital, Chairman of Hong Kong Eye Hospital, Chairman of Pensions Appeal Panel, Member of The Medical Council of Hong Kong, Member of Hospital Governing Committee of Queen Elizabeth Hospital, Member of the Administrative Appeals Board, Investigation Panel Member of the Hong Kong Institute of Certified Public Accountants and the Legal Advisor to The Hong Kong Chinese Enterprises Association. Dr. Chan is the Executive Vice-President of the Hong Kong CPPCC (Provincial) Members Association, Honorary President of The Hong Kong China Chamber of Commerce, a Governor of The Canadian Chamber of Commerce in Hong Kong and a Member of the Board of the Hong Kong Science and Technology Park Corporation. She was also formerly a Member of the Hong Kong Hospital Authority, Member of the Hong Kong Public Service Commission, Member of the Board of Education, Member of the Hong Kong Examination and Assessment Authority, Council Member of The Hong Kong University of Science and Technology and Member of the Hong Kong Immigration Tribunal. She served as a Non-Executive Director of China Aerospace International Holdings Limited (Stock Code: 31) until 26 March 2012, a company whose shares are currently listed on the Stock Exchange.

Save as disclosed above, Dr. Chan has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. She has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Dr. Chan had a personal interest in share options granted by the Company to subscribe for 500,000 shares of the Company within the meaning of Part XV of the SFO.

Dr. Chan has entered into a letter of appointment with the Company for a term of three years with effect from 27 October 2012 unless terminated by one month's notice in writing served by either party prior to the expiry of the term and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association of the Company. Dr. Chan is entitled to receive a director's fee of HK\$318,000 per annum. For the year ended 31 December 2012, Dr. Chan received emoluments of HK\$508,104 (including other benefits and value of share options). The emolument of Dr. Chan was determined by the Board and the Remuneration Committee of the Company with reference to the prevailing market conditions and her qualification, experience and responsibility.

Save as disclosed above, the Board is not aware of any matter in relation to Dr. Chan that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to her re-election.

Independent Non-Executive Directors

Mr. MAK Kwai Wing, Alexander, *BSoc.Sc., ATiHK, ASA*, aged 63, was appointed as an Independent Non-Executive Director of the Company on 27 October 2009. He is also the Chairman of the Investment Committee, a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Mak graduated from The University of Hong Kong with a degree of Bachelor of Social Science. He is also a fellow of CPA Australia and an associate of The Taxation Institute of Hong Kong. Mr. Mak has over 34 years of experience in the taxation field. He has extensive experience in Hong Kong corporate and individual tax planning and has assisted a vast number of clients in South East Asia in developing effective tax strategies to minimize their tax exposure in the region. As an expert in Hong Kong, United States and international taxation, Mr. Mak is frequently invited to speak at tax seminars organized by various professional associations and educational institutions. He is a frequent contributing author to various local and international newspapers and professional journals. Mr. Mak was formerly an assessor with the Inland Revenue Department. In July 2006, he joined Mazars Tax Services Limited as an executive director and then became its managing director in January 2008. Before joining Mazars Tax Services Limited, Mr. Mak was a tax principal in Ernst & Young and took an early retirement in January 2004 to pursue his governorship of Rotary International District 3450 and also his own consulting business. Currently, Mr. Mak is the treasurers of H5N1 Concern Group and The Hong Kong International Film Festival Society Limited; a member of Hong Kong Professional Consultants Association, Tax Specialization Development Committee of Hong Kong Institute of Certified Public Accountants and School Management Committee of Hotung Secondary School. Previously, Mr. Mak had served as the president of The Taxation Institute of Hong Kong; the vice chairman of Steering Committee of Hong Kong Network of Virtual Enterprises; the governor of Rotary International District 3450; the chairman of Practice Firm Steering Committee of Hong Kong Institute of Vocational Education (Tsing Yi) and District Rotary Foundation Committee of Rotary International District 3450; a treasurer of The Hong Kong Road Safety Association and Senior Citizen Home Safety Association; a member of taxation committee of Hong Kong Institute of Certified Public Accountants; a member of the Road Safety Council, Joint Liaison Committee on Taxation, Hospital Authority Public Complaints Committee, Hospital Governing Committee of Hong Kong Eye Hospital and Kowloon Hospital; and a part-time member of Hong Kong Government's Central Policy Unit. Mr. Mak is also an independent non-executive director of Hsin Chong Construction Group Limited (Stock Code: 404), a company whose shares are listed on the Stock Exchange.

Save as disclosed above, Mr. Mak has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Mak had a personal interest in share options granted by the Company to subscribe for 500,000 shares of the Company within the meaning of Part XV of the SFO.

Mr. Mak has entered into a letter of appointment with the Company for a term of three years with effect from 27 October 2012 unless terminated by one month's notice in writing served by either party prior to the expiry of the term and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Mak is entitled to receive a director's fee of HK\$381,600 per annum. For the year ended 31 December 2012, Mr. Mak received emoluments of HK\$571,704 (including other benefits and value of share options). The emolument of Mr. Mak was determined by the Board and the Remuneration Committee of the Company with reference to the prevailing market conditions and his qualification, experience and responsibility.

Save as disclosed above, the Board is not aware of any matter in relation to Mr. Mak that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Mr. WONG Shiu Hoi, Peter, aged 72, was appointed as an Independent Non-Executive Director of the Company on 21 December 2012. He is also a member of the Audit Committee of the Company. Mr. Wong holds a Master of Business Administration Degree from the University of East Asia, Macau (now known as the University of Macau). He possesses over 40 years of experience in the financial services industry. Mr. Wong is currently an overseas business advisor of Haitong Securities Company Limited, the immediate past chairman and council member of The Hong Kong Institute of Directors as well as a director of the Hong Kong Securities and Investment Institute. He is also an independent non-executive director of High Fashion International Limited (Stock Code: 608), a company whose shares are listed on the Stock Exchange. Mr. Wong was an executive director, deputy chairman and chief executive of Haitong International Securities Group Limited (Stock Code: 665) until 29 April 2011 and was an independent non-executive director of Theme International Holdings Limited (Stock Code: 990) until 26 November 2009, all of these companies are listed on the Stock Exchange.

Save as disclosed above, Mr. Wong has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Mr. Wong does not have any interests in the Company's shares within the meaning of Part XV of the SFO.

Mr. Wong has entered into a letter of appointment with the Company for a term of three years with effect from 21 December 2012 unless terminated by one month's notice in writing served by either party prior to the expiry of the term and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Wong is entitled to receive a director's fee of HK\$381,600 per annum. For the period from 21 December 2012 to 31 December 2012, Mr. Wong received director's fees of HK\$11,284. The director's fee of Mr. Wong was determined by the Board and the Remuneration Committee of the Company with reference to the prevailing market conditions and his qualification, experience and responsibility.

Save as disclosed above, the Board is not aware of any matter in relation to Mr. Wong that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

Dr. LOKE Yu (alias LOKE Hoi Lam), aged 63, was appointed as an Independent Non-Executive Director of the Company on 21 December 2012. He is also a member of the Audit Committee of the Company. Dr. Loke holds a Master of Business Administration Degree from the Universiti Teknologi Malaysia and a Doctor of Business Administration Degree from University of South Australia. Dr. Loke is a Fellow member of The Institute of Chartered Accountants in England and Wales, Hong Kong Institute of Certified Public Accountants and The Hong Kong Institute of Directors. He is also an Associate member of The Hong Kong Institute of Chartered Secretaries. He has over 37 years of experience in accounting and auditing for private and public companies, financial consultancy and corporate management. Dr. Loke is currently the company secretary of Minth Group Limited (Stock Code: 425) and serves as an independent non-executive director of Matrix Holdings Limited (Stock Code: 1005), VODone Limited (Stock Code: 82), Bio-Dynamic Group Limited (Stock Code: 39), China Fire Safety Enterprise Group Limited (Stock Code: 445), Winfair Investment Company Limited (Stock Code: 287), SCUD Group Limited (Stock Code: 1399), Zhong An Real Estate Limited (Stock Code: 672) and Chiho-Tiande Group Limited (Stock Code: 976), all of these companies are listed on the Stock Exchange.

Save as disclosed above, Dr. Loke has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the Latest Practicable Date, Dr. Loke does not have any interests in the Company's shares within the meaning of Part XV of the SFO.

Dr. Loke has entered into a letter of appointment with the Company for a term of three years with effect from 21 December 2012 unless terminated by one month's notice in writing served by either party prior to the expiry of the term and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Dr. Loke is entitled to receive a director's fee of HK\$381,600 per annum. For the period from 21 December 2012 to 31 December 2012, Dr. Loke received director's fees of HK\$11,284. The emolument of Dr. Loke was determined by the Board and the Remuneration Committee of the Company with reference to the prevailing market conditions and his qualification, experience and responsibility.

Save as disclosed above, the Board is not aware of any matter in relation to Dr. Loke that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Tianjin Development Holdings Limited (the “Company”) will be held at 4:00 p.m., 30 May 2013 (Thursday) at Alexandra Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements, the Reports of the Directors and Independent Auditor for the year ended 31 December 2012;
2. To re-elect Directors and to authorise the Board to fix their remuneration;
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as Independent Auditor and authorise the Board to fix their remuneration; and
4. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. “**THAT:**

- (a) the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or the Articles of Association of the Company or other applicable laws of Hong Kong to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.”

B. **“THAT** the granting of an unconditional general mandate to the Directors of the Company to issue, allot and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions be and is hereby approved:

- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined) save for that the Directors of the Company may during the Relevant Period make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of shares in the Company upon the exercise of the subscription rights attaching to any warrants of the Company, or (iii) an issue of shares pursuant to the exercise of any options which may be granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to the grantee as specified in such scheme or similar arrangement of shares or rights to acquire shares of the Company; or (iv) an issue of shares in the capital of the Company as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or the Articles of Association of the Company or other applicable laws of Hong Kong to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors of the Company made to holders of shares on the register of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong).”

- C. “**THAT** conditional upon passing Resolutions No. 4A and 4B set out in the notice convening this meeting, the general mandate to the Directors of the Company to exercise the powers of the Company to allot shares pursuant to Resolution No. 4B set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate, of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 4A set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this Resolution.”

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

Hong Kong, 24 April 2013

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote in his/her stead. A proxy may not be a member of the Company.
- (2) In order 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 notarially certified copy of such power of attorney or other authority, must be deposited at the Company's share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting.
- (3) Where there are joint holders of any shares, any one of such joint holders may vote at the meeting (or at any adjournment thereof), either personally or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such shares.
- (4) Concerning Resolution No. 2 above, Dr. Wang Weidong, Mr. Tuen Kong, Simon, Mr. Wong Shiu Hoi, Peter and Dr. Loke Yu will hold office until the Annual General Meeting and, being eligible, offer themselves for re-election. Mr. Yu Rumin, Mr. Wang Zhiyong, Dr. Chan Ching Har, Eliza and Mr. Mak Kwai Wing, Alexander will retire from office by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting. Details of the Directors who will offer themselves for re-election at the Annual General Meeting are set out in Appendix II to this Circular, of which this notice forms part.
- (5) Concerning Resolution No. 4A above, the explanatory statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to this Circular.
- (6) All the resolutions set out in this notice will be decided by poll.
- (7) As at the date of this notice, 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. Tuen Kong, Simon, Mr. Cheung Wing Yui, Edward*, Dr. Chan Ching Har, Eliza*, Dr. Cheng Hon Kwan**, Mr. Mak Kwai Wing, Alexander**, Ms. Ng Yi Kum, Estella**, Mr. Wong Shiu Hoi, Peter** and Dr. Loke Yu**.

* non-executive director

** independent non-executive director