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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)

(Stock Code: 882)

## POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 5 JUNE 2014

Reference is made to the circular of Tianjin Development Holdings Limited (the “**Company**”) (the “**Circular**”) and the notice of annual general meeting of the Company (the “**Notice**”), both dated 16 April 2014. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

At the annual general meeting of the Company held on 5 June 2014 (the “**AGM**”), all the proposed resolutions as set out in the Notice were duly passed by way of poll. The poll results are as follows:

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
1.	To receive and consider the Audited Consolidated Financial Statements, the Reports of the Directors and Independent Auditor for the year ended 31 December 2013.	683,394,933 (96.14%)	27,450,053 (3.86%)
2.	To declare a final dividend of HK6.63 cents per share.	713,133,985 (100.00%)	0 (0.00%)
3.	(a) To re-elect Mr. Wu Xuemin as Director;	710,678,033 (99.66%)	2,455,952 (0.34%)
	(b) To re-elect Mr. Zhang Wenli as Director;	680,587,143 (95.44%)	32,546,842 (4.56%)
	(c) To re-elect Dr. Cui Di as Director;	713,133,985 (100.00%)	0 (0.00%)
	(d) To re-elect Mr. Hao Feifei as Director;	713,133,985 (100.00%)	0 (0.00%)
	(e) To re-elect Mr. Cheung Wing Yui, Edward as Director;	685,701,980 (96.15%)	27,432,005 (3.85%)
	(f) To re-elect Dr. Cheng Hon Kwan as Director;	713,133,985 (100.00%)	0 (0.00%)
	(g) To re-elect Ms. Ng Yi Kum, Estella as Director; and	713,096,033 (99.99%)	37,952 (0.01%)

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
3.	(h) To authorise the Board to fix their remuneration.	712,891,985 (99.97%)	242,000 (0.03%)
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Independent Auditor and to authorise the Board to fix its remuneration.	713,133,985 (100.00%)	0 (0.00%)
5A.	To grant a general mandate to the Directors to buy back shares not exceeding 10% of the existing total number of shares of the Company in issue.	713,133,985 (100.00%)	0 (0.00%)
5B.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the existing total number of shares of the Company in issue.	681,587,143 (95.58%)	31,546,842 (4.42%)
5C.	To extend the general mandate granted to the Directors to allot, issue and deal with shares by the number of shares bought back.	681,829,143 (95.61%)	31,304,842 (4.39%)
5D.	To grant mandate to the Directors to grant options under the Share Option Scheme.	682,684,109 (95.73%)	30,449,876 (4.27%)
As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were passed as ordinary resolutions at the AGM.			

As at the date of the AGM, the number of issued share capital of the Company was 1,067,470,125 shares, which was the total number of shares entitling the holders to attend and vote on the resolutions proposed at the AGM. There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No shareholder of the Company was required under the Listing Rules to abstain from voting at the AGM. No other persons have stated any intention in the Circular to vote against the proposed resolutions as set out in the Notice or to abstain from voting at the AGM.

Tricor Tengis Limited, the Company’s share registrar, acted as scrutineer for the poll at the AGM.

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

Hong Kong, 5 June 2014

*As at the date of this announcement, the board of directors of the Company consists of Mr. Yu Rumin, Mr. Wu Xuemin, Mr. Dai Yan, Mr. Zhang Wenli, Mr. Wang Zhiyong, Mr. Tuen Kong, Simon, Dr. Cui Di, Mr. Hao Feifei, 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*