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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)

**RETIREMENT OF DIRECTORS,
RESIGNATION OF DIRECTOR,
APPOINTMENT OF DIRECTORS
AND
CHANGE OF AUTHORISED REPRESENTATIVE**

The Board announces the following changes with effect from 16 July 2014:-

1. Mr. Yu Rumin has resigned as Chairman and Executive Director, and Chairman of the nomination committee of the Company;
2. Mr. Wu Xuemin has resigned as Executive Director and General Manager, member of each of the nomination committee and the remuneration committee of the Company and ceased to be an authorised representative of the Company;
3. Mr. Hao Feifei has resigned as Executive Director of the Company;
4. Mr. Zeng Xiaoping has been appointed as Chairman and Executive Director, Chairman of the nomination committee, member of the remuneration committee and an authorised representative of the Company;
5. Mr. Wang Zhiyong has been appointed as General Manager and member of the nomination committee of the Company; and
6. Ms. Zhang Lili has been appointed as Executive Director of the Company.

RETIREMENT OF CHAIRMAN AND GENERAL MANAGER

The board of directors (the “**Board**”) of Tianjin Development Holdings Limited (the “**Company**”) announces that Mr. Yu Rumin has reached the retirement age and resigned as Chairman and Executive Director, and Chairman of the nomination committee of the Company with effect from 16 July 2014.

The Board further announces that Mr. Wu Xuemin has also reached the retirement age and resigned as Executive Director and General Manager, member of each of the nomination committee and the remuneration committee of the Company and ceased to be an authorised representative of the Company as required under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with effect from 16 July 2014.

Mr. Yu and Mr. Wu confirmed that they have no disagreement with the Board and there are no matters relating to their resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to sincerely thank Mr. Yu and Mr. Wu for their valuable contributions to the Company during their tenure of office.

RESIGNATION OF DIRECTOR

The Board announces that Mr. Hao Feifei has resigned as Executive Director of the Company with effect from 16 July 2014 due to his other work engagements.

Mr. Hao confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. Hao for his valuable contributions to the Company during his tenure of office.

APPOINTMENT OF CHAIRMAN AND DIRECTOR

The Board announces that Mr. Zeng Xiaoping has been appointed as Chairman and Executive Director, Chairman of the nomination committee as well as member of the remuneration committee of the Company with effect from 16 July 2014.

Mr. ZENG Xiaoping, aged 56, a senior engineer, graduated from Jiangxi Institute of Metallurgy (now known as Jiangxi University of Science and Technology) with a Bachelor’s Degree in Metallurgical Engineering in 1982 and a Master of Business Administration Degree from Tianjin University in 1998. Prior to joining the Company, he had served various executive roles in Tianjin Tiangang Group Co., Ltd. (天津天鋼集團有限公司), Tianjin Metallurgical Industry General Corporation (天津市冶金工業總公司) and Tianjin Metallurgy Group (Holdings) Co., Ltd. (天津市冶金集團(控股)有限公司). He had been the Deputy General Manager of Tianjin Iron & Steel Group Co., Ltd. from 2003 to 2009; Chairman and General Manager of Tianjin Metallurgy Group (Holdings) Co., Ltd. (天津市冶金集團(控股)有限公司) from 2009 to 2013. Besides, he was also the Deputy General Manager of Bohai Steel Group Co., Ltd. (渤海鋼鐵集團有限公司) and Chairman of Tianjin Metallurgy Group (Holdings) Co., Ltd. (天津市冶金集團(控股)有限公司) during the period from 2013 to 2014. Mr. Zeng is currently the Chairman of Tsinlien Group Company Limited (津聯集團有限公司), the controlling shareholder of the Company. He has extensive experience in corporate management and strategic planning.

Save as disclosed above, Mr. Zeng 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 date of this announcement, Mr. Zeng does not have any interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO").

Mr. Zeng has entered into a letter of appointment with the Company, pursuant to which he has no fixed term of service in his capacity as Executive Director of the Company unless terminated by three months' notice in writing served by either party. Mr. Zeng is entitled to receive emoluments of HK\$2,076,932 per annum (including basic salaries and other benefits) and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company. The emolument of Mr. Zeng was determined by the remuneration committee and the Board of the Company with reference to the prevailing market conditions, his qualification, experience and responsibility.

Save as disclosed above, there are no other matters which need to be brought to the attention of the shareholders of the Company regarding the appointment of Mr. Zeng or any other information that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

APPOINTMENT OF GENERAL MANAGER

The Board also announces that Mr. Wang Zhiyong, currently Executive Director, Deputy General Manager and member of the investment committee of the Company, has been appointed as General Manager and member of the nomination committee of the Company with effect from 16 July 2014.

The Board welcomes Mr. Zeng aboard and the new appointment of Mr. Wang.

APPOINTMENT OF DIRECTOR

The Board further announces that Ms. Zhang Lili has been appointed as Executive Director of the Company with effect from 16 July 2014.

Ms. ZHANG Lili, aged 49, holds a postgraduate qualification, a doctorate degree in engineering and senior engineer qualification at professor level. She has over 20 years of work experience in port enterprises. From 1986 to 2011, Ms. Zhang was deputy division chief and deputy head of the planning and construction department of Tianjin Port Authority, general manager of Tianjin Port Bulk Cargo Logistics Co., Ltd. (天津港散貨物流有限責任公司), deputy chief engineer, commander-in-chief of Dongjiang construction command unit, chief engineer and deputy chief executive officer of Tianjin Port (Group) Co., Ltd. (天津港(集團)有限公司). From 2010 to 2011, she was also a director of Tianjin Port Holdings Co., Ltd. (天津港股份有限公司). Ms. Zhang was the mayor of the Nankai District of Tianjin from 2011 to 2013. She is currently the chairman of Tianjin Port (Group) Co., Ltd. (天津港(集團)有限公司) and an executive director and the chairman of Tianjin Port Development Holdings Limited, an associate of the Company and the shares of which are listed on The Stock Exchange of Hong Kong Limited (Stock Code: 3382).

Save as disclosed above, Ms. Zhang 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 date of this announcement, Ms. Zhang does not have any interests in the Company's shares within the meaning of Part XV of the SFO.

Ms. Zhang has entered into a letter of appointment with the Company, pursuant to which she has no fixed term of service in her capacity as Executive Director of the Company unless terminated by three months' notice in writing served by either party. Ms. Zhang will not receive any salary but is entitled to receive other benefits and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company. The emolument of Ms. Zhang would be determined by the remuneration committee and the Board of the Company with reference to the prevailing market conditions, her qualification, experience and responsibility.

Save as disclosed above, there are no other matters which need to be brought to the attention of the shareholders of the Company regarding the appointment of Ms. Zhang or any other information that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

The Board welcomes Ms. Zhang to join the Company.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board also announces that following the resignation of Mr. Wu Xuemin as disclosed above, Mr. Zeng Xiaoping has been appointed as an authorised representative of the Company as required under Rule 3.05 of the Listing Rules with effect from 16 July 2014.

By Order of the Board
Tianjin Development Holdings Limited
Zeng Xiaoping
Chairman

Hong Kong, 16 July 2014

As at the date of this announcement, the Board of the Company consists of Mr. Zeng Xiaoping, Mr. Wang Zhiyong, Mr. Zhang Wenli, Mr. Tuen Kong, Simon, Dr. Cui Di, Ms. Zhang Lili, 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*