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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution 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** (天津發展控股有限公司), 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.

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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)

**GENERAL MANDATES TO ISSUE SHARES AND
TO BUY BACK SHARES,
DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Tianjin Development Holdings Limited (天津發展控股有限公司) to be held by way of a virtual meeting on 19 June 2025 (Thursday) at 3:00 p.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed with this circular.

Whether or not you are able to attend the fully virtual Annual General Meeting (or any adjournment thereof), 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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company's share registrar as soon as possible and in any event no later than 3:00 p.m. on 17 June 2025 (Tuesday), or in case of any adjournment of the Annual General Meeting, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for the holding of the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting through Vistra eVoting Portal at the Annual General Meeting (or any adjournment thereof) should you so wish.

28 April 2025

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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 by way of a virtual meeting on 19 June 2025 (Thursday) at 3:00 p.m., the notice of which is set out on pages 17 to 21 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Tianjin Development Holdings Limited (天津發展控股有限公司), a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Stock Exchange (Stock Code: 882)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	17 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to buy back Shares, during the period as set out in ordinary resolution no. 5A in the notice of Annual General Meeting, up to a maximum of 10% of the total number of Shares in issue of the Company as at the date of passing of such resolution
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares, during the period as set out in ordinary resolution no. 5B in the notice of Annual General Meeting, up to a maximum of 20% of the total number of Shares in issue of the Company as at the date of passing of such resolution
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules
“Tsinlien”	Tsinlien Group Company Limited (津聯集團有限公司), a company incorporated in Hong Kong with limited liability and a controlling 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)

(Stock Code: 882)

Executive Directors:

Mr. Teng Fei (*Chairman*)
Dr. Zhai Xinxiang (*General Manager*)
Mr. Xia Binhui

Registered office:

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

Non-executive Director:

Mr. Sun Lijun

Independent non-executive Directors:

Ms. Ng Yi Kum, Estella
Mr. Wong Shiu Hoi, Peter
Mr. Lau Ka Keung
Mr. Sin Hendrick

28 April 2025

To the Shareholders

Dear Sirs,

**GENERAL MANDATES TO ISSUE SHARES AND
TO BUY BACK SHARES,
DECLARATION OF FINAL DIVIDEND,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the ordinary resolutions to be proposed at the Annual General Meeting relating to, among other things, the Share Issue Mandate, the Share Buy-back Mandate, the extension of the Share Issue Mandate, the declaration of final dividend and the re-election of Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES

At the annual general meeting of the Company held on 13 June 2024, 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 buy back its own Shares up to 10% of the total number of Shares in issue of the Company and to allot, issue and deal with Shares with an aggregate number of Shares not exceeding 20% of the total number of Shares in issue 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) buy back Shares up to a maximum of 10% of the total number of Shares in issue (excluding Treasury Shares) of the Company as at the date of passing of the resolution;
- (ii) allot, issue and deal with additional Shares up to a maximum of 20% of the total number of Shares in issue (excluding Treasury Shares) of the Company as at the date of passing of the resolution and allotment of Shares shall include any sale or transfer of Treasury Shares (if any); and
- (iii) extend the Share Issue Mandate by adding the aggregate number of Shares bought back under the Share Buy-back Mandate (subject to the passing of the aforesaid ordinary resolutions of the Share Issue Mandate and the Share Buy-back Mandate).

The Listing Rules were amended on 11 June 2024 to remove the requirement for listed companies to cancel shares bought back to allow those shares to be held in treasury and to provide for a framework to regulate the cancellation, resale and transfer of such shares. In light of the amendment of the Listing Rules, the Companies (Amendment) Ordinance 2025, which has amended the Companies Ordinance to enable listed companies incorporated in Hong Kong to make use of the treasury share regime has commenced operation on 17 April 2025.

Following the abovementioned amendments to the Companies Ordinance, if the Company buys back its Shares pursuant to the Share Buy-back Mandate, it may cancel the Shares bought back and/or hold such Shares as Treasury Shares, subject to the market conditions and the Group's capital management needs at the relevant time any buy back of Shares are made.

Shareholders' rights attached to any Shares held in treasury by the Company will be suspended under the Companies Ordinance (as amended) once the Shares are repurchased by the Company, irrespective of whether they are held in the name of the Company or its nominee. Any resale or transfer of Treasury Shares (if any) will be subject to the ordinary resolution in respect of the Share Issue Mandate and will be made in accordance with the Listing Rules and the Companies Ordinance (as amended).

LETTER FROM THE BOARD

An explanatory statement containing the particulars required by the Listing Rules in relation to the proposed Share Buy-back 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 bought back prior to the Annual General Meeting, the Company will be allowed under the Share Issue Mandate to issue a maximum of 214,554,025 Shares representing 20% of the total number of Shares in issue of the Company as at the Latest Practicable Date.

3. DECLARATION OF FINAL DIVIDEND

The Board recommends the payment of a final dividend of HK8.82 cents per share for the year ended 31 December 2024 to the Shareholders whose names appear on the Company's register of members on 3 July 2025. Subject to the approval by the Shareholders at the Annual General Meeting, the final dividend will be paid on 28 July 2025.

The register of members of the Company will be closed from 30 June 2025 (Monday) to 3 July 2025 (Thursday), both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 27 June 2025 (Friday).

4. RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of eight Directors, namely Mr. Teng Fei, Dr. Zhai Xinxiang, Mr. Xia Binhui, Mr. Sun Lijun, Ms. Ng Yi Kum, Estella, Mr. Wong Shiu Hoi, Peter, Mr. Lau Ka Keung and Mr. Sin Hendrick.

In accordance with article 92 of the Articles of Association, any director appointed by the Board either to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his/her appointment, and shall then be eligible for re-election. Mr. Xia Binhui, being Director appointed by the Board since the last annual general meeting of the Company, will hold office until the Annual General Meeting and, being eligible, offered himself for re-election.

In accordance with article 101 of the Articles of Association, Mr. Sun Lijun, Mr. Lau Ka Keung and Mr. Sin Hendrick will retire from office by rotation and, being eligible, offered themselves for re-election at the Annual General Meeting.

The Nomination Committee had reviewed the annual confirmation of independence provided by each independent non-executive Director and was satisfied that each of them meets the independence criteria as set out in Rule 3.13 of the Listing Rules and is capable of bringing fresh perspectives to the Board despite their familiarity with the Company's affairs and management, and that there were no relationships or circumstances which are likely to affect their independent judgement.

LETTER FROM THE BOARD

Particular attention was given to reviewing Mr. Sin Hendrick's capability to devote sufficient time to the Board. As at the Latest Practicable Date, Mr. Sin holds six directorships in other listed companies in mainland China, Hong Kong and overseas, most of which are non-executive in nature. He has maintained high attendance in board meetings, meetings of board committees and general meetings of such listed companies consistently. Furthermore, Mr. Sin has undertaken to devote sufficient time in attending the affairs of the Company. The Nomination Committee believes that, with his past working experience as a director in various listed companies, Mr. Sin has sufficient experience and knowledge in discharging his director's duties and will be able to devote sufficient time to perform his responsibilities as an independent non-executive Director and that the Company will benefit from the extensive experience and innovative thinking from Mr. Sin.

Having reviewed the structure, size and composition (including but not limited to the skills, knowledge, experience and various diversity aspects as set out in the board diversity policy of the Company) of the Board and taken into account the respective vast experience and contributions of each Director to the Board, the Nomination Committee is of the view that the nomination of Mr. Xia, Mr. Sun, Mr. Lau and Mr. Sin will bring valuable perspectives, skills and experiences to the Board.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed all the above retiring Directors to stand for re-election as Directors at the Annual General Meeting. As a good corporate governance practice, each of the retiring Directors abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Nomination Committee and Board meetings.

Details of the above Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held by way of a virtual meeting on 19 June 2025 (Thursday) at 3:00 p.m. is set out on pages 17 to 21 of this circular, which contains resolutions to approve, inter alia, the Share Issue Mandate, the Share Buy-back Mandate, the extension of the Share Issue Mandate, the declaration of final dividend and the re-election of Directors. A form of proxy for use at the Annual General Meeting is also enclosed herewith.

Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the Annual General Meeting) in order for the proxy to receive the login access code to participate online in Vistra eVoting Portal.

Registered Shareholders will be able to attend the Annual General Meeting, vote, call to raise questions and submit questions online via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company's share registrar.

LETTER FROM THE BOARD

Non-registered Shareholders whose Shares are held in CCASS through banks, brokers, custodians or HKSCC may also be able to attend the Annual General Meeting, vote, call to raise questions and submit questions online. In this regard, they should consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the “**Intermediary**”) and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the Annual General Meeting electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary. Details regarding the Vistra eVoting Portal including the login details will be emailed to them by the Company’s share registrar, Tricor Tengis Limited.

If any Shareholder has any question on the arrangements of the Annual General Meeting, please contact the Company’s share registrar, Tricor Tengis Limited, at the following:

Address : 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email : is-enquiries@vistra.com
Telephone : (852) 2980-1333
(From 9:00 a.m. to 5:00 p.m. Monday to Friday, excluding Hong Kong public holidays)

Whether or not you are able to attend the fully virtual Annual General Meeting (or any adjournment thereof), 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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company’s share registrar as soon as possible and in any event no later than 3:00 p.m. on 17 June 2025 (Tuesday), or in case of any adjournment of the Annual General Meeting, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for the holding of the adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting through Vistra eVoting Portal at the Annual General Meeting (or any adjournment thereof) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

The register of members of the Company will be closed from 16 June 2025 (Monday) to 19 June 2025 (Thursday), both days inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement to attend and vote at the Annual General Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 13 June 2025 (Friday).

LETTER FROM THE BOARD

6. 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 except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting will, therefore, exercise his power under article 73(a) of the Articles of Association to put each of the resolutions to be proposed at the Annual General Meeting to be voted by way of a 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.

7. RECOMMENDATION

The Directors consider that the Share Issue Mandate, the Share Buy-back Mandate, the extension of the Share Issue Mandate, the declaration of final dividend and the re-election of Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
Tianjin Development Holdings Limited
Teng Fei
Chairman and Executive Director

*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 Buy-back Mandate (“**Explanatory Statement**”).*

This Explanatory Statement also constitutes the memorandum required under section 239 of the Companies Ordinance.

1. SHARES IN ISSUE

As at the Latest Practicable Date, the number of Shares in issue was 1,072,770,125 Shares.

Subject to the passing of the resolution in relation to the Share Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Share Buy-back Mandate to buy back a maximum of 107,277,012 Shares, representing 10% of the total number of Shares in issue of the Company as at the date of passing the resolution.

2. REASONS FOR BUY BACKS

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 buy back Shares pursuant to the Share Buy-back Mandate. Such buy backs 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 buy back will benefit the Company and the Shareholders.

The Listing Rules were amended on 11 June 2024 to remove the requirement for listed companies to cancel shares bought back to allow those shares to be held in treasury and to provide for a framework to regulate the cancellation, resale and transfer of such shares. In light of the amendment of the Listing Rules, the Companies (Amendment) Ordinance 2025, which has amended the Companies Ordinance to enable listed companies incorporated in Hong Kong to make use of the treasury share regime has commenced operation on 17 April 2025.

Following the abovementioned amendments to the Companies Ordinance, if the Company buys back its Shares pursuant to the Share Buy-back Mandate, it may cancel the Shares bought back and/or hold such Shares as Treasury Shares, subject to the market conditions and the Group's capital management needs at the relevant time any buy back of Shares are made.

Shareholders' rights attached to any Shares held in treasury by the Company will be suspended under the Companies Ordinance (as amended) once the Shares are repurchased by the Company, irrespective of whether they are held in the name of the Company or its nominee. Any resale or transfer of Treasury Shares (if any) will be subject to the ordinary resolution in respect of the Share Issue Mandate and will be made in accordance with the Listing Rules and the Companies Ordinance (as amended).

3. FUNDING OF BUY BACKS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association 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 buy back of its own shares 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 buy back to such extent allowable under the Companies Ordinance.

In the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy back 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 2024 contained in the annual report of the Company. However, the Directors do not propose to exercise the Share Buy-back 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:

	Shares Prices <i>(per share)</i>	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	1.93	1.56
May	2.01	1.81
June	1.91	1.74
July	1.90	1.77
August	1.81	1.70
September	1.96	1.71
October	2.17	1.90
November	2.08	1.91
December	2.01	1.91
2025		
January	2.00	1.92
February	2.03	1.92
March	2.15	1.95
April (up to the Latest Practicable Date)	2.07	1.77

5. UNDERTAKING

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

No core 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 Buy-back Mandate is approved by the Shareholders.

The Board will exercise the power of the Company to make buy back pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong. Neither the Explanatory Statement nor the Share Buy-back Mandate has any unusual features.

6. TAKEOVERS CODE

If as a result of a buy back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code.

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

As at the Latest Practicable Date, Tsinlien is deemed to have an interest in 673,759,143 Shares, representing approximately 62.81% of the total number of Shares in issue. The interest include: (i) 22,960,000 Shares directly held by Tsinlien; and (ii) 568,017,143 Shares held by Tianjin Investment Holdings Limited, 2,022,000 Shares held by Tsinlien Venture Capital Company Limited and 80,760,000 Shares held by Tsinlien Investment 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 and Tsinlien Investment Limited are interested.

In the event that the Directors shall exercise in full the power to buy back Shares under the Share Buy-back Mandate, the interest of Tsinlien would be increased to approximately 69.78% of the total number of Shares in issue and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Buyback Mandate to such an extent as would result in takeover obligations. Save as disclosed above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Share Buy-back Mandate.

7. SHARE BUY BACK MADE BY THE COMPANY

The Company has not bought back 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 Director

Mr. XIA Binhui, aged 41, was appointed as an Executive Director and Deputy General Manager of the Company on 30 December 2024. Mr. Xia graduated from Peking University with a Bachelor's Degree in Law and obtained a Master's Degree in Economic Law from China University of Political Science and Law. Prior to joining the Company, he has been in various roles including assistant manager of audit department and manager of strategic client department of China Cinda Asset Management Co., Ltd. (中國信達資產管理股份有限公司) (Stock Code: 01359.HK), deputy general manager of HNA Financial Services (Shenzhen) Co., Ltd. (海航金融服務(深圳)有限公司), executive vice president of Beijing Tunghsu Capital Holding Co., Ltd. (北京東旭資本控股有限公司), senior partner and managing director of Zhongcai Rongshang (Beijing) Capital Management Co., Ltd. (中財融商(北京)資本管理有限公司), deputy general manager (in charge of overall operation) and executive deputy general manager of Tianjin TEDA Asset Operation Management Co., Ltd. (天津泰達資產運營管理有限公司), a wholly-owned subsidiary of Tianjin TEDA Investment Holding Co., Ltd. (天津泰達投資控股有限公司). Mr. Xia is currently the deputy general manager of Tianjin TEDA Industrial Group Co., Ltd. (天津泰達實業集團有限公司), Tianjin Bohai State-owned Assets Management Co., Ltd. (天津渤海國有資產經營管理有限公司) and Tsinlien, all being controlling shareholders of the Company, as well as a director of certain subsidiaries of Tsinlien. He has extensive experience in corporate operation management, assets revitalization, merger and reorganization, and special assets investment.

Save as disclosed above, Mr. Xia (i) does not hold any other position with the Company or other members of the Group, (ii) has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, and (iii) 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 nor other major appointments and professional qualifications. As at the Latest Practicable Date, Mr. Xia does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Xia has entered into a letter of appointment with the Company, pursuant to which he has no fixed term of service in his capacity as an executive 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. Under the letter of appointment, Mr. Xia is not entitled to receive any fees or emoluments for serving on the Board.

Save as disclosed above, the Board is not aware of any matter in relation to Mr. Xia 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

Mr. SUN Lijun, aged 42, was appointed as a Non-Executive Director of the Company on 30 March 2023. Mr. Sun is a chief senior accountant with the qualifications of certified public accountant and certified tax agent of the PRC. He graduated from Nankai University with a Bachelor's Degree in Management major in Accounting in 2004 and a Master's Degree in Management major in Accounting in 2006. Prior to joining the Company, Mr. Sun has been in financial related roles with several companies including China Unicom Corporation Limited, Tianjin Branch (中國聯通有限公司天津分公司), China Telecom Corporation Limited, Tianjin Branch (中國電信股份有限公司天津分公司), CECEP (Tianjin) Investment Group Co., Ltd. (中節能(天津)投資集團有限公司) and the property rights administrative office of China Shenhua Energy Company Limited (中國神華能源股份有限公司產權管理局). He had also served as supervisor of the finance department of China Nuclear (Tianjin) Machine Co., Ltd. (中核(天津)機械有限公司) and financial controller of Shanghai Huayi Jinjia Development Co., Ltd. (上海華義晉嘉企業發展有限公司). Mr. Sun joined Tianjin TEDA Industrial Group Co., Ltd. (天津泰達實業集團有限公司) ("**TEDA Industrial**") since 2019 and has worked in various roles including deputy head of assets management department and head of finance department of TEDA Industrial and Tsinlien. He is currently the financial controller of TEDA Industrial, Tianjin Bohai State-owned Assets Management Co., Ltd. (天津渤海國有資產經營管理有限公可) and Tsinlien, all being controlling shareholders of the Company, and a supervisor of Tianjin Lisheng Pharmaceutical Co., Ltd. (天津力生製藥股份有限公司) (Stock Code: 002393.SZ), as well as a director of certain subsidiaries of TEDA Industrial. Mr. Sun has extensive experience in financial and treasury management.

Save as disclosed above, Mr. Sun (i) does not hold any other position with the Company or other members of the Group, (ii) has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, and (iii) 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 nor other major appointments and professional qualifications. As at the Latest Practicable Date, Mr. Sun does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Sun has entered into a letter of appointment with the Company, pursuant to which he has no fixed term of service in his capacity as a non-executive director of the Company unless terminated by one month's 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. Under the letter of appointment, Mr. Sun is not entitled to receive any fees or emoluments for serving on the Board.

Save as disclosed above, the Board is not aware of any matter in relation to Mr. Sun 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.

Independent non-executive Directors

Mr. LAU Ka Keung, *BBS, MH, JP*, aged 49, was appointed as an Independent Non-Executive Director of the Company on 30 March 2023. He is also the Chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee of the Company. Mr. Lau received his bachelor's degree in information technology from Manchester Metropolitan University, the United Kingdom in July 1997 and obtained his master's degree in business administration from University of Leicester, the United Kingdom in July 2008. Mr. Lau is a deputy of Hong Kong to the 14th session of National People's Congress of the PRC (中國第十四屆全國人民代表大會), an executive committee member of the 15th session of Tianjin Municipal Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議天津市第十五屆委員會) and the vice chairman of Tianjin Federation of Industry and Commerce (天津市工商業聯合會). He has served as a member of the 13th session of National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十三屆全國委員會), executive committee member of the 14th session of Tianjin Municipal Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議天津市第十四屆委員會), executive member of the 13th session of All-China Youth Federation (中華全國青年聯合會第十三屆常務委員會委員) as well as the chairman of the 28th session of Hong Kong United Youth Association (香港青年聯會). Mr. Lau has extensive experience in business management. He is an executive director and chief executive officer of Million Cities Holdings Limited (Stock Code: 2892), an independent non-executive director of OrbusNeich Medical Group Holdings Limited (Stock Code: 6929) and had served as a non-executive director of Nameson Holdings Limited (Stock Code: 1982), and all of these companies are listed on the Stock Exchange.

Save as disclosed above, Mr. Lau (i) does not hold any other position with the Company or other members of the Group, (ii) has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, and (iii) 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 nor other major appointments and professional qualifications. As at the Latest Practicable Date, Mr. Lau does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Lau has entered into a letter of appointment with the Company, pursuant to which he has no fixed term of service in his capacity as an independent non-executive director of the Company unless terminated by one month's 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. Under the letter of appointment, Mr. Lau is entitled to receive a director's fee of HK\$381,600 per annum. For the year ended 31 December 2024, he received emoluments of HK\$441,600 (including other benefits) from the Company. Mr. Lau's emolument was determined by the Board and the Remuneration Committee of the Company with reference to the prevailing market conditions and her qualification, experience, duty and responsibility.

Save as disclosed above, the Board is not aware of any matter in relation to Mr. Lau 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. SIN Hendrick, *MH*, aged 50, was appointed as an Independent Non-Executive Director of the Company on 30 March 2023. He is also the Chairman of the Investment Committee and a member of each of the Audit Committee and the Nomination Committee of the Company. Mr. Sin received his triple bachelor's degrees in computer science/mathematics, economics and industrial management from Carnegie Mellon University in May 1996 and graduated from Stanford University with a master's degree in engineering-economic systems and operations research in June 1997. Mr. Sin is a deputy of Hong Kong to the 14th session of the National People's Congress of the PRC (中國第十四屆全國人民代表大會) and an executive committee member of the 15th session of Tianjin Municipal Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議天津市第十五屆委員會). He is the president of the Internet Professional Association (香港互聯網專業協會), the executive vice-chairman of the Hong Kong Software Industry Association (香港軟件行業協會) and a member of the Hong Kong Institute of Directors (香港董事學會). Mr. Sin has also been appointed by the Hong Kong Government as a director of Hong Kong Cyberport Management Company Limited (香港數碼港管理有限公司). Mr. Sin has extensive experience in corporate management, finance and investment banking. He is a co-founder, executive director and vice chairman of CMGE Technology Group Limited (Stock Code: 302) and also the founding and managing partner of China Prosperity Capital Fund, a leading venture capital firm with a primary focus on technology investment. Mr. Sin is currently an independent non-executive director of Evergreen Products Group Limited (Stock Code: 1962), Hong Kong Economic Times Holdings Limited (Stock Code: 423) and China Tower Corporation Limited (Stock Code: 788), all of these companies are listed on the Stock Exchange. He is also an independent director of 36 Kr Holdings Inc. (Stock Symbol: KRKR), a company listed on the NASDAQ Stock Exchange, and a non-independent director of Suning.com Group Co., Limited (蘇寧易購集團股份有限公司) (Stock Code: 002024.SZ), a company listed on the Shenzhen Stock Exchange.

Save as disclosed above, Mr. Sin (i) does not hold any other position with the Company or other members of the Group, (ii) has no relationship with any directors, senior management or substantial or controlling shareholders of the Company, and (iii) 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 nor other major appointments and professional qualifications. As at the Latest Practicable Date, Mr. Sin does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Sin has entered into a letter of appointment with the Company, pursuant to which he has no fixed term of service in his capacity as an independent non-executive director of the Company unless terminated by one month's 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. Under the letter of appointment, Mr. Sin is entitled to receive a director's fee of HK\$381,600 per annum. For the year ended 31 December 2024, he received emoluments of HK\$441,600 (including other benefits) from the Company. Mr. Sin's emolument was determined by the Board and the Remuneration Committee of the Company with reference to the prevailing market conditions and her qualification, experience, duty and responsibility.

Save as disclosed above, the Board is not aware of any matter in relation to Mr. Sin 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)

(Stock Code: 882)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Tianjin Development Holdings Limited (天津發展控股有限公司) (the “**Company**”) will be held by way of a virtual meeting on 19 June 2025 (Thursday) at 3:00 p.m. 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 2024;
2. To declare a final dividend of HK8.82 cents per share for the year ended 31 December 2024;
3.
 - (a) To re-elect Mr. Xia Binhui as Director;
 - (b) To re-elect Mr. Sun Lijun as Director;
 - (c) To re-elect Mr. Lau Ka Keung as Director;
 - (d) To re-elect Mr. Sin Hendrick as Director; and
 - (e) To authorise the Board to fix their remuneration.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as independent auditor and to authorise the Board to fix its remuneration; and
5. To consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back 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 or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate number of the shares to be bought back pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue (excluding treasury shares) on the date of this Resolution (subject to adjustment in the case of subdivision or consolidation of shares) and the said approval shall be limited accordingly; and

(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 articles of association of the Company or the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) or other applicable laws of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

B. “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any options 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) any scrip dividend or similar arrangement pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the total number of shares of the Company in issue (excluding treasury shares) on the date of the passing of this Resolution (subject to adjustment in the case of subdivision and consolidation of shares); and
- (d) 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 articles of association of the Company or the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) or other applicable laws of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members 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, any territory outside Hong Kong).

Any reference to an allotment, issue, grant or offer of, or dealing with, shares of the Company shall include a sale or transfer of treasury shares in the capital of the Company to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on the Stock Exchange and all applicable laws and regulations.”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** conditional upon passing Resolution Nos. 5A and 5B set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution No. 5B set out in the notice convening this meeting be and is hereby extended by the addition thereto an amount representing the aggregate number of the shares bought back by the Company under the authority granted pursuant to Resolution No. 5A set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue (excluding treasury shares) on the date of passing of this Resolution (subject to adjustment in the case of subdivision and consolidation of shares).”

By Order of the Board
Tianjin Development Holdings Limited
Teng Fei
Chairman and Executive Director

Hong Kong, 28 April 2025

Notes:

- (1) Registered Shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the Annual General Meeting as proxy) in order for the proxy to receive the login access code to participate online in Vistra eVoting Portal.

Registered Shareholders will be able to attend the Annual General Meeting, vote and submit questions online via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company’s share registrar.

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the Annual General Meeting, vote, call to raise questions and submit questions online. In this regard, they should consult directly with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (as the case may be) (collectively the “**Intermediary**”) and instruct the Intermediary to appoint them as proxy or corporate representative to attend and vote at the Annual General Meeting electronically and in doing so, they will be asked to provide their email address, before the time limit required by the relevant Intermediary. Details regarding the Vistra eVoting Portal including the login details will be emailed to them by the Company’s share registrar, Tricor Tengis Limited.

- (2) Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy may not be a member of the Company.

NOTICE OF ANNUAL GENERAL MEETING

- (3) In order to be valid, the completed 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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://evoting.vistra.com>) by using the username and password provided on the notification letter sent by the Company's share registrar no later than 3:00 p.m. on 17 June 2025 (Tuesday), or in case of any adjournment of the Annual General Meeting, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for the holding of the adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending and voting through Vistra eVoting Portal at the meeting, and in such event, the form of proxy shall be deemed to be revoked.
- (4) Where there are joint registered holders of any shares, any one of such persons may vote at the Annual General Meeting (or at any adjournment thereof), either personally or by proxy in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Annual General 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.
- (5) The register of members of the Company will be closed from 16 June 2025 (Monday) to 19 June 2025 (Thursday), both days inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement to attend and vote at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 13 June 2025 (Friday).
- (6) The register of members of the Company will be closed from 30 June 2025 (Monday) to 3 July 2025 (Thursday), both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Tengis Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 27 June 2025 (Friday).
- (7) All the resolutions set out in this notice will be decided by poll.

As at the date of this notice, the Board of the Company consists of Mr. Teng Fei, Dr. Zhai Xinxiang, Mr. Xia Binhui, Mr. Sun Lijun, Ms. Ng Yi Kum, Estella**, Mr. Wong Shiu Hoi, Peter**, Mr. Lau Ka Keung** and Mr. Sin Hendrick**.*

* *non-executive director*

** *independent non-executive director*