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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 under the Hong Kong Companies Ordinance)*

**(Stock code: 882)**

**RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
IN RELATION TO  
DISCLOSEABLE AND CONNECTED TRANSACTION  
AND  
RE-ELECTION OF THE RETIRING DIRECTOR**

The Board is pleased to announce that at the EGM held on 23 February 2006, (1) the ordinary resolution proposed to approve the Agreement and the issue of the Consideration Shares was duly passed by the Independent Shareholders; and (2) the ordinary resolution proposed to approve that Mr. Bai Zhisheng be re-elected as an executive director of the Company was duly passed by the Shareholders.

Reference is made to the announcement of Tianjin Development Holdings Limited (the “Company”) dated 13 January 2006 and the circular of the Company dated 4 February 2006.

The board of Directors of the Company (the “Board”) is pleased to announce that at the extraordinary general meeting of the Company held on 23 February 2006 (the “EGM”), (1) the ordinary resolution no. 1 (the “Ordinary Resolution No. 1”) set out in the notice of the EGM dated 4 February 2006 (the “Notice of EGM”) proposed to approve, by way of poll, the conditional agreement dated 10 January 2006 entered into by Tsinlien Group Company Limited (“Tsinlien”), Progress City Group Limited and the Company for the sale and purchase of approximately 90.9421% of its entire equity interest in 天津泰達津聯熱電有限公司 (Tianjin TEDA Tsinlien Heat & Power Co., Ltd.) at a total consideration of HK\$380 million (the “Agreement”), and, as part of the consideration, the issue of 20,000,000 shares of nominal value of HK\$0.10 each in the Company (each, a “Share”, together, the “Consideration Shares”) at an issue price of HK\$3.745 per share, was duly passed by the shareholders of the Company (the “Shareholders”) other than Tsinlien and its associates (the “Independent Shareholders”); and (2) the ordinary resolution no. 2 set out in the notice of EGM (the “Ordinary Resolution No. 2”) proposed to approve, by way of poll, that Mr. Bai Zhisheng be re-elected as an executive director of the Company (“Ordinary Resolution No. 2”) was duly passed by the Shareholders.

As at the date of the EGM, the Company has 910,656,027 issued Shares. The total number of Shares entitling the holders to attend and vote for or against the Ordinary Resolution No. 1 at the EGM is 329,700,884 and there are no Shares entitling the holders to attend and vote only against the Ordinary Resolution No. 1 at the EGM. The total number of Shares entitling the holders to attend and vote for or against the Ordinary Resolution No. 2 at the EGM is 910,656,027 and there are no Shares entitling the holders to attend and vote only against the Ordinary Resolution No. 2 at the EGM.

The Company confirms that Tsinlien and its associates, being the connected persons of the Company within the meaning of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited holding 580,955,143 Shares representing approximately 63.8% of the issued share capital of the Company as at the EGM, abstained from voting in respect of the Ordinary Resolution No. 1.

The Company’s share registrar and transfer office, Tengis Limited, of 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong, was appointed as scrutineer for the purposes of vote-taking at the EGM.

The poll results in respect of the Ordinary Resolution No. 1 and No. 2 taken at the EGM are as follows:

The Ordinary Resolution	No. of votes cast and percentage of total number of votes cast		Total number of votes cast
	For	Against	
The ordinary resolution no.1 set out in the Notice of the EGM.	41,389,000 (100%)	0 (0%)	41,389,000
The ordinary resolution no. 2 set out in the Notice of the EGM.	564,578,133 (100%)	0 (0%)	564,578,133

As more than 50% of the votes were cast in favour of both the Ordinary Resolution No. 1 and the Ordinary Resolution No. 2, Ordinary Resolution No. 1 and No. 2 were duly passed as ordinary resolutions of the Company at the EGM.

As at the date of this announcement, the Board comprises ten executive Directors, namely Mr. Wang Guanghao, Dr. Ren Xuefeng, Mr. Yu Rumin, Dr. Zhang Hongru, Mr. Nie Jiansheng, Dr. Wang Jiandong, Mr. Bai Zhisheng, Mr. Yang Liheng, Mr. Sun Zengyin and Dr. Pang Jinhua; two non-executive Directors, namely Mr. Ye Disheng and Mr. Cheung Wing Yui; and three independent non-executive Directors, namely Mr. Kwong Che Keung, Gordon, Mr. Lau Wai Kit and Dr. Cheng Hon Kwan.

By order of the Board  
**Tianjin Development Holdings Limited**  
**Wang Guanghao**  
*Chairman*

Hong Kong, 23 February 2006

Please also refer to the published version of this announcement in The Standard.