



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)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Tianjin Development Holdings Limited (the “**Company**”) will be held at Salon II, Ballroom Level, The Ritz-Carlton Hotel, 3 Connaught Road Central, Hong Kong on 23 February 2006 at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional sale and purchase 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) (the “**Agreement**”, a copy of which has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) and all transactions contemplated thereunder the Agreement and any further agreement or document in connection therewith be and are hereby approved, ratified and/or confirmed; and
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of and permission to deal in the 20,000,000 new shares of HK\$0.10 each of the Company (each, a “**Consideration Share**”, and together the “**Consideration Shares**”), the directors of the Company be and are hereby authorized to allot and issue the Consideration Shares credited as fully paid at the issue price of HK\$3.745 per Consideration Share to Tsinlien or its designed wholly-owned subsidiaries pursuant to the terms of the Agreement and that the Consideration Shares shall, when allotted and issued, rank pari passu in all respects with all other shares of HK\$0.10 each in the capital of the Company in issue at the date of such allotment and issue; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorized to do all such acts and things, to sign and execute all such other documents, deeds, instruments and agreements and to take such steps as he/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement and any further agreement or document as mentioned in paragraphs (a) and (b) above or any of the transactions contemplated therein and all other matters incidental thereto.”

2. “**THAT** Mr. Bai Zhisheng be and is hereby re-elected as an executive director of the Company.”

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

Hong Kong, 4 February 2006

*Registered Office:*

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

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share any one of such persons may vote, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.

- (3) A form of proxy for use at the meeting is enclosed with the circular to shareholders of the Company.
- (4) The instrument appointing a proxy must be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- (5) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the share registrar of the Company, Tengis Limited at Level 25, Three Pacific Place, 1 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the holding the meeting (or adjourned thereof, as the case may be).
- (6) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting. If such member attends the meeting, his form of proxy will be deemed to have been revoked.
- (7) The translation into Chinese of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*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.*

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