



天津發展控股有限公司

TIANJIN DEVELOPMENT HOLDINGS LIMITED

(Incorporated in Hong Kong SAR with limited liability under the 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 Kennedy Room, 7/F., Conrad Hotel, 88 Queensway, Hong Kong on 8 May 2006 at 9:30 a.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) conditional on Resolution No. 2 below being approved by the independent shareholders of the Company:
 - (i) the agreements to be entered into between (1) Tianjin Container Terminal Co., Limited (“Tianjin Container”), Tianjin Port (Group) Co., Limited (“Tianjin Port Group”) and Bureau of Land Resources and Housing Management of the Municipality of Tianjin (天津市國土資源和房屋管理局) (the “Tianjin Land Bureau”) and (2) Tianjin Harbour Second Stevedoring Co., Ltd. (“Tianjin Second Stevedoring”), Tianjin Port Group and the Tianjin Land Bureau in relation to the acquisition of the land use rights, berths, railways and warehouses located at the port of Tianjin (the “Properties”), copies of which have been produced to the meeting and for the purpose of identification signed by the chairman of the meeting as “A”;

- (ii) the agreement to be entered into between Tianjin Container and Tianjin Port Group in relation to the acquisition of certain equipment (including 2 portainers and 1 transtainer) (the “Port Equipment”), a copy of which has been produced to the meeting and for the purpose of identification signed by the chairman of the meeting as “B”, (collectively, the “Sale and Purchase Agreements”);
- (iii) the deed of termination in relation to the termination of certain pre-emptive rights and options to be entered into between the Company and Tianjin Port Group, a copy of which has been produced to the meeting and for the purpose of identification signed by the chairman of the meeting marked as “C” (the “Deed of Termination on Pre-emptive Rights”); and
- (iv) the agreements entered/to be entered into between Tianjin Container and/or Tianjin Second Stevedoring and Tianjin Port Group in relation to the termination of (i) the agreements for the leasing of the Properties and the Port Equipment and (ii) the agreements for the provision of services in connection with the collection of port administration fee, provision of container reconfiguration storage, provision of supporting and auxiliary services and provision of inventory management and materials supplies, all of which were entered into in 1997 and as may be subsequently amended or supplemented, copies of which have been produced to the meeting and for the purpose of identification signed by the chairman of the meeting as “D”, (collectively, the “Termination Agreements”),

and all transactions contemplated under each of the Sale and Purchase Agreements, the Deed of Termination on Pre-emptive Rights and the Termination Agreements and any further agreement or documents in connection therewith be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company, or any two directors of the Company if the affixing of the common seal is necessary, be and is/are hereby authorised to do all such acts and things, to confirm and ratify, to sign and execute the Sale and Purchase Agreements, the Deed of Termination on Pre-emptive Rights and the Termination Agreements and any further agreement(s) or document(s) in connection therewith, to enter into 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 any of the Sale and Purchase Agreements, the Deed of Termination on Pre-emptive Rights and the Termination Agreements and any further agreement(s) or document(s) as mentioned in paragraph (a) above or any of the transactions contemplated therein and all other matters incidental thereto.”
2. **“THAT** conditional on Resolution No. 1 above being approved by the independent shareholders of the Company, (i) the spin-off of Tianjin Port Container Terminal Co., Limited (“Tianjin Container”) and Tianjin Harbour Second Stevedoring Co., Ltd. (“Tianjin Second Stevedoring”) and their subsidiaries and associated companies and the separate listing of the shares of Tianjin Port Development Holdings Limited (“Tianjin Port Development”) (the “Spin-off”), which constitutes a material dilution (for the purposes of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules” and the “Stock Exchange” respectively)) of the interest of Tianjin Development Holdings Limited (the “Company”) in Tianjin Port Development, its subsidiaries and associated companies and a possible major transaction (for the purposes of the Listing Rules), subject to and conditional upon (among other things): (a) the approval by the independent shareholders of the Company; (b) the listing committee of the Stock Exchange granting approval for the Spin-off and/or the listing of, and permission to deal in, all the shares of Tianjin Port Development (“Tianjin Port Development Shares”) in issue and to be issued in connection with the Spin-off and any Tianjin Port Development Shares which may be issued pursuant to the exercise of options to be granted under the share option scheme of Tianjin Port Development; and (c) the obligations of the underwriters under the underwriting agreement(s) in respect of the Spin-off becoming unconditional (including, if relevant, as a result of the waiver of any

condition(s) by, or on behalf of, the underwriters) and not being terminated in accordance with the respective terms of such agreements or otherwise, (ii) the reorganisation (the “Reorganisation”) mentioned in the circular of the Company dated 22 April 2006, be and are hereby approved and the board of directors of the Company (the “Board”) be and is hereby authorised on behalf of the Company to approve and implement the Spin-off including, without limitation, the Reorganisation and to do all such acts, to enter into all such agreements, transactions and arrangements and to take all such actions in connection therewith or arising therefrom relating to the Spin-off including, without limitation, the Reorganisation as the Board may consider necessary or expedient in order to give effect to the Spin-off, including without limitation, the Reorganisation.”

3. “**THAT** the share option scheme of Tianjin Port Development (the “Share Option Scheme”), the terms of which are contained in the document marked as “E” and a summary of which is set out in the circular of the Company dated 22 April 2006 contained in the document marked as “F” and despatched to the shareholders of the Company of which the notice convening this meeting forms part and produced to the meeting and for the purpose of identification signed by the Chairman thereof, subject to and conditional upon (among other things): (a) the passing of an ordinary resolution approving the adoption of the Share Option Scheme by the shareholder(s) of Tianjin Port Development; (b) the approval of the Share Option Scheme by the shareholders of the Company; (c) the listing committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the shares of Tianjin Port Development which may fall to be issued pursuant to the exercise of options granted under the Share Option Scheme; (d) the commencement of dealings in the shares of Tianjin Port Development on the Stock Exchange; and (e) the obligations of the underwriters under the underwriting agreements becoming unconditional (including, if relevant, as a result of the waiver of any condition(s) by the underwriters) and not being terminated in accordance with the respective terms of such agreements or otherwise, be and is hereby approved and the board of directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions and arrangement(s) as may be necessary or expedient in order to give effect to the Share Options Scheme.”

4. “**THAT** Mr. Zhang Wenli 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 22 April 2006

Registered Office:

Suites 7-13, 36/F.,
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 registered holders of any share, any one of such persons may vote at the meeting, 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 the 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 authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised 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 of attorney or authority, must be deposited at the share registrar of the Company, Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (or any adjournment 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 language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the board of directors of the Company consists of Mr. Wang Guanghao, Dr. Ren Xuefeng, Mr. Yu Rumin, Dr. Zhang Hongru, Mr. Nie Jiansheng, Dr. Wang Jiandong, Mr. Bai Zhisheng, Mr. Zhang Wenli, Mr. Sun Zengyin and Dr. Pang Jinhua as executive directors, Mr. Ye Disheng and Mr. Cheung Wing Yui as non-executive directors and Mr. Kwong Che Keung, Gordon, Mr. Lau Wai Kit and Dr. Cheng Hon Kwan as independent non-executive directors.

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