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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)

**RESULTS OF THE EXTRAORDINARY GENERAL MEETING IN RELATION TO  
(1) POSSIBLE MAJOR TRANSACTION IN RELATION TO THE PROPOSED SPIN-OFF AND  
SEPARATE LISTING OF TIANJIN PORT DEVELOPMENT HOLDINGS LIMITED ON THE MAIN  
BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED;  
(2) PROPOSED DISCLOSEABLE AND CONNECTED TRANSACTION IN  
RELATION TO THE ACQUISITION;  
(3) CONNECTED TRANSACTIONS IN RELATION TO THE TERMINATIONS;  
(4) PROPOSED CONTINUING CONNECTED TRANSACTIONS; AND  
(5) RE-ELECTION OF RETIRING DIRECTOR**

The Board is pleased to announce that at the EGM held on 8 May 2006, the ordinary resolutions proposed to approve, by way of poll, (1) the Acquisition and the Terminations was duly passed by the Independent Shareholders; (2) the proposed spin-off was duly passed by the Independent Shareholders; (3) the adoption of the Share Option Scheme was duly passed by the Shareholders and (4) that Mr. Zhang Wenli 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 12 September 2005 (the “Announcement”) and the circular of the Company dated 22 April 2006 (the “Circular”).

Unless otherwise defined, terms defined in the Circular shall have the same meanings when used in this announcement.

The board of Directors of the Company (the “Board”) is pleased to announce that at the extraordinary general meeting of the Company held on 8 May 2006 (the “EGM”), (1) the ordinary resolution no. 1 (the “Ordinary Resolution No. 1”) set out in the notice of the EGM dated 22 April 2006 (the “Notice of EGM”) proposed to approve, by way of poll, the Acquisition and the Terminations (both as defined in the Circular), was duly passed by the Shareholders other than Tsinlien and its associates (the “Independent Shareholders”); (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, the proposed spin-off was duly passed by the Independent Shareholders; (3) the ordinary resolution no. 3 set out in the notice of EGM (the “Ordinary Resolution No. 3”) proposed to approve, by way of poll, the adoption of the Share Option Scheme was duly passed by the Shareholders; and (4) the ordinary resolution no. 4 set out in the notice of EGM (the “Ordinary Resolution No. 4”) proposed to approve, by way of poll, that Mr. Zhang Wenli be re-elected as an executive director of the Company was duly passed by the Shareholders.

As at the date of the EGM, the Company has 969,617,564 Shares in issue. The total number of Shares entitling the holders to attend and vote for or against each of the Ordinary Resolution No. 1 and Ordinary Resolution No. 2 at the EGM is 127,469,525 and there are no Shares entitling the holders to attend and vote only against the Ordinary Resolution No. 1 and Ordinary Resolution No. 2 at the EGM. The total number of Shares entitling the holders to attend and vote for or against the Ordinary Resolution No. 3 at the EGM is 646,796,658 and there are 23,862,000 Shares entitling the holders to attend and vote only against the Ordinary Resolution No. 3 at the EGM. The total number of Shares entitling the holders to attend and vote for or against the Ordinary Resolution No. 4 at the EGM is 670,658,658 and there are no Shares entitling the holders to attend and vote only against the Ordinary Resolution No. 4 at the EGM.

The Company confirmed that as Tsinlien has been deemed by the Stock Exchange as connected persons of the Company to the Proposed Spin-off, the Acquisition and the Terminations within the meaning of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Tsinlien and its associates (holding 583,355,143 Shares representing approximately 60.16% of the issued share capital of the Company as at the date of the EGM), abstained from voting in respect of the Ordinary Resolutions No. 1 and No. 2.

The Company’s share registrar, Tengis Limited (Address: 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong) was appointed as the scrutineer for the purposes of vote-taking.

The poll results in respect of the ordinary resolutions passed at the EGM of the Company were as follows:

Ordinary Resolutions	Number of Votes (%)	
	For <i>(no. of Shares)</i>	Against <i>(no. of Shares)</i>
1. Ordinary resolution to approve the Acquisition and the Terminations (as set out in full in the Circular)	127,469,525 (100%)	NIL (0%)
2. Ordinary resolution to approve the Proposed Spin-off (as set out in full in the Circular)	127,469,525 (100%)	NIL (0%)
3. Ordinary resolution to approve the adoption of the Share Option Scheme (as set out in full in the Circular)	646,796,658 (96.44%)	23,862,000 (3.56%)
4. Ordinary resolution to approve and re-elect Mr. Zhang Wenli as an executive director of the Company (as set out in full in the Circular)	670,658,658 (100%)	NIL (0%)
As more than 50% of the votes were cast in favour of the resolutions, the resolutions were duly passed as ordinary resolutions of the Company.		

As at the date of this announcement, the Board 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, 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.

By order of the Board  
**Wang Guanghao**  
*Chairman*

Hong Kong, 8 May 2006

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