



天津發展控股有限公司

TIANJIN DEVELOPMENT HOLDINGS LIMITED

(Incorporated in Hong Kong 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 Alexandra Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on 16 January 2008 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (i) the conditional sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 3 December 2007 entered into among (i) the Company, (ii) Championwin Limited (“**Championwin**”), an indirect wholly-owned subsidiary of the Company, and (iii) Tsinlien Group Company Limited (“**Tsinlien**”) (a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purposes), whereby Championwin agreed to purchase and Tsinlien agreed to sell (i) the entire issued share capital of Tsinlien Realty Limited (“**Tsinlien Realty**”) and (ii) all the shareholder’s loan advanced by Tsinlien to Tsinlien Realty at the completion of the Sale and Purchase Agreement, for a total consideration of HK\$825,000,000 which will be satisfied as to HK\$560,000,000 paid in cash and as to the balance thereof, being HK\$265,000,000, by the allotment and issue of 31,850,000 new shares of HK\$0.10 each in the share capital of the Company (collectively the “**Consideration Shares**”) at an issue price of approximately HK\$8.32 per share to Tsinlien or its nominee(s) be and are hereby approved, confirmed and ratified and the directors (the “**Directors**”) of the Company be and are hereby authorized to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder; and
- (ii) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consideration Shares, the allotment and issue of the Consideration Shares of HK\$0.10 each of the Company credited as fully paid at an issue price of approximately HK\$8.32 per Consideration Share to the Tsinlien or its nominee(s) pursuant to the Sale and Purchase Agreement be and is hereby approved and any Director be and is hereby authorised to allot and issue the Consideration Shares in accordance with the terms of the Sale and Purchase Agreement and to take all steps necessary, desirable or expedient in his opinion to implement or give effect to the allotment and issue of the Consideration Shares.”

By Order of the Board

Tianjin Development Holdings Limited

Ren Xuefeng

Chairman

Hong Kong, 21 December 2007

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) 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 Company's share registrar, Tricor 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).
- (3) The ordinary resolution as set out above will be determined by way of poll.
- (4) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (5) As at the date of this notice, the Board consists of sixteen Directors, namely Dr. Ren Xuefeng, Mr. Yu Rumin, Mr. Nie Jiansheng, Mr. Dai Yan, Mr. Hu Chengli, Dr. Wang Jiandong, Mr. Bai Zhisheng, Mr. Zhang Wenli, Mr. Sun Zengyin, Dr. Zong Guoying and Mr. Zheng Daoquan as executive Directors; Mr. Wang Guanghao 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.