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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 Companies Ordinance)

(Stock code: 882)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
MEMBER OF THE AUDIT COMMITTEE**

The Board announces that Mr. Lau has tendered his resignation as independent non-executive director and member of the audit committee of the Company with effect from 4 August 2009.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Tianjin Development Holdings Limited (the “**Company**”) announces that Mr. Lau Wai Kit (“**Mr. Lau**”) has tendered his resignation as independent non-executive director and member of the audit committee of the Company with effect from 4 August 2009 due to his other business commitments. Mr. Lau has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Lau for his valuable contribution to the Company.

NON-COMPLIANCE WITH LISTING RULES

Following the resignation of Mr. Lau, the Company has only two independent non-executive directors and two audit committee members, the number of which falls below the minimum number required under Rule 3.10(1) and Rule 3.21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Company is looking for a suitable candidate to fill the vacancy of an independent non-executive director to meet the minimum required number of independent non-executive directors and audit committee members under Rule 3.10(1) and Rule 3.21 of the Listing Rules. The Company will make further announcement as and when required by the Listing Rules.

By Order of the Board
Tianjin Development Holdings Limited
Yu Rumin
Acting Chairman

Hong Kong, 3 August 2009

As at the date of this announcement, the Board consists of Mr. Yu Rumin, Mr. Wu Xuemin, Mr. Nie Jiansheng, Mr. Dai Yan, Mr. Zheng Daoquan, Dr. Wang Jiandong, Mr. Bai Zhisheng, Mr. Zhang Wenli, Mr. Sun Zengyin and Mr. Gong Jing as executive directors; Mr. Cheung Wing Yui as non-executive director; and Mr. Kwong Che Keung, Gordon, Mr. Lau Wai Kit and Dr. Cheng Hon Kwan as independent non-executive directors.