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天津港發展控股有限公司

Tianjin Port Development Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03382)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Tianjin Port Development Holdings Limited (the “Company”) will be held at Gloucester Room 1, 3rd Floor, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong at 3:00 p.m. on Monday, 12 December 2011 for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

the New Integrated Services Framework Agreement, the transactions contemplated thereunder and the related proposed annual caps for the three years ending 31 December 2014, all as defined and described in the circular of the Company dated 24 November 2011, and all other transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and/or ratified; and that the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the New Integrated Services Framework Agreement, the transactions contemplated thereunder and the related proposed annual caps for the three years ending 31 December 2014 and all other transactions thereby contemplated as they may in their discretion consider to be desirable and in the interests of the Company.”

2. “**THAT**

the New Sales Framework Agreement, the transactions contemplated thereunder and the related proposed annual caps for the three years ending 31 December 2014, all as defined and described in the circular of the Company dated 24 November 2011, and all other transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and/or ratified; and that the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the New Sales Framework Agreement, the transactions contemplated thereunder and the related proposed annual caps for the three years ending 31 December 2014 and all other transactions thereby contemplated as they may in their discretion consider to be desirable and in the interests of the Company.”

By order of the Board of
Tianjin Port Development Holdings Limited
Yu Rumin
Chairman

Hong Kong, 24 November 2011

Notes:

1. Any member of the Company entitled to attend and vote at the meeting (or any adjourned meeting thereof) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
5. As at the date of this notice, the board of directors of the Company consists of Mr. Yu Rumin, Mr. Tian Changsong, Mr. Li Quanyong, Mr. Wang Rui and Mr. Dai Yan as executive directors; Mr. Kwan Hung Sang, Francis, Professor Japhet Sebastian Law and Dr. Cheng Chi Pang, Leslie as independent non-executive directors.