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Tian Shan Development (Holding) Limited
天山發展(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2118)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Tian Shan Development (Holding) Limited (the “**Company**”) will be held at Room 3006, Level 30, One Exchange Square, 8 Connaught Place, Hong Kong on Friday, 10 February 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“**THAT**

- (i) the form and substance of the construction services agreement dated 19 December 2011 (a copy of which is tabled at the EGM marked “A” and signed by the Chairman of the meeting for identification purpose) entered into between the Company, 天山房地產開發有限公司 (Tian Shan Real Estate Development Limited) and 河北天山實業集團建築工程有限公司 (Hebei Tianshan Industrial Group Construction Engineering Company Limited) (“**Tianshan Construction**”) (the “**2012 Construction Services Agreement**”) in relation to the provision of construction works and services for the property projects of the Company and its subsidiaries (the “**Group**”) according to the tender documents and the construction contracts signed or to be signed between Tianshan Construction and the Group from time to time for a term of two years from 1 January 2012 to 31 December 2013 and the transactions contemplated under it be and are hereby approved, confirmed and ratified;
- (ii) the estimated annual caps as set out in the circular of the Company dated 20 January 2012, being the expected construction costs incurred by the Group for the construction works and services to be provided by Tianshan Construction under the 2012 Construction Services Agreement for the two years ending 31 December 2013, be and are hereby approved; and

(iii) the execution of the 2012 Construction Services Agreement by any director of the Company be and is hereby approved, ratified and confirmed and any director of the Company be and is hereby authorised to sign, execute, perfect and deliver all such documents and, where necessary, to affix the common seal of the Company on any such document as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with the implementation of the 2012 Construction Services Agreement and the transactions contemplated under it.”

By order of the Board
Tian Shan Development (Holding) Limited
Wu Zhen Shan
Chairman

Hong Kong, 20 January 2012

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the branch share registrar of the Company, Tricor Investor Services Limited, 26th Floor, 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 adjournment thereof).
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this announcement, the Board comprises four executive Directors, Mr. Wu Zhen Shan, Mr. Wu Zhen Ling, Mr. Zhang Zhen Hai and Mr. Wu Zhen He; and three independent non-executive Directors, Mr. Tian Chong Hou, Mr. Wang Ping and Mr. Cheung Ying Kwan.