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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Tianjin Port Development Holdings Limited (the “Company”) will be held at Victoria Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong at 3:00 p.m. on Thursday, 31 May 2012, for the following purposes:

1. To receive and consider the audited consolidated financial statements and the Report of the Directors and Independent Auditor’s Report for the year ended 31 December 2011.
2. To approve and declare a final dividend for the year ended 31 December 2011.
3. To re-elect the retiring directors of the Company and to authorise the board of directors of the Company to fix the directors’ remuneration for the ensuing year.
4. To re-appoint PricewaterhouseCoopers as auditors of the Company for the ensuing year and to authorise the board of directors of the Company to fix their remuneration.
5. To consider, as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT** the directors of the Company be and are hereby granted an unconditional general mandate to repurchase issued shares of HK\$0.10 each in the capital of the Company in accordance with all applicable laws and subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (as defined in sub-paragraph (c) below);

(b) the aggregate nominal amount of shares of the Company to be purchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution; and

(c) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the laws of the Cayman Islands or any applicable laws to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”

(B) “**THAT** the directors of the Company be and are hereby granted an unconditional general mandate to allot, issue, dispose of and deal with additional shares in the capital of the Company or securities convertible into shares, and to make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) in respect thereof, subject to the following conditions:

(a) such mandate shall not extend beyond the Relevant Period (as defined in sub-paragraph (c) below) save that the directors may during the Relevant Period make or grant offers, agreements and options (including bonds, notes, warrants, debentures and securities convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;

(b) the aggregate nominal amount of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors, otherwise than pursuant to (i) a Rights Issue (as defined in sub-paragraph (c) below); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures or securities; or (iii) the grant or exercise of options issued under any share option scheme adopted by the Company for the grant or issue to employees of the Company and/or any of its subsidiaries and/or associated companies of options to subscribe for or rights to acquire shares of the Company; or (iv) pursuant to any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company or with the consent of the Company in general meeting, shall not exceed 20% of the aggregate nominal amount of the shares of the Company in issue at the date of passing of this resolution; and

(c) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the laws of the Cayman Islands or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof as at that date (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

- (C) “**THAT** subject to the passing of the Ordinary Resolutions 5(A) and 5(B) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue, dispose of and deal with additional shares in the capital of the Company pursuant to Ordinary Resolution 5(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to Ordinary Resolution 5(A) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

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

Hong Kong, 26 April 2012

Notes:

1. Any member of the Company entitled to attend and vote at the meeting (or any adjournment 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 notarially certified copy thereof, must be deposited at the branch share registrar of the Company 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. With regard to item no. 2 in this notice, the board of directors of the Company recommends the payment of a final dividend of HK2.23 cents per share for the year ended 31 December 2011 out of the share premium account of the Company to shareholders of the Company whose names appear on the register of members of the Company on 8 June 2012.

The register of members of the Company will be closed from 6 June 2012 to 8 June 2012, both days inclusive. In order to qualify for the final dividend, all the relevant share certificates and the transfer documents must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 5 June 2012.

4. With regard to item no. 3 in this notice, the board of directors of the Company proposes that the retiring directors, namely Mr. Yu Rumin, Mr. Li Quanyong and Dr. Cheng Chi Pang, Leslie be re-elected as directors of the Company. Biographical details of these directors are set out in Appendix II to the circular to shareholders of the Company dated 26 April 2012.
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; and Prof. Japhet Sebastian Law and Dr. Cheng Chi Pang, Leslie as independent non-executive directors.