



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)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 3 JUNE 2015 (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(Note 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of
HK\$0.10 each in the capital of Tianjin Port Development Holdings Limited (the "Company") hereby appoint the Chairman of the AGM ^(Note 3)
or _____
of _____

as my/our proxy to attend and act on my/our behalf at the Annual General Meeting (the "AGM") of the Company to be held at Gloucester Room 1, 3rd Floor, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Wednesday, 3 June 2015 at 3:00 p.m. or at any adjournment thereof and to vote for me/us on the resolutions referred to in the Notice of AGM (with or without modifications) as indicated below:

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements, the Report of the Directors and the Independent Auditor's Report for the year ended 31 December 2014.		
2.	To declare a final dividend of HK5.32 cents per share for the year ended 31 December 2014 out of the share premium account of the Company.		
3.	(a) To re-elect Mr. WANG Rui as Director.		
	(b) To re-elect Prof. Japhet Sebastian LAW as Director.		
	(c) To re-elect Mr. ZHANG Weidong as Director.		
	(d) To authorise the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board of Directors to fix its remuneration.		
5(A).	To grant a general mandate to the Directors to repurchase shares of the Company. ^(Note 5)		
5(B).	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company. ^(Note 5)		
5(C).	To extend the general mandate granted to the Directors to allot, issue and deal with shares of the Company by the number of shares repurchased by the Company. ^(Note 5)		

Signature _____ ^(Note 6) Dated _____, 2015

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the AGM is preferred, strike out the words "the Chairman of the AGM or", and insert the name and address of the proxy in the space provided.
- IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF FOR A PARTICULAR RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH YOUR PROXY TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes, whether to vote for or against the relevant resolution(s) or to abstain from voting, at his discretion. Your proxy will also be entitled to vote at his discretion or to abstain from voting on any resolutions properly put to the meeting other than those referred to in the Notice of AGM.
- The full text of Resolutions 5(A) to 5(C) are set out in the Notice of AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal (if any) or under the hand of any duly authorised officer.
- In the case of joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in register of members of the Company in respect of the relevant joint holding.
- In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time scheduled for holding the AGM or any adjournment thereof (as the case may be).
- The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your instructions and/or requests as stated in this form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.