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If you have sold or transferred all your shares in **Tianjin Port Development Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES,
DECLARATION OF DIVIDEND,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM 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. is set out on pages 14 to 17 of this circular. A form of proxy for use at the AGM (or any adjournment thereof) is also enclosed.

Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time scheduled for holding the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

27 April 2015

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

“AGM”	the annual general meeting 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 any adjournment thereof);
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	Tianjin Port Development Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 03382);
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	20 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	registered holder(s) of the Shares;
“Share Option Scheme”	the share option scheme of the Company adopted on 26 April 2006;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Ms. ZHANG Lili (*Chairman*)
Mr. ZHENG Qingyue (*Vice Chairman*)
Mr. LI Quanyong (*Managing Director*)
Mr. WANG Rui
Ms. SHI Jing

Registered Office:

Clifton House, 75 Fort Street
P. O. Box 1350
Grand Cayman, KY1-1108
Cayman Islands

Independent Non-executive Directors:

Prof. Japhet Sebastian LAW
Dr. CHENG Chi Pang, Leslie
Mr. ZHANG Weidong

Principal Place of Business in Hong Kong:

Suite 3904-3907, 39/F.
Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

27 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES,
DECLARATION OF DIVIDEND,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the ordinary resolutions to be proposed at the AGM for approving (i) the general mandates to repurchase and issue Shares; (ii) the declaration of a final dividend; and (iii) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

Given the general mandates to repurchase and issue Shares granted by the Shareholders at the annual general meeting of the Company held on 5 June 2014 will lapse at the conclusion of the AGM, separate ordinary resolutions will be proposed at the AGM:

- (a) grant of a general mandate to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of the Shares in issue as at the date of passing the relevant resolution (the “Repurchase Mandate”). Details of the proposed resolution for the Repurchase Mandate are set out in resolution 5(A) of the notice of AGM;
- (b) grant of a general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the total number of the Shares in issue as at the date of passing the relevant resolution (the “Share Issue Mandate”). Details of the proposed resolution for the Share Issue Mandate are set out in resolution 5(B) of the notice of AGM; and
- (c) conditional upon the passing of the resolutions to grant the Repurchase Mandate and the Share Issue Mandate, extension of the Share Issue Mandate by an amount representing the total number of the Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the total number of the Shares in issue as at the date of passing the resolution for approving the Share Issue Mandate (the “Extension Mandate”). Details of the proposed resolution for the Extension Mandate are set out in resolution 5(C) of the notice of AGM.

Subject to the passing of the relevant resolution for the Share Issue Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with up to a maximum of 1,231,600,000 Shares.

An explanatory statement, as required by the Listing Rules, providing the information reasonably necessary to enable the Shareholders to make an informed decision whether to support the proposed resolution regarding the Repurchase Mandate is set out in Appendix I to this circular.

DECLARATION OF FINAL DIVIDEND

The Board recommends the payment of 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 (the “Dividend”) to the Shareholders whose names appear on the register of members of the Company on 11 June 2015.

LETTER FROM THE BOARD

The register of members of the Company will be closed from 9 June 2015 to 11 June 2015 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the Dividend, all transfer forms and the relevant share certificates must be lodged with 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 later than 4:30 p.m. on 8 June 2015.

RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, namely Ms. Zhang Lili, Mr. Zheng Qingyue, Mr. Li Quanyong, Mr. Wang Rui, Ms. Shi Jing, Prof. Japhet Sebastian Law, Dr. Cheng Chi Pang, Leslie and Mr. Zhang Weidong.

Pursuant to Article 108 of the Articles, Mr. Wang Rui, Prof. Japhet Sebastian Law and Mr. Zhang Weidong shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election.

Prof. Japhet Sebastian Law has served on the Board for more than 9 years. As an independent non-executive Director, Prof. Law has expressed objective views and given independent guidance to the Company over the years and continues demonstrating a firm commitment to his roles. The Board and the nomination committee of the Company consider that the long services of Prof. Law would not affect his exercise of independent judgement and are satisfied that Prof. Law has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. The Board considers that the re-election of Prof. Law as Director is in the best interest of the Company and the Shareholders as a whole.

Information on the Directors proposed for re-election at the AGM as required to be disclosed under the Listing Rules is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice convening the AGM 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., at which ordinary resolutions will be proposed to approve, inter alia, the Repurchase Mandate, the Share Issue Mandate, the Extension Mandate, the declaration of the Dividend and the re-election of Directors, is set out on pages 14 to 17 of this circular.

The register of members of the Company will be closed from 1 June 2015 to 3 June 2015 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer forms and the relevant share certificates must be lodged with 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 later than 4:30 p.m. on 29 May 2015.

LETTER FROM THE BOARD

Whether or not you are able to attend the AGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time scheduled for holding the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will, therefore, exercise his power under Article 72 of the Articles to put each of the resolutions to be proposed at the AGM to be voted by way of a poll. An announcement on the results of the poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors consider that the proposals regarding the Repurchase Mandate, the Share Issue Mandate, the Extension Mandate, the declaration of the Dividend and the re-election of Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
Tianjin Port Development Holdings Limited
Zhang Lili
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders in relation to the Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit a company with a primary listing on the Stock Exchange to repurchase its shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders' approval

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval of a particular transaction.

(b) Source of funds

Repurchases must be made out of funds legally available for such purpose. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

(c) Trading restrictions

The shares proposed to be repurchased by a company must be fully paid up. A maximum of 10% of the total number of existing issued shares of the Company as of the date of resolution passed on the grant of a repurchase mandate may be repurchased on the Stock Exchange. A company may not issue or announce an issue of new shares for a period of 30 days immediately following a repurchase (other than an issue of shares pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue shares which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a company shall not repurchase shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a company from repurchasing its own shares on the Stock Exchange if the repurchase would result in the number of that company's listed shares which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Listing Rules.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 6,158,000,000 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 615,800,000 Shares (representing 10% of the total number of the Shares in issue as at the Latest Practicable Date).

3. REASONS FOR REPURCHASES

The Directors are of the view that it may be to the benefit of the Company and its Shareholders to repurchase its Shares in certain circumstances. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share. Therefore, the Directors are seeking the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so when the Directors are of the view that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Company's constitutional documents and the applicable laws of the Cayman Islands, being capital paid up on the repurchased Shares or out of the funds of the Company otherwise available for dividend or distribution. Any premium payable on a purchase over the par value of the Shares to be purchased will be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account. It is envisaged that the funds required for any repurchase would be derived from such sources.

There may be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2014 in the event that the Repurchase Mandate is to be exercised in full.

The Directors however do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. CONNECTED PARTIES

No core connected persons (as defined in the Listing Rules) have notified the Company of any present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders and exercised by the Board.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months were as follows:

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2014		
April	1.35	1.20
May	1.28	1.16
June	1.31	1.18
July	1.32	1.21
August	1.40	1.24
September	1.59	1.27
October	1.86	1.39
November	1.91	1.67
December	2.03	1.56
2015		
January	1.74	1.53
February	1.60	1.45
March	1.73	1.50
April (up to the Latest Practicable Date)	2.77	1.62

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases have been made by the Company of its Shares in the six months prior to the Latest Practicable Date.

8. UNDERTAKING

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company under the Repurchase Mandate.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles.

9. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, so far as was known to the Directors, the following persons held the following Shares:

<u>Name of Shareholder</u>	<u>Capacity</u>	<u>Number of Shares held</u>	<u>Approximate percentage of issued share capital of the Company</u>
Tianjin Port Overseas Holding Limited ("Tianjin Port Overseas") (Note 1)	Beneficial owner	3,294,530,000	53.5%
Tianjin Port (Group) Co., Ltd. ("Tianjin Port Group") (Note 1)	Interest of a controlled corporation	3,294,530,000	53.5%
Leadport Holdings Limited (Note 2)	Beneficial owner	1,293,030,000	21.0%
Tianjin Development Holdings Limited ("Tianjin Development") (Note 2)	Interest of controlled corporations	1,293,180,000	21.0%
Tsinlien Group Company Limited ("Tsinlien") (Note 3)	Interest of controlled corporations	1,303,010,000	21.2%
天津市醫藥集團有限公司 (Tianjin Pharmaceutical Group Co., Ltd.*) ("Tianjin Pharmaceutical") (Note 3)	Interest of controlled corporations	1,303,010,000	21.2%
天津渤海國有資產經營管理有限公司 (Tianjin Bohai State-owned Assets Management Co., Ltd.*) ("Bohai") (Note 3)	Interest of controlled corporations	1,303,010,000	21.2%
天津津聯投資控股有限公司 (Tianjin Tsinlien Investment Holdings Co., Ltd.*) ("Tsinlien Investment") (Note 3)	Interest of controlled corporations	1,303,010,000	21.2%

* For identification purpose only

Notes:

1. By virtue of the SFO, Tianjin Port Group is deemed to be interested in all the Shares held by Tianjin Port Overseas, a wholly-owned subsidiary of Tianjin Port Group.
2. By virtue of the SFO, Tianjin Development (Stock Code: 00882), a company whose shares are listed on the Main Board of the Stock Exchange, is deemed to be interested in all the Shares held by Leadport Holdings Limited, a wholly-owned subsidiary of Tianjin Development.
3. Tianjin Development is a subsidiary of Tianjin Investment Holdings Limited which in turn is a wholly-owned subsidiary of Tsinlien. As at the Latest Practicable Date, Tianjin Investment Holdings Limited and Tsinlien Investment Limited were directly interested in 6,820,000 Shares and 3,010,000 Shares respectively, representing an aggregate of approximately 0.2% of the Shares in issue. Tsinlien Investment Limited is a wholly-owned subsidiary of Tsinlien. Tsinlien is a wholly-owned subsidiary of Tianjin Pharmaceutical, which in turn is wholly-owned directly by Bohai and indirectly by Tsinlien Investment. By virtue of the SFO, Tsinlien, Tianjin Pharmaceutical, Bohai and Tsinlien Investment are deemed to be interested in all the Shares held by each of Tianjin Development, Tianjin Investment Holdings Limited and Tsinlien Investment Limited.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the shareholding of Tianjin Port Group and Tsinlien Investment will be increased from 53.5% to 59.4% and from 21.2% to 23.5% respectively of the issued share capital of the Company. The public float for the Shares will then be 17.1%, which is below the minimum public float of 25% as required under Rule 8.08 of the Listing Rules.

Although exercise in full of the Repurchase Mandate will not result in either Tianjin Port Group or Tsinlien Investment becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code, the Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%. In exercising the Repurchase Mandate (whether in full or otherwise), the Directors will ensure the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of public float. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would give rise to this obligation.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code if the Repurchase Mandate is exercised in full.

The biographical information on the Directors proposed to be re-elected at the AGM is set out as follows:

1. Mr. WANG Rui, Executive Director

Aged 52, was appointed as an executive Director and deputy general manager of the Company on 28 March 2011. He is also a member of the remuneration committee of the Company. Mr. Wang holds senior engineer qualification. He graduated from the Department of Mechanical Engineering in Tianjin University of Technology and Education (天津職業技術師範學院) in 1987, completed the professional course in Administration Management in Tianjin University in 2000, and holds a postgraduate and master's degree from Dalian Maritime University (大連海事大學) in Transportation Planning and Management in 2009. Mr. Wang has extensive experience in port management. Mr. Wang joined Tianjin Port Group in 1983; he was the lecturer and the head of department in the Tianjin Water Transport Technical School (天津水運技校) and Tianjin Port Training Centre (天津港培訓中心). He was the deputy general manager, the general manager of Tianjin Port Holdings Co., Ltd. Storage & Transportation Branch (天津港股份有限公司儲運分公司) from 1996 to 2006. Mr. Wang was also the general manager of Tianjin Port International Logistics Development Co., Ltd. (天津港國際物流發展有限公司) from 2006 to 2010.

Mr. Wang has entered into a service contract with the Company for a term of three years with effect from 28 March 2014, which shall continue for further successive periods. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles. The remuneration of Mr. Wang is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities and prevailing market conditions. For the year ended 31 December 2014, Mr. Wang received remuneration (including Director's fee, salaries and other benefit, discretionary bonus and retirement schemes contributions) of HK\$2,712,025.

As at the Latest Practicable Date, Mr. Wang was interested in 3,000,000 Shares, which represent the Shares which may fall to be allotted and issued upon exercise in full of the share options granted by the Company to Mr. Wang under the Share Option Scheme.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang has no relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Wang which need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

2. Prof. Japhet Sebastian LAW, Independent Non-executive Director

Aged 63, was appointed as an independent non-executive Director on 8 September 2005. He is also the chairman of the remuneration committee and a member of the audit committee of the Company. Prof. Law obtained his Doctorate degree of Philosophy in mechanical/industrial engineering from the University of Texas at Austin in 1976. He was a Professor in the Department of Decision Sciences and Managerial Economics of the Chinese University of Hong Kong from 1986 until 2012, the Associate Dean and subsequently the Dean of the Faculty of Business Administration from 1993 until 2002. Prior to returning to Hong Kong, Prof. Law was the director of Operations Research at the Cullen College of Engineering and director of Graduate Studies in Industrial Engineering at the University of Houston, and was also involved with the U.S. Space Program in his career with McDonnell Douglas and Ford Aerospace in the United States. Prof. Law has acted as a consultant for various corporations in Hong Kong and overseas. He is active in public services, having served as a member of the Provisional Regional Council of The Government of the HKSAR and various other government advisory committees, and is also active in serving on the boards of profit, non-profit, and charitable organisations in Hong Kong and overseas.

Prof. Law is currently an independent non-executive director of Beijing Capital International Airport Co., Ltd. (Stock Code: 00694), Binhai Investment Company Limited (Stock Code: 02886), Regal Hotels International Holdings Limited (Stock Code: 00078), Shougang Fushan Resources Group Limited (Stock Code: 00639) and Shanghai La Chapelle Fashion Co., Ltd. (Stock Code: 06116), companies whose shares are listed on the Main Board of the Stock Exchange, Global Digital Creations Holdings Limited (Stock Code: 08271) and Tianjin Binhai Teda Logistics (Group) Corporation Limited (Stock Code: 08348), companies whose shares are listed on the Growth Enterprise Market of the Stock Exchange. Prof. Law was also an independent non-executive director of Cypress Jade Agricultural Holdings Limited (Stock Code: 00875), a company whose shares are listed on the Main Board of the Stock Exchange, from December 2011 to July 2013.

Prof. Law has entered into a service contract with the Company for a term of two years with effect from 8 September 2013, which shall continue for further successive periods. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles. The remuneration of Prof. Law is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities and prevailing market conditions. For the year ended 31 December 2014, Prof. Law received remuneration (including Director's fee and other benefit) of HK\$545,000.

As at the Latest Practicable Date, Prof. Law was interested in 3,150,000 Shares, of which 450,000 Shares represent the Shares which may fall to be allotted and issued upon exercise in full of the share options granted by the Company to Prof. Law under the Share Option Scheme.

Save as disclosed above, as at the Latest Practicable Date, Prof. Law has no relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Save as disclosed above, there are no other matters in relation to the re-election of Prof. Law which need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

3. Mr. ZHANG Weidong, *Independent Non-executive Director*

Aged 50, was appointed as an independent non-executive Director on 28 June 2012. He is also the chairman of the nomination committee, a member of the remuneration committee and the audit committee of the Company. Mr. Zhang holds a master's degree from Renmin University in Economics, a diploma of Programme for Management Development of Harvard Business School, and held a fellowship from Columbia University in New York.

Mr. Zhang is currently the deputy chief executive officer of OP Financial Investments Limited (Stock Code: 01140), a company whose shares are listed on the Main Board of the Stock Exchange. He is also the general manager of Jin Dou Development Fund, L.P., a joint venture investee of China Investment Corporation (CIC) and OP Financial Investments Limited, and a partner of Oriental Patron Financial Group primarily responsible for private equity investments. Mr. Zhang has over 13 years of experience in the operation and management of commercial banking, during which he worked in the international business department of the Industrial and Commercial Bank of China Limited ("ICBC") with final position level as deputy general manager of department, including 3 years in ICBC Almaty Branch, where he was in charge of treasury, credit lending and office operations. Moreover, Mr. Zhang has 11 years of investment banking experience, served as executive director of ICEA Finance Group (the investment banking arm of ICBC) and managing director of Alpha Alliance Finance Holdings, responsible for corporate finance and sales department respectively.

Mr. Zhang has entered into a service contract with the Company for a term of two years with effect from 28 June 2014, which shall continue for further successive periods. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles. The remuneration of Mr. Zhang is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities and prevailing market conditions. For the year ended 31 December 2014, Mr. Zhang received remuneration (including Director's fee and other benefit) of HK\$545,000.

As at the Latest Practicable Date, Mr. Zhang was interested in 450,000 Shares, which represent the Shares which may fall to be allotted and issued upon exercise in full of the share options granted by the Company to Mr. Zhang under the Share Option Scheme.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang has no relationship with any other Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Zhang which need to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the Annual 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 on Wednesday, 3 June 2015 at 3:00 p.m. for the following purposes:

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. To re-elect the directors of the Company and to authorise the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.
5. To consider, as special business and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(A) **“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

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

(B) **“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval of paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval of paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; or (iii) the grant of options to subscribe for or rights to acquire shares of the Company or the exercise of options granted under any share option scheme for the time being adopted by the Company; or (iv) any scrip dividend or other similar arrangement pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the total number of the shares of the Company in issue as at the date of passing this resolution; and

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(d) 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; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company 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** conditional on 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 and deal with additional shares 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 total number of shares of the Company 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 total number of the shares of the Company in issue as at the date of passing this resolution.”

By Order of the Board of
Tianjin Port Development Holdings Limited
Zhang Lili
Chairman

Hong Kong, 27 April 2015

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any shareholder 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 shareholder of the Company.
2. In order 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 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 meeting (or any adjournment thereof).
3. The register of members of the Company will be closed from 1 June 2015 to 3 June 2015 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer forms and the relevant share certificates must be lodged with 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 later than 4:30 p.m. on 29 May 2015.
4. The register of members of the Company will be closed from 9 June 2015 to 11 June 2015 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfer forms and the relevant share certificates must be lodged with 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 later than 4:30 p.m. on 8 June 2015.
5. All resolutions set out in this notice will be decided by poll at the meeting.
6. As at the date of this notice, the board of directors of the Company consists of Ms. Zhang Lili, Mr. Zheng Qingyue, Mr. Li Quanyong, Mr. Wang Rui and Ms. Shi Jing as executive directors; and Prof. Japhet Sebastian Law, Dr. Cheng Chi Pang, Leslie and Mr. Zhang Weidong as independent non-executive directors.