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)

FINAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2012

FINANCIAL HIGHLIGHTS

For the year ended 31 December 2012

- Revenue was HK$17,934.7 million
- Profit attributable to equity holders of the Company was HK$705.8 million
- Basic earnings per share of HK11.5 cents
- Proposed final dividend of HK2.19 cents per share

The board of directors (the "Board") of Tianjin Port Development Holdings Limited (the "Company") is pleased to announce the consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2012 as follows:

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2012

	Note	**2012**	2011
		HK$'000	*HK$'000*
Revenue	*2*	**17,934,680**	16,547,695
Business tax and surcharge		**(290,265)**	(319,811)
Cost of sales		**(13,671,856)**	(12,704,778)
Gross profit		**3,972,559**	3,523,106
Other income and gains	*3*	**160,558**	353,881
Administrative expenses		**(1,938,460)**	(1,775,372)
Other operating expenses		**(17,052)**	(13,855)
		2,177,605	2,087,760
Finance costs	*4*	**(403,770)**	(380,573)
Share of results of associates		**229,436**	173,750
Share of results of jointly controlled entities		**89,235**	55,177
Profit before income tax	*5*	**2,092,506**	1,936,114
Income tax	*6*	**(375,548)**	(308,157)
Profit for the year		**1,716,958**	1,627,957
Attributable to:			
Equity holders of the Company		**705,794**	713,264
Non-controlling interests		**1,011,164**	914,693
		1,716,958	1,627,957
Dividends	*7*	**282,652**	285,115
Earnings per share	*8*		
Basic (HK cents)		**11.5**	11.6
Diluted (HK cents)		**11.5**	11.6

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2012

	2012	2011
	HK$'000	*HK$'000*
Profit for the year	**1,716,958**	1,627,957
Other comprehensive income		
Fair value gain/(loss) on available-for-sale financial assets, net of tax	**44,347**	(105,093)
Currency translation differences	**86,052**	840,882
Other comprehensive income for the year, net of tax	**130,399**	735,789
Total comprehensive income for the year	**1,847,357**	2,363,746
Total comprehensive income for the year attributable to:		
Equity holders of the Company	**757,894**	1,096,793
Non-controlling interests	**1,089,463**	1,266,953
	1,847,357	2,363,746

CONSOLIDATED BALANCE SHEET

As at 31 December 2012

	Note	**2012**	2011
		HK$'000	*HK$'000*
ASSETS			
Non-current assets			
Land use rights		**5,109,441**	4,657,259
Property, plant and equipment		**17,079,593**	15,628,926
Intangible assets		**38,644**	32,667
Interests in associates		**2,367,092**	2,214,685
Interests in jointly controlled entities		**2,133,705**	2,178,853
Available-for-sale financial assets		**438,690**	359,233
Deferred income tax assets		**162,068**	121,034
		27,329,233	25,192,657
Current assets			
Inventories		**420,786**	474,194
Trade and other receivables	*9*	**3,904,937**	3,320,710
Restricted bank deposits		**321,840**	–
Cash and cash equivalents		**5,263,950**	4,575,156
		9,911,513	8,370,060
Total assets		**37,240,746**	33,562,717
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital		**615,800**	615,800
Reserves		**5,355,847**	5,349,301
Retained earnings		**4,500,111**	4,030,926
		10,471,758	9,996,027
Non-controlling interests		**11,189,020**	10,011,663
Total equity		**21,660,778**	20,007,690

CONSOLIDATED BALANCE SHEET
As at 31 December 2012

	Note	2012 HK$'000	2011 HK$'000
LIABILITIES			
Non-current liabilities			
Borrowings		**7,812,791**	6,204,755
Deferred income tax liabilities		**218,465**	172,072
Other long-term liabilities		**1,019**	1,014
		8,032,275	6,377,841
Current liabilities			
Trade and other payables	10	**4,708,965**	3,371,459
Current income tax liabilities		**89,484**	49,696
Borrowings		**2,749,244**	3,756,031
		7,547,693	7,177,186
Total liabilities		**15,579,968**	13,555,027
Total equity and liabilities		**37,240,746**	33,562,717
Net current assets		**2,363,820**	1,192,874
Total assets less current liabilities		**29,693,053**	26,385,531

Notes:

1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") and have been prepared under the historical cost convention, except for certain financial assets which are carried at fair value.

(a) The Group has adopted the following amendments for the accounting period beginning 1 January 2012:

HKAS 12 (Amendment)	*Income Taxes – Deferred Tax: Recovery of Underlying Assets*
HKFRS 7 (Amendment)	*Financial Instruments: Disclosures – Transfers of Financial Assets*

The adoption of these amendments has no significant impact on the results and financial position of the Group.

(b) The following standards, amendments and interpretations which have been issued and are not yet effective have not been early adopted by the Group:

HKFRSs (Amendments)	*Annual Improvements to HKFRSs 2009-2011 Cycle*[2]
HKAS 1 (Amendment)	*Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income*[1]
HKAS 19 (2011)	*Employee Benefits*[2]
HKAS 27 (2011)	*Separate Financial Statements*[2]
HKAS 28 (2011)	*Investments in Associates and Joint Ventures*[2]
HKAS 32 (Amendment)	*Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities*[3]
HKFRS 7 (Amendment)	*Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities*[2]
HKFRS 9	*Financial Instruments*[4]
HKFRS 7 (Amendment) and HKFRS 9 (Amendment)	*Financial Instruments: Disclosures and Financial Instruments – Mandatory Effective Date of HKFRS 9 and Transition Disclosures*[4]
HKFRS 10	*Consolidated Financial Statements*[2]
HKFRS 11	*Joint Arrangements*[2]
HKFRS 12	*Disclosure of Interests in Other Entities*[2]
HKFRS 10 (Amendment), HKFRS 11 (Amendment) and HKFRS 12 (Amendment)	*Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance*[2]
HKFRS 10 (Amendment), HKFRS 12 (Amendment) and HKAS 27 (2011) (Amendment)	*Investment Entities*[3]
HKFRS 13	*Fair Value Measurement*[2]
HK(IFRIC) – Int 20	*Stripping Costs in the Production Phase of a Surface Mine*[2]

[1] Effective for annual periods beginning on or after 1 July 2012

[2] Effective for annual periods beginning on or after 1 January 2013

[3] Effective for annual periods beginning on or after 1 January 2014

[4] Effective for annual periods beginning on or after 1 January 2015

The Group is in the process of making an assessment of the impact of these standards, amendments and interpretations on the financial statements of the Group in the initial application.

2. SEGMENT INFORMATION

Segment information has been prepared in a manner consistent with the information which is regularly reviewed by the chief operating decision maker and used for the purposes of assessing the performance and allocating resources between segments.

Principal activities of the three reportable segments are as follows:

Cargo handling	–	Provision of container handling and non-containerised cargo handling
Sales	–	Supply of fuel and sales of materials
Other port ancillary services	–	Tugboat services, agency services, tallying and other services

The segment information for the reportable segments is as follows:

	For the year ended 31 December 2012			
	Cargo handling	**Sales**	**Other port ancillary services**	**Total**
	HK$'000	***HK$'000***	***HK$'000***	***HK$'000***
Total segment revenue	**7,097,251**	**8,941,376**	**3,190,529**	**19,229,156**
Inter-segment revenue	**–**	**(697,049)**	**(597,427)**	**(1,294,476)**
Revenue from external customers	**7,097,251**	**8,244,327**	**2,593,102**	**17,934,680**
Segment results	**3,322,388**	**15,211**	**925,225**	**4,262,824**
Business tax and surcharge				**(290,265)**
Other income and gains				**160,558**
Administrative expenses				**(1,938,460)**
Other operating expenses				**(17,052)**
Finance costs				**(403,770)**
Share of results of associates				**229,436**
Share of results of jointly controlled entities				**89,235**
Profit before income tax				**2,092,506**

	For the year ended 31 December 2011			
	Cargo handling	Sales	Other port ancillary services	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
Total segment revenue	6,344,974	8,684,902	2,838,927	17,868,803
Inter-segment revenue	–	(770,106)	(551,002)	(1,321,108)
Revenue from external customers	6,344,974	7,914,796	2,287,925	16,547,695
Segment results	2,931,693	104,107	807,117	3,842,917
Business tax and surcharge				(319,811)
Other income and gains				353,881
Administrative expenses				(1,775,372)
Other operating expenses				(13,855)
Finance costs				(380,573)
Share of results of associates				173,750
Share of results of jointly controlled entities				55,177
Profit before income tax				1,936,114

3. OTHER INCOME AND GAINS

	2012	2011
	HK$'000	*HK$'000*
Exchange gain, net	**27,154**	185,825
Interest income		
– from deposits	**69,018**	60,989
– from loan to a jointly controlled entity	**758**	4,205
Dividend income from available-for-sale financial assets		
– listed investments	**4,275**	3,933
– unlisted investments	**6,008**	8,139
Government subsidies	**39,577**	53,040
Gain on disposal of property, plant and equipment	**–**	33,895
Others	**13,768**	3,855
	160,558	353,881

4. FINANCE COSTS

	2012	2011
	HK$'000	*HK$'000*
Interest expenses on borrowings	**410,550**	380,573
Less: Amount capitalised in construction in progress	**(6,780)**	–
	403,770	380,573

5. EXPENSES BY NATURE

	2012	2011
	HK$'000	*HK$'000*
Costs of goods sold	**8,145,871**	7,731,322
Employee benefit expenses, including directors' emoluments	**2,756,772**	2,443,240
Depreciation of property, plant and equipment	**898,096**	859,093
Amortisation of land use rights	**117,406**	109,529
Amortisation of intangible assets	**10,001**	8,536
Operating lease rental	**322,374**	292,323
Provision for impairment of trade receivables	**11,452**	8,383
Auditor's remuneration	**2,200**	2,200

6. INCOME TAX

	2012	2011
	HK$'000	*HK$'000*
PRC income tax		
– Current	**387,722**	286,541
– Deferred	**(12,174)**	21,616
	375,548	308,157

No Hong Kong profits tax has been provided for as the Group has no estimated assessable profits arising in or derived from Hong Kong for the year (2011: nil).

Provision for the PRC income tax has been calculated based on the estimated assessable profit for the year at the prevailing income tax rates applicable to the subsidiaries located in the PRC.

7. DIVIDENDS

	2012	2011
	HK$'000	*HK$'000*
Paid interim dividend: HK2.40 cents (2011: HK2.40 cents) per ordinary share	**147,792**	147,792
Proposed final dividend: HK2.19 cents (2011: HK2.23 cents) per ordinary share	**134,860**	137,323
	282,652	285,115

The Board proposed a final dividend of HK2.19 cents per ordinary share for the year ended 31 December 2012 (2011: HK2.23 cents). These financial statements do not reflect this dividend payable.

8. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the following data:

	2012	2011
	HK$'000	*HK$'000*
Earnings		
Profit attributable to equity holders of the Company for the purposes of calculating basic and diluted earnings per share	**705,794**	713,264

	2012	2011
Number of shares (thousands)		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	**6,158,000**	6,158,000
Effect of dilutive potential ordinary shares:		
– Share options	**64**	–
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	**6,158,064**	6,158,000

For the year ended 31 December 2012, the computation of diluted earnings per share only assumes the exercise of the Company's outstanding share options which were granted during the year as the exercise prices of the share options granted in prior years were higher than the average market price of the Company's shares.

For the year ended 31 December 2011, the exercise of share options would have no material dilutive effect to earnings per share as the exercise prices of share options were higher than the average market price of the Company's shares.

9. TRADE AND OTHER RECEIVABLES

In general, the Group grants a credit period of about 30 to 180 days to its trade customers. Included in trade and other receivables of HK$3,905 million (2011: HK$3,321 million) are trade and bank notes receivables (net of provision for impairment) of HK$3,041 million (2011: HK$3,128 million), the ageing analysis of which is as follows:

	2012	2011
	HK$'000	*HK$'000*
0 – 90 days	**2,646,210**	2,693,212
91 – 180 days	**130,239**	191,395
Over 180 days	**264,357**	243,171
	3,040,806	3,127,778

10. TRADE AND OTHER PAYABLES

Included in trade and other payables of HK$4,709 million (2011: HK$3,371 million) are trade and bank notes payables of HK$2,831 million (2011: HK$2,406 million), the ageing analysis of which is as follows:

	2012	2011
	HK$'000	*HK$'000*
0 – 90 days	**2,487,244**	2,090,175
91 – 180 days	**238,633**	175,238
181 – 365 days	**21,026**	72,171
Over 365 days	**83,997**	68,262
	2,830,900	2,405,846

11. EVENTS AFTER BALANCE SHEET DATE

The National Association of Financial Market Institutional Investors has approved the registration of Tianjin Port Holdings Co., Ltd. ("Tianjin Port Co"), a subsidiary of the Company, to issue the medium-term notes in an aggregate principal amount up to RMB2 billion in tranches during the period of validity of registration. On 29 January 2013, Tianjin Port Co has issued medium-term notes in an aggregate principal amount of RMB1 billion in two tranches for a term of 5 years and repayable on 31 January 2018. The medium-term notes bear fixed interest rate at 4.98% per annum commencing on 31 January 2013.

REVIEW OF OPERATIONS AND RESULTS

ANNUAL RESULTS

For the year ended 31 December 2012, the Group achieved a total cargo throughput of 387.47 million tonnes, an increase of 5.1% over last year, of which container throughput rose by 6.2% to 12.30 million TEUs. During the year under review, profit attributable to shareholders of the Company amounted to HK$705.8 million. Basic earnings per share was HK11.5 cents.

The Board recommends a final dividend of HK2.19 cents per share for 2012. Together with the interim dividend of HK2.40 cents per share, total dividend for 2012 amounts to HK4.59 cents per share.

REVIEW OF OPERATIONS

Revenue

The consolidated revenue for the year was HK$17,934.7 million, representing an increase of 8.4% from last year. An analysis of revenue by segment is as follows:

Type of business	Revenue 2012	2011	Amount of change	Percentage of change
	HK$ million	*HK$ million*	*HK$ million*	
Non-containerised cargo handling business	**5,206.3**	4,615.9	590.4	12.8%
Container handling business	**1,891.0**	1,729.1	161.9	9.4%
Sales business	**8,244.3**	7,914.8	329.5	4.2%
Other port ancillary services business	**2,593.1**	2,287.9	305.2	13.3%
Total	**17,934.7**	16,547.7	1,387.0	8.4%

Non-containerised Cargo Handling Business

During the year under review, the Group achieved total non-containerised cargo throughput of 253.05 million tonnes, representing an increase of 1.4% as compared to last year, of which throughput of the subsidiary terminals decreased slightly by 2.9% whereas throughput of the jointly controlled and affiliated terminals grew by 30.6%.

Nature of terminal	Non-containerised cargo throughput 2012	2011	Amount of change	Percentage of change
	million tonnes	*million tonnes*	*million tonnes*	
Subsidiary terminals	**211.26**	217.50	-6.24	-2.9%
Jointly controlled and affiliated terminals	**41.79**	31.99	9.80	30.6%
Total	**253.05**	249.49	3.56	1.4%

In terms of total throughput, metal ore handling grew by 8.9% to 93.35 million tonnes, crude oil handling increased by 21.0% to 20.04 million tonnes; automobiles handling increased by 3.1% to 23.81 million tonnes. Due to the weakened demand of coal as a result of the slowdown of the economic growth in China, throughput of coal handling slipped by 12.1% to 78.70 million tonnes.

On a consolidated basis, the blended average unit price of the non-containerised cargo handling business for the year was HK$24.6 per tonne, an increase of HK$3.4 or 16.0% from last year which was due to the increase in the proportion of foreign trade cargo throughput. Revenue from the non-containerised cargo handling business amounted to HK$5,206.3 million, an increase of 12.8% over last year.

Container Handling Business

Currently, the Group operates all the container handling businesses at the port of Tianjin. During the year under review, the Group achieved total container throughput of 12.30 million TEUs, representing an increase of 6.2% from last year, of which throughput of the subsidiary terminals increased by 2.5% and throughput of the jointly controlled and affiliated terminals grew by 10.0%.

	Container throughput			
Nature of terminal	**2012** ***'000 TEUs***	2011 *'000 TEUs*	Amount of change *'000 TEUs*	Percentage of change
Subsidiary terminals	**6,087**	5,936	151	2.5%
Jointly controlled and affiliated terminals	**6,216**	5,652	564	10.0%
Total	**12,303**	11,588	715	6.2%

During the year under review, the consolidated blended average unit price was up by 6.7% to HK$310.7 per TEU as a result of the change in cargo mix. The consolidated revenue from the container handling business for the year was HK$1,891.0 million, up by 9.4% over last year.

Sales Business

The Group's sales business mainly engaged in the supply of fuel to the inbound vessels and the sales of materials. The sales business segment reported consolidated revenue of HK$8,244.3 million in 2012, an increase of 4.2% over last year. The sales revenue of infrastructural materials increased primarily due to the accelerated pace of port development. The increase in the sales volume of other materials has also brought the increase in the overall sales revenue.

Other Port Ancillary Services Business

Other port ancillary services of the Group mainly include tugboat services, agency services and other services. During the year under review, consolidated revenue from other port ancillary services business was HK$2,593.1 million, an increase of 13.3% over last year. The Group's persistent growth in throughput brought overall growth in the other port ancillary services segment.

Costs

During the year under review, cost of sales of the Group amounted to HK$13,671.9 million, representing an increase of 7.6% over last year. Cost of cargo handling business was HK$3,774.9 million, representing an increase of 10.6% over last year, primarily due to the increase in direct costs of cargo handling business such as labour costs and cargo reconfiguration costs as a result of the growth in cargo throughput. Cost of sales business amounted to HK$8,229.1 million, representing an increase of 5.4% over last year, mainly due to an increase in the sales volume which led to the increase in the cost of goods sold.

Administrative expenses for the year under review increased by 9.2% to HK$1,938.5 million. Staff cost is the key component of the administrative expenses. The Group will continue to take effective measures in cost control and management. In addition to the maintaining of prudent human resources policies which include the outsourcing of its non-core functions so as to maintain an optimal labour force, the Group will carry out technology innovation and operational optimisation measures with an aim of reducing energy consumption and operating costs of the Group as a whole.

OUTLOOK AND PROSPECTS

The global economy is still under structural adjustments, as the recovery of the developed economies continues to be uncertain and the growth rate of the emerging economies remains slow. Although the growth of China's economy has stabilised, rapid rebound remains unlikely. Despites the uncertainties, the Group will be proactive in face of challenges. We will continue to realign our business structure, further enhance port functions and broaden our scope of services. The Group will also seize the opportunities from the economic development in the central and western China, the building of city of Tianjin into an international port city and the opening up of the Binhai New Area to expand its business and development.

FINANCIAL REVIEW

Capital Structure

The capital and reserves attributable to equity holders of the Company as at 31 December 2012 were HK$10,471.8 million.

As at 31 December 2012, the Company had an issued share capital of 6,158 million shares and the market capitalisation was HK$6,773.8 million (at the closing market price of HK$1.10 per share on 31 December 2012).

Cash Flow

For the year ended 31 December 2012, the net cash inflow of the Group amounted to HK$646.0 million.

The net cash inflow from operating activities amounted to HK$2,271.6 million, representing a decrease of HK$332.6 million or 12.8% which was mainly due to the increase of HK$321.8 million in restricted bank deposits.

The net cash outflow in investing activities amounted to HK$1,903.0 million, mainly used for capital expenditure.

The net cash inflow from financing activities amounted to HK$277.4 million, which included the payment of dividends and interest expenses of HK$754.7 million, an increase of HK$592.9 million in net borrowings and the capital contribution of HK$439.2 million from the non-controlling shareholders of subsidiaries.

Liquidity and Financial Resources

As at 31 December 2012, the Group's cash and deposits (including restricted deposits) were HK$5,585.8 million (31 December 2011: HK$4,575.2 million) and principally denominated in Renminbi ("RMB"). The Group's total borrowings as at 31 December 2012 were HK$10,562.0 million (31 December 2011: HK$9,960.8 million), with HK$2,749.2 million repayable within one year, HK$5,412.6 million repayable after one year and within five years and HK$2,400.2 million repayable over five years. The borrowings of the Group were denominated in Hong Kong dollars ("HK$"), US dollars ("US$") and RMB and were mainly at floating interest rates.

During the year under review, the Group's interest expenses (including capitalised interest) amounted to HK$410.6 million, representing an increase of 7.9% over last year, mainly due to the increase in borrowing interest rates.

As at 31 December 2012, the gearing ratio (ratio of total borrowings to total equity) and current ratio (ratio of current assets to current liabilities) of the Group were 48.8% (31 December 2011: 49.8%) and 1.3 (31 December 2011: 1.2) respectively. As at 31 December 2012, none of the Group's assets were pledged.

Financial Management and Policy

The Group's head office in Hong Kong is responsible for the financial risk management and the finance department is responsible for the daily management of the Group. One of the major objectives of the Group's treasury is to manage its exposure to fluctuations in foreign currency exchange rates and interest rates. It is the Group's policy not to engage in speculative activities.

As at 31 December 2012, most of the Group's assets and liabilities were denominated in RMB except for certain HK$ and US$ bank borrowings. During the year, the Group recorded an exchange gain of HK$27.2 million. The Group assesses its foreign exchange rates and interest rate risks exposure from time to time. During the year under review, no hedging arrangement was entered into in respect of foreign currency investment.

SIGNIFICANT INVESTMENTS

As at 31 December 2012, significant planned capital expenditure or capital commitments of the Group were as follows:

1. Tianjin Port Yuanhang Bulk Cargo Terminal Co., Ltd., a subsidiary of the Group, invests in the depot expansion project of Tianjin Port Yuanhang Bulk Cargo Terminal. Total investment of the project amounts to RMB1.5 billion (equivalent to approximately HK$1.8 billion). As at 31 December 2012, the total costs paid were RMB694.0 million (equivalent to approximately HK$855.8 million).

2. Tianjin Port Yuanhang International Ore Terminal Co., Ltd., a subsidiary of the Group, invests in the construction project of specialised ore terminals at Tianjin Port Nanjiang berth no. 26. Total investment of the construction project amounts to RMB3.0 billion (equivalent to approximately HK$3.7 billion). As at 31 December 2012, the total costs paid were RMB439.0 million (equivalent to approximately HK$541.4 million).

CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 December 2012.

GOING CONCERN

On the basis of current financial projections and facilities available, the Group has adequate financial resources to continue its operation in the foreseeable future. Accordingly, the Group continues to prepare its financial statements on a going concern basis.

EMPLOYEES

As at 31 December 2012, the Group had approximately 11,400 employees. Remuneration packages are assessed in accordance with the nature of job duties, individual performance and market trends. The remuneration policies are also regularly reviewed by the Group. Incentives of the management's remuneration package are paid in form of cash bonuses as well as share options.

REVIEW OF PRELIMINARY ANNOUNCEMENT

The figures in respect of the preliminary announcement of the Group's results for the year ended 31 December 2012 have been agreed by the Group's auditor, PricewaterhouseCoopers, to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by PricewaterhouseCoopers on the preliminary announcement.

DIVIDEND

The Board recommends a final dividend of HK2.19 cents per share for 2012. Together with the interim dividend of HK2.40 cents per share, the total dividend for 2012 amounts to HK4.59 cents per share.

Subject to the approval of shareholders at the forthcoming annual general meeting to be held on 30 May 2013 ("AGM"), the final dividend will be payable on or about 8 July 2013 to the shareholders of the Company whose names appear on the register of members of the Company on 7 June 2013.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed for the following periods:

(1) from 28 May 2013 to 30 May 2013, both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining the shareholders entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all completed transfer forms accompanied by the relevant share certificates 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, not later than 4:30 p.m. on 27 May 2013; and

(2) from 5 June 2013 to 7 June 2013, both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining the shareholders entitled to the final dividend to be approved at the AGM. In order to qualify for the final dividend, all completed transfer forms accompanied by the relevant share certificates 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, not later than 4:30 p.m. on 4 June 2013.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2012.

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES AND CORPORATE GOVERNANCE CODE

The Company complied with all the code provisions of the Code on Corporate Governance Practices during the period from 1 January 2012 to 31 March 2012 and the Corporate Governance Code (the "CG Code") during the period from 1 April 2012 to 31 December 2012 as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), except for the following deviations:

1. Mr. Kwan Hung Sang, Francis ("Mr. Kwan") resigned as an independent non-executive director, the chairman and a member of the nomination committee, a member of the audit committee and a member of the remuneration committee of the Company on 5 April 2012 due to his personal commitments which required more of his dedication. Following the resignation of Mr. Kwan, the number of independent non-executive directors and audit committee members of the Company has fallen below the minimum number required by Rule 3.10(1) and Rule 3.21 of the Listing Rules; the number of independent non-executive directors of the remuneration committee of the Company has fallen below a majority required by Rule 3.25 of the Listing Rules. The chairman position of the nomination committee of the Company has vacated and the number of independent non-executive directors of the nomination committee of the Company has fallen below a majority required by the CG Code provision A.5.1. Following the appointment of Mr. Zhang Weidong as an independent non-executive director, the chairman and a member of the nomination committee, a member of the audit committee and a member of the remuneration committee of the Company with effect from 28 June 2012, the Company has complied with the relevant Listing Rules and the CG Code provision A.5.1 and filled in the vacancy on the same date.

2. In respect of the CG Code provision A.6.7, an independent non-executive director of the Company was not in a position to attend the annual general meeting of the Company held on 31 May 2012 due to an overseas commitment.

COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its code of conduct regarding securities transactions by the directors of the Company (the "Directors"). Having made specific enquiry with the Directors, all the Directors confirmed that they have complied with the required standards as set out in the Model Code throughout the year ended 31 December 2012.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") comprises three independent non-executive Directors, namely Professor Japhet Sebastian Law, Dr. Cheng Chi Pang, Leslie and Mr. Zhang Weidong. Dr. Cheng is the chairman of the Audit Committee. The annual results for the year ended 31 December 2012 have been reviewed by the Audit Committee.

PUBLICATION OF FINAL RESULTS

This results announcement is published on the website of the Company at www.tianjinportdev.com and the HKExnews website at www.hkexnews.hk.

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

Hong Kong, 26 March 2013

As at the date of this announcement, the Board consists of Mr. Yu Rumin, Mr. Tian Changsong, Mr. Li Quanyong, Mr. Wang Rui and Mr. Dai Yan as executive directors; Professor Japhet Sebastian Law, Dr. Cheng Chi Pang, Leslie and Mr. Zhang Weidong as independent non-executive directors.