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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03382)

**DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO THE ENGINEERING PROCUREMENT
CONSTRUCTION (EPC) CONTRACT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**



A letter from the Board is set out on pages 5 to 14 of this circular. A letter from the Independent Board Committee is set out on page 15 of this circular. A letter from Opus Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, is set out on pages 16 to 28 of this circular.

A notice convening the EGM to be held on the 24th Floor, Admiralty Centre, Tower I, 18 Harcourt Road, Hong Kong on Tuesday, 14 March 2023 at 3:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM (or any adjournment thereof) is also enclosed.

Whether or not you are able to attend the EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time scheduled for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

PRECAUTIONARY MEASURES FOR THE EGM

Please refer to page 1 of this circular for precautionary measures to be implemented at the EGM to prevent the spreading of Novel Coronavirus (COVID-19), including:

1. Compulsory body temperature checks
2. Compulsory wearing of surgical face mask
3. No provision of refreshments or drinks and no distribution of corporate gifts or coupons

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue, at the absolute discretion of the Company as permitted by the laws of Hong Kong. The Company also encourages Shareholders to consider appointing the chairman of the EGM as their proxy to vote on the relevant resolution at the EGM as an alternative to attending the EGM in person.

Hong Kong, 22 February 2023

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PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

In view of the present Novel Coronavirus (COVID-19) pandemic and recent requirements (if any) for prevention and control of its spreading, to safeguard the health and safety of Shareholders who might be attending the EGM in person, the Company will implement the following precautionary measures at the EGM:

- (i) Compulsory body temperature checks will be conducted on every attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.3 degrees Celsius, or has flu-like symptoms or is otherwise unwell will be denied entry into the EGM venue.
- (ii) Compulsory wearing of surgical face masks by all attendees prior to admission to the EGM venue and throughout the EGM.
- (iii) No provision of refreshments or drinks and no distribution of corporate gifts or coupons.

To the extent permitted by the laws of Hong Kong, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue so as to ensure the health and safety of the attendees at the EGM.

The Company will continue to closely monitor the COVID-19 situation in Hong Kong and may implement additional precautionary measures or consider relaxing the aforementioned precautionary measures for the EGM as the Company considers appropriate. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the websites of the Company (www.tianjinportdev.com) and the HKEXnews website of the Stock Exchange (www.hkexnews.hk) and for future announcements and updates on the EGM arrangements when necessary.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance at the EGM is not necessary for the purpose of exercising voting rights. As an alternative to attending the EGM in person, Shareholders are encouraged to consider appointing the chairman of the EGM as their proxy to vote on the relevant resolution at the EGM by submitting the form of proxy with voting instructions inserted.

The form of proxy for the EGM is enclosed with this circular. Alternatively, the form of proxy can be downloaded from the websites of the Company (www.tianjinportdev.com) and the HKEXnews website of the Stock Exchange (www.hkexnews.hk).

If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

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

“associate(s)”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“CCCC First Harbor”	中交第一航務工程勘察設計院有限公司 (CCCC First Harbor Consultants Co., Ltd.*), a company established in the PRC;
“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);
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Consideration”	RMB287,402,696, being the aggregate consideration payable by Tianjin Wuze to the Contractors in respect of the EPC services for the Dangerous Goods Container Yard Project under the EPC Contract;
“Contractor(s)”	Tianjin Port Engineering and CCCC First Harbor;
“controlling Shareholder”	has the meaning ascribed to it under the Listing Rules;
“Dangerous Goods Container Yard Project”	the engineering, procurement and construction of the Tianjin Nangang Industrial Zone’s new dangerous goods container yard project located at the Site;
“Director(s)”	the director(s) of the Company;
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened and held on the 24th Floor, Admiralty Centre, Tower I, 18 Harcourt Road, Hong Kong on Tuesday, 14 March 2023 at 3:00 p.m.;
“EPC”	engineering, procurement and construction;
“EPC Contract”	the EPC contract entered into between Tianjin Wuze (as principal) and the Contractors (as contractors) dated 15 December 2022 in relation to the Dangerous Goods Container Yard Project;

DEFINITIONS

“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Board Committee”	the independent board committee comprising all of the independent non-executive Directors;
“Independent Financial Adviser” or “Opus Capital”	Opus Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activities under the SFO, and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the EPC Contract and the Transaction;
“Independent Shareholders”	Shareholders other than Tianjin Port Group and its associates;
“Latest Practicable Date”	16 February 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholder(s)”	the shareholder(s) of the Company;
“Site”	the intersection of Nangang 14th Street and Gangqu Ring Road, Nangang Industrial Zone, Tianjin, the PRC;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Tianjin Port Engineering”	天津港航工程有限公司 (Tianjin Port & Channel Engineering Co., Ltd.*), a limited liability company incorporated in the PRC and a subsidiary of Tianjin Port Group;

DEFINITIONS

“Tianjin Port Group”	天津港(集團)有限公司 (Tianjin Port (Group) Co., Ltd.*), an entity reorganised as a wholly state-owned enterprise in the PRC on 29 July 2004 and holding the businesses owned and operated by the former government regulatory body of the port of Tianjin; and the indirect holder of 53.5% of the issued share capital of the Company as at the Latest Practicable Date;
“Tianjin Wuze”	天津物澤物流有限公司 (Tianjin Wuze Logistics Co., Ltd.*), a limited liability company incorporated in the PRC and a subsidiary of the Company;
“Transaction”	the transaction contemplated under the EPC Contract; and
“%”	per cent.

* For identification purposes only

Unless otherwise stated, in the event of any inconsistency, the English language text of this circular shall prevail over the Chinese language text.

LETTER FROM THE BOARD



Executive Directors:

CHU Bin (*Chairman*)

LUO Xunjie (*Managing Director*)

LI Xiaoguang

SUN Bin

LOU Zhanshan

YANG Zhengliang

Independent Non-executive Directors:

Japhet Sebastian LAW

CHENG Chi Pang, Leslie

ZHANG Weidong

Registered Office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Principal Place of Business

in Hong Kong:

Suite 3904-3907, 39/F.

Tower Two, Times Square

1 Matheson Street

Causeway Bay, Hong Kong

22 February 2023

To the Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO THE ENGINEERING PROCUREMENT
CONSTRUCTION (EPC) CONTRACT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 15 December 2022 in relation to the EPC Contract and the Transaction. Pursuant to the requirements under the Listing Rules, the Company will seek the Independent Shareholders' approval in relation to the EPC Contract and the Transaction at the EGM.

The purpose of this circular is to provide you with:

- (a) details of the terms of the EPC Contract and the Transaction;
- (b) a letter from the Independent Board Committee to the Independent Shareholders in respect of the EPC Contract and the Transaction;

LETTER FROM THE BOARD

- (c) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the EPC Contract and the Transaction; and
- (d) a notice of the EGM.

THE EPC CONTRACT

On 15 December 2022, Tianjin Wuze, a subsidiary of the Company, entered into the EPC Contract with the Contractors in respect of the Dangerous Goods Container Yard Project, pursuant to which the Contractors agreed to provide EPC services to Tianjin Wuze.

(a) Principal terms

- Date : 15 December 2022
- Parties : (a) Tianjin Wuze (as principal)
- (b) a consortium comprising the Contractors (as contractors) as follows:
- (i) Tianjin Port Engineering (as consortium leader); and
 - (ii) CCCC First Harbor (as consortium member)

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, CCCC First Harbor and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

Tianjin Port Engineering is a subsidiary of Tianjin Port Group (which is a controlling Shareholder) and is therefore a connected person of the Company.

- Expected Date of Completion of Works : It is expected the date of completion of works will be on 15 October 2023.

LETTER FROM THE BOARD

Subject Matter : Tianjin Wuze agreed to engage the Contractors to provide EPC services to Tianjin Wuze for the Dangerous Goods Container Yard Project. The construction scope will mainly consist of building of a new container yard for dangerous goods, with a project area of approximately 99,000 square meters and a construction area of 10,821.23 square meters.

The main construction components include facilities such as auxiliary construction area, gate area, storage yard area, inspection shed (Class A, mainly for storage of dangerous goods), emergency treatment area and warehouse (Class A, mainly for storage of dangerous goods) etc. The dangerous goods containers to be constructed will involve 7 categories and 11 types of goods.

The scope of EPC services includes, but is not limited to, the completion of design documents and corresponding drawing reviews, handling of work commencement procedures, as well as related work involved in the Dangerous Goods Container Yard Project, which includes the construction of foundation treatment, supporting buildings and structure (including decoration construction and electromechanical equipment), fences, power supply, communication control, drainage, fire protection and mobile machinery etc. and the related works involved, so as to ensure the completion of the Dangerous Goods Container Yard Project through the whole sets of work from passing the acceptance inspection, maintenance and repair, to delivery for use etc.

Consideration and Payment Method : The Consideration payable by Tianjin Wuze under the EPC Contract shall be RMB287,402,696 (tax inclusive) which comprises (i) the design fee of approximately RMB4,498,000 and (ii) the construction fee of approximately RMB282,904,696.

LETTER FROM THE BOARD

Where there is a change in engineering work during the construction process under the EPC Contract, the Consideration may be subject to adjustments to cater for such change. An instruction to change the engineering work may only be given by the project supervisor (and in case of emergency, Tianjin Wuzhe) to the Contractors, provided with explanation as to the purpose, the scope of work, the amount of engineering work involved and technical specification required etc. for such change.

The adjustment to the Consideration will be made after (i) the chief supervising engineer has been consulted of the change in engineering work; (ii) the Contractors have submitted the work proposal to cater for such change and to minimise the Consideration (or expedite the construction progress); and (iii) taking into account the reasonable profit margin. In any event, the Consideration is a preliminary valuation of the construction value and the payment of the Consideration is subject to the actual amount of engineering work involved as verified pursuant to the project settlement audit in the manner explained below.

As no substantial changes to the engineering work are expected or foreseen, the audited construction value should not vary significantly from the Consideration. With reference to the Company's experience in previous construction projects under some other EPC contracts, the adjustment to the total contract sum normally would not exceed 2% of the original consideration.

Furthermore, the Directors consider that any adjustments to the Consideration would not result in the Transaction falling under a higher classification pursuant to Rule 14.06 of the Listing Rules. The Company will comply with any additional requirements under Chapter 14 of the Listing Rules in the very unlikely event that the Consideration be adjusted such that the Transaction would fall under a higher classification pursuant to Rule 14.06 of the Listing Rules.

LETTER FROM THE BOARD

The Consideration was determined by the parties after arm's length negotiation and through a tendering selection process. The Dangerous Goods Container Yard Project is supervised by 天津市港航管理局 (Tianjin Port and Shipping Administration*) and its tendering selection process is the same as other projects supervised by the 天津市港航管理局 (Tianjin Port and Shipping Administration*), which include other construction projects of the Company. Tianjin Wuze invited public tender for the construction works under the EPC Contract. Five tenders were received by Tianjin Wuze from five bidders (one of which is the consortium comprised of the Contractors). The bidders detailed their information and qualification such as technical experience, professional qualifications of the bidders (and, if the bidder is a consortium, the consortium members), financial capacity, business reputation and total expenses which were consistent with the following scoring criteria.

Tianjin Wuze has applied the same set of scoring criteria to all the tenders received by it, including, among others, (i) quality of the proposal by making reference to the completeness of drawing and description of the project, the identification of technical issues and suggested solution, the project planning and other advice etc.; (ii) the qualification rating which includes the technical experience by making reference to any prior experience of completing projects similar to container yard construction, professional qualification of the main project team members, and business reputation by making reference to the Credit Evaluation of National Water Transport Engineering Enterprises issued by the Ministry of Transport; (iii) the rating of the execution plan by making reference to the mechanical equipment supports, construction site layout, construction execution schedule, and quality control policies etc.; and (iv) the total expenses. Further, Tianjin Wuze reviewed and evaluated all the tenders based on the same set of standard and systematic tender evaluation procedures. The consortium comprised of the Contractors won the tender, as it scored the highest among all five bidders.

LETTER FROM THE BOARD

The Consideration shall be settled in the following manner:

(i) Advance payment

The advance payment shall be 10% of the construction fee under the EPC Contract. 25% of the above advance payment shall be credited into the progress payment of the construction fee each month in the first four months.

(ii) Progress payment

Design fee

Within 28 days after the signing of the EPC Contract, Tianjin Wuze shall pay 30% of the total design fee. Within 28 days after the completion of the construction drawing and design documents and the review by the competent authority-in-charge for the industry, Tianjin Wuze shall pay 40% of the total design fee. Within 28 days after the completion and passing of acceptance inspection of the project, Tianjin Wuze shall pay 30% of the total design fee.

Construction fee

In aggregate up to 80% of the construction fee (inclusive of the advance payment) shall be paid on a monthly basis in accordance with the progress of the engineering works (including any changes in the engineering works requested by Tianjin Wuze).

In aggregate 97% of the audited construction value shall be paid after the completion and passing of acceptance inspection of the project and the project settlement audit has been completed.

LETTER FROM THE BOARD

(iii) Quality assurance fund

3% of the audited construction value shall be retained by Tianjin Wuze as quality assurance fund, and shall be paid (without interest) after the expiration of the defect liability period (which is 2 years from the completion and passing of acceptance inspection of the project) and the completion of the financial settlement, under the circumstance that there is no liability for quality or breach of contract, and upon the application submitted by the Contractors with verification by Tianjin Wuze. The payment of the project balance sum does not exempt the Contractors from the warranty responsibility within the design services life. The quality assurance fund can be replaced by bank guarantee, corporate guarantee or insurance.

The Consideration is expected to be funded by internal resources of the Group.

- Performance Guarantee : The Contractors shall provide a performance guarantee to Tianjin Wuze in the amount of 10% of the Consideration, which is RMB28,740,269.60. The effective period of the guarantee commences from the effective date of the EPC Contract to the date of issue of acceptance certificate by Tianjin Wuze and the date of passing of acceptance inspection by the Contractors.
- Effectiveness of the EPC Contract : The EPC Contract will become effective only after the Company has complied with all applicable laws and regulations that may be required to be complied with in relation to the transactions contemplated under the EPC Contract and the related matters (including obtaining the necessary shareholders' approval in compliance with applicable provisions under the Listing Rules).

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF THE TRANSACTION

Each Contractor possesses the skills required for the Dangerous Goods Container Yard Project, as well as having plentiful experience with the similar type of projects. Tianjin Wuze would benefit from the professional skills and resources in survey, design, construction of the Contractors through the Transaction, which ensures the overall quality of and accelerates the progress of the Dangerous Goods Container Yard Project.

INFORMATION ON THE PARTIES

The Group is principally engaged in containerised and non-containerised cargo handling services, sales and other port ancillary services at the port of Tianjin in the PRC, primarily through its subsidiaries and associated companies.

Tianjin Port Group is the controlling Shareholder. Its principal business includes port handling and stevedoring services, warehousing, logistics, and port area land development at the port of Tianjin in the PRC through its group companies.

Tianjin Wuze is a subsidiary of the Company, which is principally engaged in port operation services.

Tianjin Port Engineering is a subsidiary of Tianjin Port Group (a wholly state-owned enterprise which is a controlling Shareholder), which is principally engaged in civil engineering construction, water supply and drainage engineering, port and coastal engineering, mechanical and electrical equipment installation engineering and waterway engineering, etc.

CCCC First Harbor is principally engaged in construction engineering design, construction engineering survey, contract foreign projects and project management services, etc.

LISTING RULES IMPLICATIONS

Tianjin Port Engineering is a subsidiary of Tianjin Port Group (which is a controlling Shareholder) and is therefore a connected person of the Company. Since Tianjin Port Engineering is one of the Contractors under the EPC Contract, the Transaction accordingly constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Transaction is more than 5% but all of the applicable percentage ratios are less than 25%, the Transaction constitutes a discloseable and connected transaction of the Company and is subject to the reporting, announcement, circular (including independent financial advice) and Independent Shareholders' approval requirements under Chapter 14 and Chapter 14A of the Listing Rules.

LETTER FROM THE BOARD

The Independent Board Committee has been established to advise the Independent Shareholders on the terms of EPC Contract and the Transaction. The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in this connection.

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, to approve, among other things, the EPC Contract and the Transaction. As Tianjin Port Group is a controlling Shareholder materially interested in the EPC Contract, Tianjin Port Group and its associates, together holding 3,294,530,000 Shares which represent 53.5% of the issued share capital of the Company as at the Latest Practicable Date, will abstain from voting in respect of such resolution.

None of the Directors had a material interest in the EPC Contract and the Transaction. In view of good corporate governance practices, Chu Bin, Luo Xunjie and Sun Bin, the Directors who are also directors and/or senior management of Tianjin Port Group, abstain from voting in the relevant Board resolutions in relation to the transactions with Tianjin Port Group and/or its associates.

EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held on the 24th Floor, Admiralty Centre, Tower I, 18 Harcourt Road, Hong Kong on Tuesday, 14 March 2023 at 3:00 p.m. at which an ordinary resolution will be proposed for the approval by the Independent Shareholders of the EPC Contract and the Transaction, is set out on pages EGM-1 to EGM-2 of this circular.

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 of the meeting, 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. Accordingly, the resolution to be proposed at the EGM (as set out in the notice of EGM) will be voted by way of a poll. An announcement on the results of the poll will be made by the Company after the EGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

The register of members of the Company will be closed from Thursday, 9 March 2023 to Tuesday, 14 March 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 8 March 2023.

LETTER FROM THE BOARD

Whether or not you are able to attend the EGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time scheduled for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

RECOMMENDATIONS

Your attention is drawn to (i) the letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in relation to the EPC Contract and the Transaction set out on page 15 of this circular; and (ii) the letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders containing its advice in respect of the EPC Contract and the Transaction set out on pages 16 to 28 of this circular.

The Directors (including members of the Independent Board Committee (other than Mr. Cheng Chi Pang, Leslie who was unable to make a recommendation due to indisposition) having considered the advice of the Independent Financial Adviser) consider that the EPC Contract and the Transaction are in the ordinary and usual course of business of the Group and are on normal commercial terms, and the terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including members of the Independent Board Committee (other than Mr. Cheng Chi Pang, Leslie who was unable to make a recommendation due to indisposition) having considered the advice from the Independent Financial Adviser) recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the EPC Contract and the Transaction.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix I to this circular.

Yours faithfully,
By Order of the Board
Tianjin Port Development Holdings Limited
Chu Bin
Chairman

* For identification purposes only



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)

22 February 2023

To the Independent Shareholders

Dear Sir or Madam,

**DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO THE ENGINEERING PROCUREMENT
CONSTRUCTION (EPC) CONTRACT**

We refer to the circular of the Company dated 22 February 2023 (the “Circular”) to the Shareholders, of which this letter forms part. Terms defined in the Circular shall have the same meaning herein unless the context requires otherwise.

We have been appointed by the Board as the members of the Independent Board Committee to consider and to advise the Independent Shareholders as to whether the EPC Contract and the Transaction are fair and reasonable and in the interests of the Company and the Shareholders as a whole.[#]

Opus Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the EPC Contract and the Transaction. The text of the letter of advice from Opus Capital to the Independent Board Committee and the Independent Shareholders is set out on pages 16 to 28 of the Circular.

We wish to draw your attention to the letter from the Board, as set out on pages 5 to 14 of the Circular.

Having taken into account the terms and conditions of the EPC Contract and the Transaction and the advice of Opus Capital, we consider that the EPC Contract and the Transaction are in the ordinary and usual course of business of the Group and on normal commercial terms and the terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole, so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the EPC Contract and the Transaction.

Yours faithfully,

For and on behalf of the Independent Board Committee

Japhet Sebastian Law
*Independent Non-executive
Director*

Zhang Weidong
*Independent Non-executive
Director*

[#] Mr. Cheng Chi Pang, Leslie, an independent non-executive Director and a member of the Independent Board Committee, had been indisposed up to the Latest Practicable Date. He was therefore unable to attend the relevant meetings of the Independent Board Committee or to give recommendations to the Independent Shareholders accordingly.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the text of the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the EPC Contract and the Transaction for the purpose of incorporation into this circular.



18th Floor, Fung House
19-20 Connaught Road Central
Central, Hong Kong

22 February 2023

To: *The Independent Board Committee and the Independent Shareholders
Tianjin Port Development Holdings Limited*

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO THE ENGINEERING PROCUREMENT CONSTRUCTION (EPC) CONTRACT

INTRODUCTION

We refer to our appointment by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the EPC Contract and the Transaction, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company dated 22 February 2023 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

On 15 December 2022, Tianjin Wuze, a subsidiary of the Company, entered into the EPC Contract with the Contractors in respect of the Dangerous Goods Container Yard Project, pursuant to which the Contractors agreed to provide EPC services to Tianjin Wuze.

Tianjin Port Engineering is a subsidiary of Tianjin Port Group (which is a controlling Shareholder) and is therefore a connected person (as defined in the Listing Rules) of the Company. Since Tianjin Port Engineering is one of the Contractors under the EPC Contract, the Transaction accordingly constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the Transaction is more than 5% but all of the applicable percentage ratios are less than 25%, the Transaction constitutes a discloseable and connected transaction of the Company and is subject to the reporting, announcement, circular (including independent financial advice) and Independent Shareholders’ approval requirements under Chapter 14 and Chapter 14A of the Listing Rules.

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, to approve, among other things, the EPC Contract and the Transaction.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As Tianjin Port Group is a controlling Shareholder materially interested in the EPC Contract, Tianjin Port Group and its associates, together holding 3,294,530,000 Shares which represent 53.5% of the issued share capital of the Company as at the Latest Practicable Date, will abstain from voting in respect of such resolution.

None of the Directors had a material interest in the EPC Contract and the Transaction. In view of good corporate governance practices, Chu Bin, Luo Xunjie and Sun Bin, the Directors who are also directors and/or senior management of Tianjin Port Group, abstain from voting in the relevant Board resolutions in relation to the transactions with Tianjin Port Group and/or its associates.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee has been established to advise the Independent Shareholders (other than Mr. Cheng Chi Pang, Leslie who was unable to make a recommendation due to indisposition) as to (i) whether the terms of EPC Contract and Transaction are fair and reasonable; (ii) whether the EPC Contract and Transaction are conducted in the ordinary and usual course of business of the Group, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole; and (iii) how the Independent Shareholders should vote on the ordinary resolution to be proposed at the EGM to approve, among other things, the EPC Contract and the Transaction. We have been appointed by Company to advise the Independent Board Committee and the Independent Shareholders in the same regard.

OUR INDEPENDENCE

During the past two years immediately prior to the Latest Practicable Date, we were appointed as the independent financial adviser to advise the independent board committee and the independent Shareholders in respect of: (i) a discloseable and connected transaction (the “**Past Appointment 1**”), details of which were set out in the circular of the Company dated 1 April 2021; (ii) major and continuing connected transactions (the “**Past Appointment 2**”), details of which were set out in the circular of the Company dated 23 November 2021; and (iii) a discloseable and connected transaction (the “**Past Appointment 3**”, together with the Past Appointment 1, the Past Appointment 2 and the Past Appointment 3, the “**Past Appointments**”), details of which were set out in the circular of the Company dated 14 March 2022. All of the Past Appointment 1, the Past Appointment 2 and the Past Appointment 3 were completed and independent to our current appointment.

As at the Latest Practicable Date, save for the Past Appointments, we did not have any relationship with, or interest in, the Group or other parties that could reasonably be regarded as relevant to our independence. During the past two years immediately prior to the Latest Practicable Date, save for the Past Appointments, we have not acted as an independent financial adviser to the Company. Apart from the normal professional fees paid or payable to us in connection with the Past Appointments and the current appointment in relation to the EPC Contract and the Transaction, no arrangements exist whereby we had received or will receive any fees or benefits from the Group or any other parties that could reasonably be regarded as relevant to our independence. Accordingly, we consider that we are independent pursuant to Rule 13.84 of the Listing Rules.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

BASIS OF OUR OPINION

In formulating our advice and recommendation to the Independent Board Committee and the Independent Shareholders, we have reviewed, among other things:

- (i) the EPC Contract;
- (ii) the tenders received by the Group; and
- (iii) other information as set out in the Circular.

We have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations made to us by the Company, the Directors and the management of the Group (collectively, the “**Management**”). We have assumed that all information and representations contained or referred to in the Circular and provided to us by the Management, for which they are solely and wholly responsible, are true, accurate and complete in all material respects and not misleading or deceptive at the time when they were provided or made and continued to be so up to the Latest Practicable Date.

We have also assumed that all statements of belief, opinion, expectation and intention made by the Management in the Circular were reasonably made after due enquiries and careful consideration and there are no other facts not contained in the Circular, the omission of which make any such statement contained in the Circular misleading. We have no reason to suspect that any relevant information has been withheld, or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Management, which have been provided to us.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. However, we have not carried out any independent verification of the information provided to us by the Management, nor have we conducted any independent investigation into the business, financial conditions and affairs of the Group or its future prospects. We also have not considered the taxation implications on the Group as a result of the EPC Contract and the Transaction contemplated thereunder.

The Directors jointly and severally accept full responsibility for the Circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in the Circular misleading.

This letter is issued to the Independent Board Committee and the Independent Shareholders solely for their consideration of the EPC Contract and the Transaction, and except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose without our prior written consent.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating and giving our independent financial advice to the Independent Board Committee and the Independent Shareholders, we have taken into account the following principal factors:

1. Background of the EPC Contract and the Transaction

Reference is made to the announcement of the Company dated 15 December 2022 where it was announced, among other things, Tianjin Wuze, a subsidiary of the Company entered into the EPC Contract with the Contractors in respect of the Dangerous Goods Container Yard Project, pursuant to which the Contractors agreed to provide EPC services to Tianjin Wuze.

2. Information on the parties

The Group

The Group is principally engaged in containerised and non-containerised cargo handling services, sales and other port ancillary services at the port of Tianjin in the PRC, primarily through its subsidiaries and associated companies.

Tianjin Port Group

Tianjin Port Group is the controlling Shareholder. Its principal business includes port handling and stevedoring services, warehousing, logistics, and port area land development at the port of Tianjin in the PRC through its group companies.

Tianjin Wuze

Tianjin Wuze is a subsidiary of the Company, which is principally engaged in port operation services.

Tianjin Port Engineering

Tianjin Port Engineering is a subsidiary of Tianjin Port Group (a wholly state-owned enterprise which is a controlling Shareholder), which is principally engaged in civil engineering construction, water supply and drainage engineering, port and coastal engineering, mechanical and electrical equipment installation engineering and waterway engineering, etc.

CCCC First Harbor

CCCC First Harbor is principally engaged in construction engineering design, construction engineering survey, contract foreign projects and project management services, etc.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

3. The EPC Contract

Principal terms

- Date:** 15 December 2022
- Parties:**
- (a) Tianjin Wuze (as principal)
 - (b) a consortium comprising the Contractors (as contractors) as follows:
 - (i) Tianjin Port Engineering (as consortium leader); and
 - (ii) CCCC First Harbor (as consortium member)

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, CCCC First Harbor and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

Tianjin Port Engineering is a subsidiary of Tianjin Port Group (which is a controlling Shareholder) and is therefore a connected person of the Company.

Expect date of completion of works: It is expected the date of completion of works will be on 15 October 2023.

Subject Matter: Tianjin Wuze agreed to engage the Contractors to provide EPC services to Tianjin Wuze for the Dangerous Goods Container Yard Project. The construction scope will mainly consist of building of a new container yard for dangerous goods, with a project area of approximately 99,000 square meters and a construction area of 10,821.23 square meters. The main construction components include facilities such as auxiliary construction area, gate area, storage yard area, inspection shed (Class A, mainly for storage of dangerous goods), emergency treatment area and warehouse (Class A, mainly for storage of dangerous goods) etc. The dangerous goods containers to be constructed will involve 7 categories and 11 types of goods.

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The scope of EPC services includes, but is not limited to, the completion of design documents and corresponding drawing reviews, handling of work commencement procedures, as well as related work involved in the Dangerous Goods Container Yard Project, which includes the construction of foundation treatment, supporting buildings and structure (including decoration construction and electromechanical equipment), fences, power supply, communication control, drainage, fire protection and mobile machinery etc. and the related works involved, so as to ensure the completion of the Dangerous Goods Container Yard Project through the whole sets of work from passing the acceptance inspection, maintenance and repair, to delivery for use etc.

**Consideration and
Payment Method:**

The Consideration payable by Tianjin Wuze under the EPC Contract shall be RMB287,402,696 (tax inclusive) which comprises (i) the design fee of approximately RMB4,498,000 and (ii) the construction fee of approximately RMB282,904,696.

Where there is a change in engineering work during the construction process under the EPC Contract, the Consideration may be subject to adjustments to cater for such change. An instruction to change the engineering work may only be given by the project supervisor (and in case of emergency, Tianjin Wuze) to the Contractors, provided with explanation as to the purpose, the scope of work, the amount of engineering work involved and technical specification required etc. for such change.

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The adjustment to the Consideration will be made after (i) the chief supervising engineer has been consulted of the change in engineering work; (ii) the Contractors have submitted the work proposal to cater for such change and to minimise the Consideration (or expedite the construction progress); and (iii) taking into account the reasonable profit margin. In any event, the Consideration is a preliminary valuation of the construction value and the payment of the Consideration is subject to the actual amount of engineering work involved as verified pursuant to the project settlement audit in the manner explained below.

As no substantial changes to the engineering work are expected or foreseen, the audited construction value should not vary significantly from the Consideration. With reference to the Company's experience in previous construction projects under some other EPC contracts, the adjustment to the total contract sum normally would not exceed 2% of the original consideration.

Furthermore, the Directors consider that any adjustments to the Consideration would not result in the Transaction falling under a higher classification pursuant to Rule 14.06 of the Listing Rules. The Company will comply with any additional requirements under Chapter 14 of the Listing Rules in the very unlikely event that the Consideration be adjusted such that the Transaction would fall under a higher classification pursuant to Rule 14.06 of the Listing Rules.

The Consideration was determined by the parties after arm's length negotiation and through a tendering selection process. The Dangerous Goods Container Yard Project is supervised by 天津市港航管理局 (Tianjin Port and Shipping Administration*) and its tendering selection process is the same as other projects supervised by 天津市港航管理局 (Tianjin Port and Shipping Administration*), which include other construction projects of the Company. Tianjin Wuze invited public tender for the construction works under the EPC Contract. Five tenders were received by Tianjin Wuze from five bidders (one of which is the consortium comprised of the Contractors). The bidders detailed their information and qualification such as technical experience, professional qualifications of the bidders (and, if the bidder is a consortium, the consortium members), financial capacity, business reputation and total expenses which were consistent with the following scoring criteria.

Tianjin Wuze has applied the same set of scoring criteria to all the tenders received by it, including, among others, (i) quality of the proposal by making reference to the completeness of drawing and description of the project, the identification of technical issues and suggested solution, the project planning and other advice etc.; (ii) the qualification rating which includes the technical experience by making reference to any prior experience of completing projects similar to container yard construction, professional qualification of the main project team members, and business reputation by making reference to the Credit Evaluation of National Water Transport Engineering Enterprises issued by the Ministry of Transport; (iii) the rating of the execution plan by making reference to the mechanical equipment supports, construction site layout, construction execution schedule, and quality control policies etc.; and (iv) the total expenses. Further, Tianjin Wuze reviewed and evaluated all the tenders based on the same set of standard and systematic tender evaluation procedures. The consortium comprised of the Contractors won the tender, as it scored the highest among all five bidders.

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The Consideration shall be settled in the following manner:

(i) Advance payments

The advance payment shall be 10% of the construction fee under the EPC Contract. 25% of the above advance payment shall be credited into the progress payment of the construction fee each month in the first four months.

(ii) Progress payment

Design fee

Within 28 days after the signing of the EPC Contract, Tianjin Wuze shall pay 30% of the total design fee. Within 28 days after the completion of the construction drawing and design documents and the review by the competent authority-in-charge for the industry, Tianjin Wuze shall pay 40% of the total design fee. Within 28 days after the completion and passing of acceptance inspection of the project, Tianjin Wuze shall pay 30% of the total design fee.

Construction fee

In aggregate up to 80% of the construction fee (inclusive of the advance payment) shall be paid on a monthly basis in accordance with the progress of the engineering works (including any changes in the engineering works requested by Tianjin Wuze).

In aggregate 97% of the audited construction value shall be paid after the completion and passing of acceptance inspection of the project and the project settlement audit has been completed.

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(iii) Quality assurance fund

3% of the audited construction value shall be retained by Tianjin Wuze as quality assurance fund, and shall be paid (without interest) after the expiration of the defect liability period (which is 2 years from the completion and passing of acceptance inspection of the project) and the completion of the financial settlement, under the circumstance that there is no liability for quality or breach of contract, and upon the application submitted by the Contractors with verification by Tianjin Wuze. The payment of the project balance sum does not exempt the Contractors from the warranty responsibility within the design services life. The quality assurance fund can be replaced by bank guarantee, corporate guarantee or insurance.

The Consideration is expected to be funded by internal resources of the Group.

**Performance
Guarantee:**

The Contractors shall provide a performance guarantee to Tianjin Wuze in the amount of 10% of the Consideration, which is RMB28,740,269.60. The effective period of the guarantee commences from the effective date of the EPC Contract to the date of issue of acceptance certificate by Tianjin Wuze and the date of passing of acceptance inspection by the Contractors.

**Effectiveness of the
EPC Contract:**

The EPC Contract will become effective only after the Company has complied with all applicable laws and regulations that may be required to be complied with in relation to the transactions contemplated under the EPC Contract and the related matters (including obtaining the necessary shareholders' approval in compliance with applicable provisions under the Listing Rules).

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Assessment on the principal terms

Adoption of the tender selection process

As stated in the Letter from the Board, the Consideration was determined by the parties after arm's length negotiation and through a tendering selection process. The Dangerous Goods Container Yard Project is supervised by 天津市港航管理局 (Tianjin Port and Shipping Administration*) and its tendering selection process is the same as other projects supervised by 天津市港航管理局 (Tianjin Port and Shipping Administration*), which include other construction projects of the Company. Tianjin Wuze invited public tender for the construction works under the EPC Contract. Five tenders were received by Tianjin Wuze from five bidders (one of which is the consortium comprised of the Contractors). Tianjin Wuze selected the Contractors as the tender winner after conducting relevant evaluation procedures by applying the scoring criteria and taking into consideration of, among others, identification of technical issues and suggested solution, technical experience, professional qualifications, business reputation and total expenses.

We noted from 《中華人民共和國招標投標法》 (Tender and Bidding Law of the People's Republic of China*) (the "**Tender and Bidding Law**") that a tender process is required according to the Tender and Bidding Law for projects entirely or partially using state-owned funds or loans by the state.

As stated in the Letter from the Board, Tianjin Port Group is the controlling Shareholder and Tianjin Port Group is an entity reorganized as a wholly state-owned company in the PRC. Therefore, Tianjin Wuze, being a subsidiary of the Company, which owns the Dangerous Goods Container Yard Project, is a state-owned enterprise. After our enquiry, the Management confirmed that the tender selection process adopted is required by the Tender and Bidding Law.

Tender selection process and the Consideration

To assess the aforementioned tender selection process, we have obtained and reviewed: (i) the public tender invitation announcement for the Dangerous Goods Container Yard Project; (ii) the invitation to tender; (iii) the tender submitted by the consortium comprised of Tianjin Port Engineering and CCCC First Harbor; (iv) the tender scoring record; (v) the tender evaluation report; and (vi) the legal opinion of the legal compliance of the EPC Contract issued by a PRC legal adviser.

As noted from the public tender invitation announcement and the invitation to tender, there were various requirements of, in particular, the technical experience and professional qualifications of potential contractors and the total expenses which were consistent with the aforementioned consideration factors. From the review of the tender evaluation report, it is noted that the details of the tender evaluation process such as the date, time and the members of the tender evaluation committee were documented. The tender evaluation committee comprised of nine members. As provided by the Company, six out of the nine members are experts randomly selected from the expert list recognized by 天津市港航管理局 (Tianjin Port and

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Shipping Administration*) and the remaining three members are representatives of the Group which hold positions of senior vice engineer and have relevant experience of 15 to 20 years. We further noted that the same set of scoring criteria including, among others, (i) professional qualification; (ii) business reputation by making reference to the qualification verified by the relevant authorities such as 工程設計水運行業甲級 (Class A of Engineering and Design of Water Transport Industry*) and 建築行業乙級 (Class B of Construction Industry*); and (iii) the total expenses, were applied to all five tenders received by Tianjin Wuze. In addition, the five tenders received by Tianjin Wuze were reviewed and evaluated by the same set of standard and systematic tender evaluation procedures. From review of the tender scoring record, it is noted that: (i) the total expenses (which is the Consideration) in the tender submitted by the consortium was neither the highest nor the lowest among the five tenders; and (ii) the consortium won the tender as it scored the highest among all five bidders. As such, it reflected that Tianjin Wuze evaluated the five tenders not solely based on the total expenses but considered various factors in totality during the tender selection process instead of giving priority to the total expenses which was consistent with the principal terms as set out in the Letter from the Board. From the review of the legal opinion of the legal compliance of the EPC Contract issued by a PRC legal adviser, it is noted that no legal non-compliance issue was identified for the EPC Contract.

Conclusion

Having considered that: (i) the tender selection process adopted by Tianjin Wuze is required by the Tender and Bidding Law; (ii) the background and expertise of the tender evaluation committee members; (iii) the same set of scoring criteria was adopted in the tender selection process; (iv) the same set of standard and systematic tender evaluation procedures were adopted in the tender selection; and (v) the consortium comprised of Tianjin Port Engineering and CCCC First Harbor was awarded as the service providers on a successful tendering basis, we consider that the EPC Contract and the Transaction and are on normal commercial terms, and the terms are fair and reasonable.

Reasons for and benefits of entering into the Transaction

As set out in the Letter from the Board, each Contractor possesses the skills required for the Dangerous Goods Container Yard Project, as well as having plentiful experience with the similar type of projects. Tianjin Wuze would benefit from the professional skills and resources in survey, design, construction of the Contractors through the Transaction, which ensures the overall quality of and accelerates the progress of the Dangerous Goods Container Yard Project.

We further obtained information of Tianjin Port Engineering from the Group apart from the information provided in the tender submitted by Tianjin Port Engineering and we noted that Tianjin Port Engineering: (i) has a relatively long history of establishment of almost 20 years; (ii) has prior experience with the similar type of projects; and (iii) possesses various advanced contractor qualifications such as 港口與航道工程施工總承包一級 (Grade 1 of Port and Waterway Engineering

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Construction Main Contractor*) and 市政公用工程施工總承包一級 (Grade 1 of Municipal Public Facilities Construction Main Contractor*). As such, we consider that the EPC Contract and the Transaction are in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole.

RECOMMENDATION

Having considered the above, we are of the view that the EPC Contract and the Transaction are entered into in the ordinary and usual course of business of the Group and on normal commercial terms, and the terms of the EPC Contract and the Transaction are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Accordingly, we advise the Independent Board Committee to recommend, and we ourselves recommend, the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the EPC Contract and the Transaction.

Yours faithfully,
For and on behalf of
Opus Capital Limited
Li Lan
Executive Director

Mr. Li Lan is an Executive Director of Opus Capital Limited and is licensed under the SFO as a responsible officer to carry out Type 6 (advising on corporate finance) regulated activities. Mr. Li Lan has over 16 years of experience in the corporate finance industry.

** For identification purpose only*

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors (other than Mr. Cheng Chi Pang, Leslie who had been indisposed up to the Latest Practicable Date), having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, were as follows:

Long position in the Shares

Name of Director	Capacity	Nature of interest	Number of Shares held	Approximate percentage of issued share capital of the Company
Japhet Sebastian Law	Beneficial owner	Interest held jointly with another person	2,700,000	0.04%

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors, none of the Directors and chief executive of the Company or their respective associates (as defined in the Listing Rules) had any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for

Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange.

As at the Latest Practicable Date, so far as was known to the Directors, the following Directors were also directors or employees of a company which has an interest or short position in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name of Director	Name of company	Position
Chu Bin	Tianjin Port Group	director and chairman
Luo Xunjie	Tianjin Port Group	director and vice president
Sun Bin	Tianjin Port Group	general manager of the investment and development department
Li Xiaoguang	Tianjin Development Holdings Limited (天津發展控股有限公司)	executive director and general manager
	Tianjin TEDA Industrial Group Co., Ltd. (天津泰達實業集團有限公司)	deputy general manager
	Tsinlien Group Company Limited (津聯集團有限公司)	deputy general manager

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group which do not expire or are not determinable by the relevant member of the Group within one year without payment of compensation (other than statutory compensation).

4. COMPETING INTEREST

Chu Bin, an executive Director and chairman of the Board, and Luo Xunjie, an executive Director and the managing Director, are directors of Tianjin Port Group. As the Board is independent of the board of directors of Tianjin Port Group (save for Chu Bin and Luo Xunjie who are the common directors in both companies) and Chu Bin and Luo Xunjie have no control over the Board, the Group is capable of carrying on its businesses independently of the businesses of Tianjin Port Group.

Save as disclosed above, as at the Latest Practicable Date, so far as the Directors were aware, none of the Directors or their respective close associates (as defined in the Listing Rules) had any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

5. INTERESTS IN ASSETS AND/OR CONTRACTS AND OTHER INTERESTS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been, since 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up, acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement which was significant in relation to the business of the Group.

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up.

7. EXPERT

The following is the qualification of the expert who has given opinion or advice which is contained in this circular:

Name	Qualification
Opus Capital	a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activities under the SFO

As at the Latest Practicable Date, Opus Capital did not have any shareholding, direct or indirect, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, Opus Capital did not have any direct or indirect interest in any assets which had been, since 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up, acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to any member of the Group.

Opus Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and reference to its name in the form and context in which they appear.

The letter given by Opus Capital is given as of the date of this circular for incorporation herein.

8. DOCUMENTS ON DISPLAY

Copy of the EPC Contract will be available on the HKEXnews website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.tianjinportdev.com) during the period of 14 days from the date of this circular.

9. MISCELLANEOUS

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

NOTICE OF EXTRAORDINARY GENERAL MEETING



NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Tianjin Port Development Holdings Limited (the “Company”) will be held on the 24th Floor, Admiralty Centre, Tower I, 18 Harcourt Road, Hong Kong on Tuesday, 14 March 2023 at 3:00 p.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

the EPC Contract and the Transaction, all as defined and described in the circular of the Company dated 22 February 2023, and all other transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and/or ratified; and THAT the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the EPC Contract, the Transaction and all other transactions thereby contemplated as they may in their discretion consider to be desirable and in the interests of the Company.”

By Order of the Board
Tianjin Port Development Holdings Limited
Chu Bin
Chairman

Hong Kong, 22 February 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. An eligible shareholder of the Company is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy does not need to be a shareholder of the Company.
2. In the case of joint registered holders of any share of the Company, any one of such persons may vote at the EGM (or any adjournment thereof), either in person or by proxy, in respect of such share as if he/she 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 the register of members of the Company in respect of the relevant joint holding.
3. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time scheduled for holding the EGM (or any adjournment thereof).
4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM (or any adjournment thereof) should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Thursday, 9 March 2023 to Tuesday, 14 March 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 8 March 2023.
6. The resolution set out in this notice will be decided by poll at the EGM.
7. **In order to facilitate the prevention and control of the spreading of the Novel Coronavirus (COVID-19) pandemic and to safeguard the health and safety of the shareholders of the Company, the Company encourages its shareholders to consider appointing the chairman of the EGM as his/her proxy to vote on the relevant resolution at the EGM as an alternative to attending in person.**

As at the date of this notice, the board of directors of the Company comprises Mr. Chu Bin, Mr. Luo Xunjie, Dr. Li Xiaoguang, Mr. Sun Bin, Mr. Lou Zhanshan and Mr. Yang Zhengliang as executive directors; and Professor Japhet Sebastian Law, Mr. Cheng Chi Pang, Leslie and Mr. Zhang Weidong as independent non-executive directors.