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

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

A notice convening the AGM to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, No. 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 2 June 2023 at 3:00 p.m. is set out on pages 20 to 24 of this circular. A form of proxy for use at the AGM (or any adjournment thereof) is also enclosed.

Whether or not you are able to attend the AGM, please complete 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 AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

Hong Kong, 25 April 2023

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, No. 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 2 June 2023 at 3:00 p.m. (or any adjournment thereof);
“Articles of Associations”	the existing amended and restated articles of association of the Company as adopted by a special resolution passed on 15 June 2022;
“Board”	the board of Directors;
“Company”	Tianjin Port Development Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 03382);
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	18 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



Executive Directors:

CHU Bin (*Chairman*)

LUO Xunjie (*Managing Director*)

LI Xiaoguang

SUN Bin

LOU Zhanshan

YANG Zhengliang

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

Independent Non-executive Directors:

Japhet Sebastian LAW

CHENG Chi Pang, Leslie

ZHANG Weidong

LUO Laura Ying

25 April 2023

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

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

LETTER FROM THE BOARD

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

Given the general mandates to repurchase and issue Shares granted by the Shareholders at the annual general meeting of the Company held on 15 June 2022 will lapse at the conclusion of the AGM, separate ordinary resolutions will be proposed at the AGM:

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

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

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

DECLARATION OF FINAL DIVIDEND

The Board recommends the payment of a final dividend of HK2.24 cents per Share for the year ended 31 December 2022 (the “**Dividend**”) to the Shareholders whose names appear on the register of members of the Company on Monday, 26 June 2023.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Wednesday, 21 June 2023 to Monday, 26 June 2023 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the Dividend, 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 Tuesday, 20 June 2023.

RE-ELECTION OF DIRECTORS

The Board currently consists of ten Directors, namely CHU Bin ("**Mr. Chu**"), LUO Xunjie, LI Xiaoguang, SUN Bin, LOU Zhanshan ("**Mr. Lou**"), YANG Zhengliang, Japhet Sebastian LAW ("**Prof. Law**"), CHENG Chi Pang, Leslie, ZHANG Weidong ("**Mr. Zhang**") and LUO Laura Ying ("**Ms. Luo**").

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

Pursuant to Article 112 of the Articles of Association, Mr. Lou and Ms. Luo shall hold office until the AGM and, being eligible, offer themselves for re-election.

Prof. Law has served on the Board for more than 9 years. As an independent non-executive Director, Prof. Law has expressed objective views and given independent guidance to the Company over the years and continues demonstrating a firm commitment to his roles. The Company had also received annual confirmation from Prof. Law regarding his independence with reference to the independence factors set out in Rule 3.13 of the Listing Rules. Having considered the above, the Board and the nomination committee of the Company (the "**Nomination Committee**") believe that the long services of Prof. Law would not affect his exercise of independent judgement and are satisfied that Prof. Law has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director.

Mr. Zhang has served on the Board for more than 9 years. As an independent non-executive Director, Mr. Zhang has expressed objective views and given independent guidance to the Company over the years and continues demonstrating a firm commitment to his roles. The Company had also received annual confirmation from Mr. Zhang regarding his independence with reference to the independence factors set out in Rule 3.13 of the Listing Rules. Having considered the above, the Board and the Nomination Committee believe that the long services of Mr. Zhang would not affect his exercise of independent judgement and are satisfied that Mr. Zhang has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director.

The Nomination Committee, having reviewed the Board's composition, noted that pursuant to the nomination policy of the Company (the "**Nomination Policy**"), Mr. Chu, Prof. Law, Mr. Zhang, Mr. Lou and Ms. Luo are eligible for nomination, and nominated Mr. Chu, Prof. Law, Mr. Zhang, Mr. Lou and Ms. Luo to the Board for it to recommend to the

LETTER FROM THE BOARD

Shareholders for re-election at the AGM. Mr. Zhang, being the chairman of the Nomination Committee, abstained from voting on his nomination.

The nominations were made in accordance with the Nomination Policy and the Nomination Committee has taken into account the various diversity aspects as set out in the board diversity policy of the Company and also Mr. Chu, Prof. Law, Mr. Zhang, Mr. Lou and Ms. Luo's vast and diverse business and professional background and their contributions to the Board. The Nomination Committee was satisfied with the independence of Prof. Law, Mr. Zhang and Ms. Luo with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

The Board, having considered the recommendation of the Nomination Committee, is of the view that Mr. Chu, Prof. Law, Mr. Zhang, Mr. Lou and Ms. Luo will continue to bring to the Board their own perspectives, skills and experience and resolved to recommend Mr. Chu, Prof. Law, Mr. Zhang, Mr. Lou and Ms. Luo to be re-elected as Directors at the AGM. The Board considers that the re-election of Mr. Chu, Prof. Law, Mr. Zhang, Mr. Lou and Ms. Luo as Directors is in the best interests of the Company and the Shareholders as a whole. Mr. Chu, Prof. Law, Mr. Zhang and Mr. Lou abstained from voting on their respective nominations. Ms. Luo was appointed as Director on the relevant board meeting and thus did not participate in the voting of her nomination.

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

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, No. 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 2 June 2023 at 3:00 p.m., at which ordinary resolutions will be proposed to approve, *inter alia*, the Repurchase Mandate, the Share Issue Mandate, the Extension Mandate, the declaration of the Dividend and the re-election of Directors, is set out on pages 20 to 24 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. The chairman of the AGM will, therefore, exercise his power under Article 72 of the Articles of Association to put each of the resolutions to be proposed at the AGM (as set out in the notice of AGM) to be voted by way of a poll. An announcement on the results of the poll will be made by the Company after the AGM in the manner prescribed under Rules 13.39(5) and (5A) of the Listing Rules.

The register of members of the Company will be closed from Tuesday, 30 May 2023 to Friday, 2 June 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 AGM, 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 Monday, 29 May 2023.

LETTER FROM THE BOARD

Whether or not you are able to attend the AGM, 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 AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

RECOMMENDATION

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

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

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

1. LISTING RULES

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

Shareholders' approval

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

Source of funds

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

Trading restrictions

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

2. SHARE CAPITAL

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

3. REASONS FOR REPURCHASES

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

4. FUNDING OF REPURCHASES

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

There may be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2022 in the event that the Repurchase Mandate is to be exercised in full. The Directors however do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. CONNECTED PARTIES

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

6. SHARE PRICES

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

	Per Share	
	Highest HK\$	Lowest HK\$
2022		
April	0.67	0.62
May	0.66	0.60
June	0.73	0.63
July	0.65	0.61
August	0.62	0.59
September	0.60	0.48
October	0.52	0.47
November	0.55	0.47
December	0.58	0.54
2023		
January	0.65	0.55
February	0.70	0.59
March	0.65	0.57
April (up to the Latest Practicable Date)	0.62	0.57

7. SHARE REPURCHASE MADE BY THE COMPANY

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

8. UNDERTAKING

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

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

9. TAKEOVERS CODE

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

As at the Latest Practicable Date, so far as was known to the Directors, the following persons had an interest in the Shares as recorded in the register required to be kept under Section 336 of the SFO (the "**Register**"):

Name of Shareholder	Capacity	Number of Shares interested	Approximate percentage of issued share capital of the Company
Tianjin Port Overseas Holding Limited (<i>Note 1</i>)	Beneficial owner	3,294,530,000	53.5%
Tianjin Port (Group) Co., Ltd. (" Tianjin Port Group ") (<i>Note 1</i>)	Interest of a controlled corporation	3,294,530,000	53.5%
Leadport Holdings Limited (<i>Note 2</i>)	Beneficial owner	1,293,030,000	21.0%
Tianjin Development Holdings Limited (" Tianjin Development ") (<i>Note 2</i>)	Interest of controlled corporations	1,293,180,000	21.0%
天津投資控股有限公司 (Tianjin Investment Holdings Limited*) (<i>Note 3</i>)	Interest of controlled corporations	1,293,180,000	21.0%
	Beneficial owner	6,820,000	0.1%
Tsinlien Investment Limited (<i>Note 3</i>)	Beneficial owner	3,010,000	0.0%
Tsinlien Group Company Limited (" Tsinlien ") (<i>Note 3</i>)	Interest of controlled corporations	1,303,010,000	21.2%
	Beneficial owner	35,976	0.0%

Name of Shareholder	Capacity	Number of Shares interested	Approximate percentage of issued share capital of the Company
天津渤海國有資產經營管理有限公司 (Tianjin Bohai State-owned Assets Management Co., Ltd.*) ("Bohai") (Note 3)	Interest of controlled corporations	1,303,045,976	21.2%
天津泰達實業集團有限公司 (Tianjin TEDA Industrial Group Co., Ltd.*) (formerly known as 天津津聯投資控股有限公司 (Tianjin Tsinlien Investment Holdings Co., Ltd.*)) ("TEDA Industrial") (Note 3)	Interest of controlled corporations	1,303,045,976	21.2%
Tianjin TEDA Investment Holding Co., Ltd. ("TEDA Holding") (Note 3)	Interest of controlled corporations	1,303,045,976	21.2%

* for identification purposes only

Notes:

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

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

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

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

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

1. CHU Bin, Executive Director and Chairman

Aged 54, was appointed as an executive Director and the chairman of the Board on 20 December 2018. Mr. Chu graduated from Shanghai Jiao Tong University with a master's degree in engineering majoring in logistics engineering. Being an ideological and political work researcher and a chief senior economist, he is currently the secretary of the party committee and the chairman of Tianjin Port Group. Mr. Chu is the representative of the Twentieth National Congress of the Communist Party of China, a member of the Twelfth Tianjin Municipal Committee of the Communist Party of China, a member of the Fifteenth Tianjin Municipal Committee of the Chinese People's Political Consultative Conference, the vice president of the Eighth China Ports and Harbours Association Council, and the vice president of Tianjin Enterprise Confederation and Tianjin Entrepreneurs Association. Mr. Chu has worked in the port industry for many years and has extensive experience in port operation and management. He was employed as a consulting expert of the second waterborne transport new think tank of the China Waterborne Transport Research Institute, and an expert talent of the Tianjin Urban Internationalisation Research Think Tank. Mr. Chu had served as the deputy general manager of Ningbo Zhoushan Port Company Limited* (寧波舟山港股份有限公司), whose shares are listed on the Shanghai Stock Exchange (Stock Code: 601018), a deputy general manager of Ningbo Zhoushan Port Group Co., Ltd.* (寧波舟山港集團有限公司) and a director of Ningbo Zhoushan Port Company Limited* (寧波舟山港股份有限公司). In 2021, Mr. Chu was awarded the titles of "National Excellent Communist Party Member" (全國優秀共產黨員), "Tianjin Excellent Communist Party Member" (天津市優秀共產黨員) and "Tianjin State-owned Asset System Excellent Communist Party Member" (天津市國資系統優秀共產黨員) and the 2021-2022 "National Outstanding Entrepreneur" (2021至2022年度全國優秀企業家). Mr. Chu was selected as "Celebrity for China's Shipping Industry" (中國航運名人榜) for the years of 2018 to 2021 consecutively, and "Top 70 Persons for China's Shipping Industry on the 70th Anniversary of the Foundation of the PRC" (新中國70年航運70人) in 2019.

Mr. Chu has entered into a service contract with the Company for a term of three years with effect from 20 December 2021, which could be renewed for further periods. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. Mr. Chu is not entitled to any director's fee or salary, but he is entitled to discretionary bonus (if any) as determined by the Board and the remuneration committee of the Company (the "**Remuneration Committee**") in its discretion from time to time. The remuneration of Mr. Chu is determined by the Board and the Remuneration Committee with reference to his duties and responsibilities and prevailing market conditions. For the year ended 31 December 2022, Mr. Chu did not receive any remuneration.

As at the Latest Practicable Date, Mr. Chu does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

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

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

2. Japhet Sebastian LAW, Independent Non-executive Director, Chairman of Remuneration Committee, Member of Audit Committee

Aged 71, was appointed as an independent non-executive director of the Company on 8 September 2005. He is also the chairman of the Remuneration Committee and a member of the audit committee of the Company (the “**Audit Committee**”). Prof. Law obtained his doctorate degree of philosophy in mechanical/industrial engineering from the University of Texas at Austin in 1976. He was a professor in the Department of Decision Sciences and Managerial Economics of the Chinese University of Hong Kong from 1986 until 2012, and the associate dean and consecutively the dean of the Faculty of Business Administration of the Chinese University of Hong Kong from 1993 to 2002. Prior to returning to Hong Kong, Prof. Law was the director of Operations Research at the Cullen College of Engineering and the director of Graduate Studies in Industrial Engineering at the University of Houston, and was also involved with the U.S. Space Program in his career with McDonnell Douglas and Ford Aerospace in the U.S. Prof. Law has acted as a consultant for various corporations in Hong Kong and overseas. He is active in public services, having served as a member of the Provisional Regional Council and various other government advisory committees of The Government of the HKSAR, and is also active in serving on the boards of profit, non-profit, and charitable organisations in Hong Kong and overseas.

Prof. Law is currently an independent supervisor of Beijing Capital International Airport Co., Ltd. (Stock Code: 00694), a company whose shares are listed on the Main Board of the Stock Exchange, and an independent non-executive director of Binhai Investment Company Limited (Stock Code: 02886), Regal Hotels International Holdings Limited (Stock Code: 00078) and Shougang Fushan Resources Group Limited (Stock Code: 00639), companies whose shares are listed on the Main Board of the Stock Exchange, as well as Global Digital Creations Holdings Limited (Stock Code: 08271) and Tianjin Binhai Teda Logistics (Group) Corporation Limited (Stock Code: 08348), companies whose shares are listed on the GEM of the Stock Exchange. Prof. Law also served as an independent non-executive director of Beijing Capital International Airport Co., Ltd. from June 2008 to June 2020.

Prof. Law has entered into a service contract with the Company for a term of two years with effect from 8 September 2021, which could be renewed for further periods. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. The remuneration of Prof. Law is determined by the Board and the Remuneration Committee with reference to his duties and responsibilities and prevailing market conditions. For the year ended 31 December 2022, Prof. Law received remuneration (including Director's fee and other benefit) of HK\$545,000.

As at the Latest Practicable Date, Prof. Law was interested in 2,700,000 Shares.

Save as disclosed above, as at the Latest Practicable Date, Prof. Law has no relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years, nor has he held any other position(s) with the Company or any member of the Group.

Prof. Law has given his written annual confirmation of independence to the Company. The Nomination Committee had assessed and reviewed his independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules.

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

3. ZHANG Weidong, *Independent Non-executive Director, Chairman of Nomination Committee, Member of Audit Committee, Member of Remuneration Committee*

Aged 58, was appointed as an independent non-executive director of the Company on 28 June 2012. He is also the chairman of the Nomination Committee, a member of the Remuneration Committee and the Audit Committee. Mr. Zhang holds a master's degree in economics from Renmin University of China and a diploma of Programme for Management Development of Harvard Business School, and held a fellowship at Columbia University in the city of New York, the U.S.

Mr. Zhang is the founding partner and president of Alpha Win Capital Limited. Mr. Zhang had been an executive director and the deputy chief executive officer of Wealthking Investments Limited (formerly known as OP Financial Limited, Stock Code: 01140), a company whose shares are listed on the Main Board of the Stock Exchange, and a partner of Oriental Patron Financial Group primarily responsible for private equity investments. Mr. Zhang has over 13 years of experience in the operation and management of commercial banks, during which he worked in the international business department of the Industrial and Commercial Bank of China Limited ("ICBC") with final position of deputy general manager of the department, including 3 years in ICBC's Almaty Branch, where he was in charge of treasury, credit lending and office operations. Moreover, Mr. Zhang has 11 years of investment banking experience, served as an executive director of ICEA (the investment banking arm of ICBC) and the managing director of Alpha Alliance Finance Holdings, responsible for corporate finance and sales department respectively.

Mr. Zhang is currently an independent non-executive director of Kingwisoft Technology Group Company Limited (formerly known as ZZ Technology Group Company Limited, Stock Code: 08295) a company whose shares are listed on the GEM of the Stock Exchange, and an independent non-executive director of China Billiant Global Limited (Stock Code: 08026), a company whose shares are listed on the GEM of the Stock Exchange.

Mr. Zhang has entered into a service contract with the Company for a term of two years with effect from 28 June 2022, which could be renewed for further periods. He will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. The remuneration of Mr. Zhang is determined by the Board and the Remuneration Committee with reference to his duties and responsibilities and prevailing market conditions. For the year ended 31 December 2022, Mr. Zhang received remuneration (including Director's fee and other benefit) of HK\$545,000.

As at the Latest Practicable Date, Mr. Zhang does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang has no relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years, nor has he held any other position(s) with the Company or any member of the Group.

Mr. Zhang has given his written annual confirmation of independence to the Company. The Nomination Committee had assessed and reviewed his independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules.

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

4. LOU Zhanshan, Executive Director, Deputy General Manager, Member of Remuneration Committee

Aged 49, was appointed as the deputy general manager of the Company on 15 December 2022, and as an executive Director and a member of the Remuneration Committee on 30 January 2023. He also serves as the director or chairman of supervisory committee for certain subsidiaries of the Group. Mr. Lou holds a master degree in business administration with postgraduate research qualification from Tianjin University. Mr. Lou joined Tianjin Port Group in 1995. He has been the deputy chief of the securities financing department of Tianjin Port Holdings Co., Ltd.* (天津港股份有限公司) (“**Tianjin Port Co**”). During July 2013 to October 2022, he served as the deputy director of the president's office of Tianjin Port Co, the office director of Tianjin Port Co as well as the deputy director of the general office of the Party Committee of Tianjin Port Group.

Mr. Lou has entered into a service contract with the Company as an executive Director for a term of three years from 30 January 2023, which could be renewed for further periods. He will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of the service contract, Mr. Lou will not receive any director's fee but he could be entitled to salaries of HK\$1,200,000 per annum as deputy general manager of the Company as well as discretionary bonus (if any) as determined by the Board and the Remuneration Committee in its discretion from time to time. The remuneration of Mr. Lou is determined by the Board and the Remuneration Committee with reference to his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Lou does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

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

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

5. LUO Laura Ying, Independent Non-executive Director, Member of Audit Committee

Aged 58, was appointed as an independent non-executive director of the Company and a member of the Audit Committee on 28 March 2023. Ms. Luo obtained a bachelor's degree in international economics from Peking University in 1987 and a Master of Business Administration degree from the University of Toronto in 1991. Ms. Luo is a chartered financial analyst of the CFA Institute and a chartered professional accountant of the Chartered Professional Accountants of British Columbia. Ms. Luo has over 20 years of experience in the investment field. From 1995 to 1999, Ms. Luo worked in various investment banks including Goldman Sachs (Asia) L.L.C. and Morgan Stanley Dean Witter Asia Limited as a research analyst. From November 1999 to July 2001, Ms. Luo was the head of China research of the research department of SG Securities (HK) Limited. From July 2001 to July 2013, Ms. Luo worked in Schroders Investment Management (Hong Kong) Limited, with the last position held as a fund manager. From September 2013 to September 2019, Ms. Luo was the managing director and head of Hong Kong China equities of Barings Asset Management (Asia) Limited.

Ms. Luo is currently an investment director of GL China Equity HK Management Limited. Ms. Luo was previously a consultant of GL Capital Management Limited. Ms. Luo is currently an independent non-executive director of Central China New Life Limited (Stock Code: 09983) and China Medical System Holdings Limited (Stock Code: 00867), both being companies listed on the Stock Exchange.

Ms. Luo has entered into a service contract with the Company as an independent non-executive Director for a term of two years from 28 March 2023, which shall continue for further successive periods. She will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the terms of the service contract, Ms. Luo is entitled to a director's fee of HK\$441,400 per annum plus any discretionary bonus as determined by the Board and the Remuneration Committee in their discretion from time to time. The remuneration of Ms. Luo is determined by the Board and the Remuneration Committee with reference to her duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Ms. Luo does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Luo has no relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company. She has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years, nor has she held any other position(s) with the Company or any member of the Group.

Ms. Luo has confirmed her independence in compliance with the Listing Rules for her appointment. The Nomination Committee had assessed and reviewed her independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules.

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

* *for identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Tianjin Port Development Holdings Limited (the “Company”) will be held at Forum Room I, Basement 2, Regal Hongkong Hotel, No. 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 2 June 2023 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements, the directors’ report and the independent auditor’s report for the year ended 31 December 2022.
2. To declare a final dividend of HK2.24 cents per share for the year ended 31 December 2022.
3. (a) Each as a separate resolution, to re-elect the following directors of the Company:
 - (1) to re-elect CHU Bin as an executive director of the Company;
 - (2) to re-elect Japhet Sebastian LAW as an independent non-executive director of the Company;
 - (3) to re-elect ZHANG Weidong as an independent non-executive director of the Company;
 - (4) to re-elect LOU Zhanshan as an executive director of the Company;
 - (5) to re-elect LUO Laura Ying as an independent non-executive director of the Company; and
- (b) To authorise the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

(A) “**THAT**

(a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution); and

(c) for the purpose of this resolution,

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

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

(B) “THAT

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

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

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

- (C) “**THAT** conditional on the passing of the ordinary resolutions 5(A) and 5(B) set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company pursuant to ordinary resolution 5(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 5(A) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this resolution).”

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

Hong Kong, 25 April 2023

NOTICE OF ANNUAL 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 AGM (or any adjournment thereof), either in person or by proxy, in respect of such share as if he/she was 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 AGM (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 AGM (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 Tuesday, 30 May 2023 to Friday, 2 June 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 AGM, 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 Monday, 29 May 2023.
6. The register of members of the Company will be closed from Wednesday, 21 June 2023 to Monday, 26 June 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for the final dividend, 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 Tuesday, 20 June 2023.
7. All resolutions set out in this notice will be decided by poll at the AGM.

As at the date of this announcement, the Board 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, Mr. Zhang Weidong and Ms. Luo Laura Ying as independent non-executive directors.