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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,
ADOPTION OF NEW MEMORANDUM AND ARTICLES OF
ASSOCIATION AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at Regal Hongkong Hotel, No. 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 12 June 2024 at 3:00 p.m. is set out on pages 23 to 27 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, 29 April 2024

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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 Regal Hongkong Hotel, No. 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 12 June 2024 at 3:00 p.m. (or any adjournment thereof);
“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”	22 April 2024, 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;
“Memorandum and Articles of Association”	the existing amended and restated memorandum and articles of association of the Company as adopted by a special resolution passed on 15 June 2022, in which the articles of association of the Company may be separately referred to as “Articles of Association” in this circular;
“New Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company incorporating the changes set out in Appendix III to this circular proposed to be approved by the Shareholders at the AGM;
“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;

DEFINITIONS

“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03382)

Executive Directors:

CHU Bin (*Chairman*)

LUO Xunjie (*Managing Director*)

TENG Fei

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

29 April 2024

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

Reference is made to the announcement of the Company dated 26 March 2024 in relation to the proposed amendments to the Memorandum and Articles of Association and adoption of New Memorandum and Articles of Association.

The purpose of this circular is to provide you with certain 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; and (iv) the special resolution to be proposed at the AGM for approving the adoption of the New Memorandum and Articles of Association.

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 2 June 2023 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 HK4.73 cents per Share for the year ended 31 December 2023 (the “**Dividend**”) to the Shareholders whose names appear on the register of members of the Company on Friday, 28 June 2024.

The register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (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 Monday, 24 June 2024.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of ten Directors, namely CHU Bin, LUO Xunjie (“**Mr. Luo**”), TENG Fei (“**Mr. Teng**”), SUN Bin (“**Mr. Sun**”), LOU Zhanshan, YANG Zhengliang (“**Mr. Yang**”), Japhet Sebastian LAW, CHENG Chi Pang, Leslie (“**Mr. Cheng**”), ZHANG Weidong and LUO Laura Ying.

Pursuant to Article 108 of the Articles of Association, (i) Mr. Luo, Mr. Sun and Mr. Yang shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election; and (ii) as disclosed in the Company’s announcement on retirement of independent non-executive Director and change in composition of board committee dated 26 March 2024, Mr. Cheng will retire from office by rotation at the AGM and, although being eligible, will not offer himself for re-election and will retire as an independent non-executive Director after the conclusion of the AGM as he would like to devote more time to his personal endeavours. Following Mr. Cheng’s retirement, he will also cease to be the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”).

Pursuant to Article 112 of the Articles of Association, Mr. Teng, who was appointed as an executive Director on 29 August 2023, shall hold office until the AGM and, being eligible, offer himself for re-election.

The Nomination Committee, having reviewed the Board’s composition, noted that pursuant to the nomination policy of the Company (the “**Nomination Policy**”), Mr. Luo, Mr. Teng, Mr. Sun and Mr. Yang are eligible for nomination, and nominated Mr. Luo, Mr. Teng, Mr. Sun and Mr. Yang to the Board for it to recommend to the Shareholders for re-election at the AGM. Mr. Luo, being a member 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. Luo, Mr. Teng, Mr. Sun and Mr. Yang’s vast and diverse business and professional backgrounds and their contributions to the Board.

The Board, having considered the recommendation of the Nomination Committee, is of the view that Mr. Luo, Mr. Teng, Mr. Sun and Mr. Yang will continue to bring to the Board their own perspectives, skills and experience, and resolved to recommend Mr. Luo, Mr. Teng, Mr. Sun and Mr. Yang to be re-elected as Directors at the AGM. The Board considers that the re-election of each of Mr. Luo, Mr. Teng, Mr. Sun and Mr. Yang as Directors is in the best interests of the Company and the Shareholders as a whole. Mr. Luo, Mr. Teng, Mr. Sun and Mr. Yang abstained from voting on their respective nominations.

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.

LETTER FROM THE BOARD

ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 26 March 2024 in relation to the proposed amendments to the Memorandum and Articles of Association and adoption of New Memorandum and Articles of Association, the Board proposed to amend the Memorandum and Articles of Association and adopt the New Memorandum and Articles of Association for the purposes of, among others, (i) updating and bringing the Memorandum and Articles of Association in line with the latest legal and regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers, as well as the relevant amendments made to the Listing Rules which took effect from 31 December 2023; and (ii) incorporating other housekeeping amendments (collectively, the “**Proposed Amendments**”). The Company proposes to adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, the Memorandum and Articles of Association. The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM. If approved, the New Memorandum and Articles of Association will become the single constitutional document of the Company with effect from the date of passing the relevant special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the Memorandum and Articles of Association shall remain valid.

The full particulars of the Proposed Amendments brought about by the adoption of the New Memorandum and Articles of Association (marked-up against the Memorandum and Articles of Association) is set out in the Appendix III to this circular. The Chinese translation of the New Memorandum and Articles of Association set out in the Chinese version of this circular is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Regal Hongkong Hotel, No. 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 12 June 2024 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; and a special resolution will be proposed to adopt the New Memorandum and Articles of Association, is set out on pages 23 to 27 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.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Thursday, 6 June 2024 to Wednesday, 12 June 2024 (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 Wednesday, 5 June 2024.

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, the re-election of Directors and the adoption of the New Memorandum and Articles of Association 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 2023 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\$
2023		
April	0.620	0.570
May	0.660	0.570
June	0.600	0.530
July	0.590	0.530
August	0.590	0.530
September	0.560	0.520
October	0.540	0.500
November	0.530	0.470
December	0.490	0.450
2024		
January	0.495	0.455
February	0.520	0.460
March	0.560	0.490
April (up to the Latest Practicable Date)	0.570	0.540

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 Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

The Directors 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. Therefore, if 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 their control of the Company as a result, they would 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%

Name of Shareholder	Capacity	Number of Shares interested	Approximate percentage of issued share capital of the Company
Tsinlien Investment Limited (Note 3)	Beneficial owner	3,010,000	0.0%
Tsinlien Group Company Limited (“ Tsinlien ”) (Note 3)	Interest of controlled corporations	1,303,010,000	21.2%
	Beneficial owner	35,976	0.0%
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.*) (“ 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 issued share capital of the Company. 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 total number of the Shares in issue will increase 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 number 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. LUO Xunjie, Executive Director, Managing Director, Member of Nomination Committee

Aged 56, was appointed as an executive Director and the managing director of the Company on 7 February 2020. He is also a member of the Nomination Committee and a director of certain subsidiaries of the Group. Mr. Luo holds a Doctor of Engineering degree and an MBA degree and is a senior engineer. Mr. Luo is currently a director, vice president and the officer of the strategic investment committee of Tianjin Port Group. He was the general manager of the operation and technology department and the senior general manager of the investment management department of the Asia Pacific region of APM Terminals Greater China, a subsidiary of the Danish Maersk Group (and the chief operating officer of Qingdao Qianwan Container Terminal Co., Ltd.); a port manager of P&O Ports Greater China, a subsidiary of P&O of the United Kingdom; a deputy director of the engineering department, the deputy chief commander of the fourth phase of the automated terminal engineering construction department of Shanghai's Yangshan Deepwater Port, and a deputy general manager of the Shangdong branch, of Shanghai International Port (Group) Co., Ltd.

Mr. Luo has entered into a service contract with the Company for a term of three years with effect from 7 February 2023, which could be renewed for further periods. He shall be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. Pursuant to the terms of the aforesaid service contract, Mr. Luo 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 their discretion from time to time. The remuneration of Mr. Luo is determined by the Board and the Remuneration Committee with reference to his duties and responsibilities with the Company and prevailing market conditions. For the year ended 31 December 2023, Mr. Luo did not receive any remuneration.

As at the Latest Practicable Date, Mr. 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, Mr. Luo 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. 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.

2. TENG Fei, Executive Director

Aged 45, was appointed as an executive Director on 29 August 2023. Mr. Teng is a senior engineer, graduated from Tianjin University with a Master of Business Administration Degree. Prior to joining the Company, Mr. Teng had served in various roles including assistant to general manager of Tianjin Zhonghuan Electronics Computer Co.* (天津市中環電子計算機公司), deputy general manager of Tianjin Zhonghuan Huaxiang Electronics Co., Ltd.* (天津市中環華祥電子有限公司), deputy general manager of iMarketChina Co., Ltd.* (三星愛商(天津)國際物流有限公司), general manager of Tianjin Zhonghuan Electronics Computer Co., Ltd.* (天津市中環電子計算機有限公司), chairman of Tianjin Huanbo Science and Technology Co., Ltd.* (天津環博科技有限公司), as well as the president of Cashway Fintech Co., Ltd. (a company whose shares are listed on the Shanghai Stock Exchange, Stock Code: 603106) and Hengrong Investment Holdings Co., Ltd.* (恒融投資集團有限公司). Mr. Teng is currently an executive director and deputy general manager of Tianjin Development, the substantial shareholder of the Company and whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 00882), the general manager of TEDA Industrial, Tsinlien and Bohai, all aforesaid companies are the controlling shareholders of Tianjin Development and substantial shareholder of the Company, a non-independent director of Tianjin Lisheng Pharmaceutical Co., Ltd., an indirect non-wholly-owned subsidiary of Tianjin Development and whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 002393), the vice chairman of Tianjin Pharmaceutical Group Co., Ltd.* (天津市醫藥集團有限公司), the chairman of Tianjin TEDA Electric Power Co., Ltd.* (天津泰達電力有限公司), a director of Bohai Securities Co., Ltd.* (渤海證券股份有限公司) as well as a director of other certain subsidiaries of Tianjin Development. Mr. Teng has extensive experience in corporate management, specialising in production and manufacturing enterprises management.

Mr. Teng has entered into a service contract with the Company for a term of three years from 29 August 2023, which could be renewed for further periods. He shall be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. Pursuant to the terms of the aforesaid service contract, Mr. Teng 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 in their discretion from time to time. The remuneration of Mr. Teng is determined by the Board and the Remuneration Committee with reference to his duties and responsibilities with the Company and prevailing market conditions. For the year ended 31 December 2023, Mr. Teng did not receive any remuneration.

As at the Latest Practicable Date, Mr. Teng 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. Teng 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. Teng 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. SUN Bin, Executive Director

Aged 46, was appointed as an executive Director on 22 January 2019. He was a member of the Remuneration Committee from 22 January 2019 to 29 March 2022. He was a deputy general manager of the Company from 15 December 2017 to 29 March 2022 and a director of Tianjin Port Holdings Co., Ltd.* (天津港股份有限公司) (“**Tianjin Port Co**”) from April 2016 to April 2022. Mr. Sun obtained a bachelor’s degree in international economic law from Shanghai Maritime University (上海海運學院) in 2000 and a master’s degree in international commercial law and EU laws from the University of Sheffield in the United Kingdom in 2003. He is a senior economist. Mr. Sun joined Tianjin Port Group since 2010 and had held a number of positions from November 2010 to November 2017, including an assistant to the head, the deputy head and the head of the corporate development department of Tianjin Port Group, and the chief of the legal department and the secretary to the board of directors of Tianjin Port Group. Before joining Tianjin Port Group, Mr. Sun was the head of the investment promotion department of Tianjin Lingang Chanye Investment Holdings Co., Ltd.* (天津臨港產業投資控股有限公司). Prior to that, Mr. Sun had been working in Sinochem Holdings* (中國中化集團公司) and was responsible for legal and compliance control affairs. Mr. Sun is currently a general manager of the investment and development management department of Tianjin Port Group, and a director of certain subsidiaries of the Tianjin Port Group. Mr. Sun is also an arbitrator of China Maritime Arbitration Commission.

Mr. Sun has entered into a service contract with the Company for a term of three years with effect from 22 January 2022, which could be renewed for further periods. He shall be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the Articles of Association. Pursuant to the terms of the aforesaid service contract, Mr. Sun 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 in their discretion from time to time. The remuneration of Mr. Sun is determined by the Board and the Remuneration Committee with reference to his duties and responsibilities with the Company and prevailing market conditions. For the year ended 31 December 2023, Mr. Sun did not receive any remuneration.

As at the Latest Practicable Date, Mr. Sun 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. Sun 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. Sun 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. YANG Zhengliang, Executive Director, Deputy General Manager

Aged 43, was appointed as a deputy general manager of the Company on 28 August 2021 and as an executive Director on 29 March 2022. Mr. Yang was a member of the Remuneration Committee from 29 March 2022 to 30 January 2023. Mr. Yang has been the chief representative of the Tianjin Representative Office of the Company since October 2020. Mr. Yang is also a director of certain subsidiaries of the Group and was a director of Tianjin Port Co from 28 April 2022 to 23 March 2023. Mr. Yang obtained a bachelor's degree in financial management from Tianjin University of Science & Technology, and a master's and postgraduate degree from Tianjin University. He holds qualifications as a chief senior accountant, a certified international auditor (CIA), a member of CPA Australia, an accounting consultant in Tianjin and a corporate MPAcc instructor of Tianjin University. From October 2018 to September 2020, he served as a deputy director of the investment department and a deputy general manager of the investment and development department of Tianjin Port Group.

Mr. Yang has entered into a service contract with the Company for a term of three years with effect from 29 March 2022, which could be renewed for further periods. He shall 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 aforesaid service contract, Mr. Yang will not receive any Director's fee but he is 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 their discretion from time to time. The remuneration of Mr. Yang is determined by the Board and the Remuneration Committee with reference to his duties and responsibilities with the Company and prevailing market conditions. For the year ended 31 December 2023, Mr. Yang received remuneration (including his salaries as deputy general manager of the Company and other benefits) of HK\$1,588,089.10.

As at the Latest Practicable Date, Mr. Yang 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. Yang 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. Yang 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

The following are the Proposed Amendments to the Memorandum and Articles of Association brought about by the adoption of the New Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Memorandum and Articles of Association.

No.	Proposed Amendments (showing changes to the Articles of Association and the parts without changes in the following provisions are shown in "...")
1(b)	<p>Any marginal notes, titles or lead in references to Articles and the index of the Memorandum and Articles of Association shall not form part of the Memorandum or Articles of Association and shall not affect their interpretation. In interpreting these Articles of Association, unless there be something in the subject or context inconsistent therewith:</p> <p>...</p> <p>“Dividend” means dividends, distributions in specie or in kind, capital distributions and capitalisation issues;</p> <p>“electronic means” includes sending or otherwise making available to the intended recipients of the notice or document in the electronic format;</p> <p>“Head Office” means such office of the Company as the Board may from time to time determine to be the principal office of the Company;</p> <p>...</p>
29	<p>In addition to the giving of notice in accordance with Article 28, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the relevant Shareholders by notice to be inserted at least once in the Newspapers <u>or by any electronic means.</u></p>
161	<p>The Board may, before recommending any Dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising Dividends or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (including in the repurchase by the Company of its own securities or the giving of any financial assistance for the acquisition of its own securities) as the Board may from time to time think <u>of</u> it, and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve, carry forward any profits which it may think prudent not to distribute by way of Dividend.</p>

No.	Proposed Amendments (showing changes to the Articles of Association and the parts without changes in the following provisions are shown in "...")
175(b)	Subject to paragraphs (c) and (d) below, every balance sheet of the Company shall be signed on behalf of the Board by 2 of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by post together with the notice of annual general meeting to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.
175(c)^	Subject to the Listing Rules, the Company may send summarised financial statements to Shareholders who has, in accordance with the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by any other documents as may be required under the Listing Rules and must be sent to the Shareholders not less than twenty-one days before the general meeting to those Shareholders that have consented and elected to receive the summarised financial statements. <i>(^Note: amendments which do not affect the meaning of this Article in English will be made to the Chinese translation of Article 175(c).)</i>
175(d)	The requirement to send to a person referred to in Article 175(b) the documents referred to in that article or summarised financial statements in accordance with Article 175(c) shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the designated stock exchange, the Company publishes <u>or makes available</u> copies of the documents referred to in Article 175(b) and, if applicable, summarised financial statements complying with Article 175(c), on the Company's computer network website <u>website</u> or in any other permitted manner (including by sending any form of electronic communication <u>electronic means</u>); and that person has agreed, or is deemed to have agreed, to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents in which documents may be sent to Shareholders by the Company as provided in these <u>Articles.</u>

No.	Proposed Amendments (showing changes to the Articles of Association and the parts without changes in the following provisions are shown in "...")
180(A)(i)	Except where otherwise expressly stated, any notice <u>or document</u> to be given to or by any person pursuant to these Articles shall be in writing or, to the extent permitted by the Companies Act and the Listing Rules from time to time and subject to this Article, contained in an electronic communication. A notice calling a meeting of the Board need not be in writing.
180(A)(ii)	Except where otherwise expressly stated, any notice or document <u>to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules)</u> may be served by the Company and any notice may be served by the Board on; or delivered to; any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the Register or by leaving it at that address addressed to the Shareholder or; to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the Shareholder to the Company or by posting it on the Company's website, provided that the Company has obtained either (a) the Shareholder's prior express positive confirmation in writing or (b) the Shareholder's deemed consent, in the manner specified in the Listing Rules, to receiving or otherwise having made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of a notice) by sending or otherwise making it available to such person through such other means to the extent permitted by the Listing Rules and all applicable laws and regulations or (in the case of a notice other than share certificate) by publishing it by way of advertisement in the Newspapers. In the case of joint holders of one or more Shares, all notices shall be given to the joint holder whose name stands first in the Register and each notice so given shall be sufficient notice to each joint holder. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such electronic number, address or website as may from time to time be supplied by the Shareholder concerned or by publishing it on the Company's website and/or the website of the HK Stock Exchange.
181(a)	Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of <u>(i) an address in the Relevant Territory which, for the purpose of service of notice, shall be deemed to be his registered address; or (ii) an electronic address for the purpose of service of notice.</u> Where the registered address of the Shareholder is outside the Relevant Territory, notice, <u>(i) if given through the post, shall be sent by prepaid airmail letter where possible, or (ii) if served by electronic means, shall be sent in accordance with Article 180(B).</u>

No.	Proposed Amendments (showing changes to the Articles of Association and the parts without changes in the following provisions are shown in "...")
181(b)	Any Shareholder who fails (and, where one or more Shares are held by joint holders, where the first joint holder named on the Register fails) to supply his registered address, or, in case of electronic communications, fails to supply his <u>electronic address or a correct electronic address</u> , to the Company for service of notices and documents on him shall not (and where one or more Shares are held by joint holders, none of the other joint holders, whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to the Board’s re-electing otherwise from time to time), be served, in the case of any notice, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder, which notice shall state the address within the Relevant Territory at which he served in the manner so described which <u>may obtain a copy of the relevant document, or by displaying or otherwise making available in the relevant notice or document on the Company’s website and stating the address within the Relevant Territory at which he may obtain a copy of the notice or document.</u> Any notice or document served in the manner so described shall be sufficient service as regards Shareholders with no registered or incorrect addresses, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address <u>or, in case of electronic communications, no or an incorrect electronic address</u> for the service of notice or document on him or on any Shareholder other than the first named on the Register.
181(c)	If on 3 consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address <u>or by electronic means to his electronic address</u> but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address <u>or a new electronic address</u> for the service of notices on him.

No.	Proposed Amendments (showing changes to the Articles of Association and the parts without changes in the following provisions are shown in "...")
182	<p>Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company on which it is transmitted from the server of the Company or its agent and it shall not be necessary for the receipt of such electronic transmission to be acknowledged by the recipient. Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a computer network <u>the Company's website and/or the website of the HK Stock Exchange</u> shall be deemed to have been served or delivered on the day it was so published.</p>

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 Regal Hongkong Hotel, No. 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 12 June 2024 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 2023.
2. To declare a final dividend of HK4.73 cents per share for the year ended 31 December 2023.
3. (a) Each as a separate resolution, to re-elect the following directors of the Company:
 - (1) to re-elect LUO Xunjie as an executive director of the Company;
 - (2) to re-elect TENG Fei as an executive director of the Company;
 - (3) to re-elect SUN Bin as an executive director of the Company;
 - (4) to re-elect YANG Zhengliang as an 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.”

(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;

NOTICE OF ANNUAL GENERAL MEETING

- (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;
- (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).”

NOTICE OF ANNUAL GENERAL MEETING

- (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).”
6. To consider and, if thought fit, pass with or without modification, the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing amended and restated memorandum and articles of association of the Company, the details of which are set out in Appendix III to the circular of the Company dated 29 April 2024, be and are hereby approved;
- (b) the new amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification), which contains all the Proposed Amendments, be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting, and
- (c) any one Director or the Company’s secretary or registered office provider be and is hereby authorised to do all things necessary to implement, or in connection with, the adoption of the New Memorandum and Articles of Association, including the making of each necessary filing with the Registrar of Companies in the Cayman Islands or the Stock Exchange.”

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

Hong Kong, 29 April 2024

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 Thursday, 6 June 2024 to Wednesday, 12 June 2024 (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 Wednesday, 5 June 2024.
6. The register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (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 Monday, 24 June 2024.
7. All resolutions set out in this notice will be decided by poll at the AGM.

As at the date of this notice, the Board comprises Mr. Chu Bin, Mr. Luo Xunjie, Mr. Teng Fei, 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.