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天津建设发展集团股份公司

Tianjin Construction Development Group Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2515)

PROPOSED ADOPTION OF A NO-PAR VALUE SHARE SYSTEM AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Tianjin Construction Development Group Co., Ltd. (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

PROPOSED ADOPTION OF A NO-PAR VALUE SHARE SYSTEM

To enhance operational flexibility in financing and share capital structure, the Board proposed to adopt a no-par value share system (the "**Proposed Adjustment**") in accordance with the applicable PRC law.

The Proposed Adjustment is subject to (i) a special resolution passed by the shareholders of the Company (the "**Shareholders**") at the extraordinary general meeting of the Company (the "**EGM**") to approve the Proposed Adjustment and the proposed amendments to the articles of association of the Company (the "**Articles of Association**"); and (ii) the registration of changes to the market supervision and administration authority in respect of the Proposed Adjustment.

The Proposed Adjustment will take effect upon the Shareholders' approval by way of a special resolution at the EGM. Filing with the relevant PRC authorities will be made after the passing of the relevant special resolution at the EGM.

Other Statement of the Proposed Adjustment

The Proposed Adjustment will not result in any change of the relative rights of existing Shareholders, nor disrupt the Company's daily operations or financial status.

Free exchange of no-par value share certificates

Subject to the no-par value share system becoming effective, which is currently expected to be on Tuesday, 18 November 2025, being the first business day immediately after the date of the EGM, Shareholders may on or after Tuesday, 18 November 2025 and until Wednesday, 3 December 2025 (both days inclusive), submit their existing share certificates to the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for exchange for new share certificates at the expense of the Company.

It is expected that the new no-par value share certificates will be available for collection within 10 business days after the submission of the existing share certificates to the Company's H share registrar in Hong Kong for exchange. Thereafter, a fee of HK$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Company's H share registrar in Hong Kong for each share certificate to be issued or each existing share certificate submitted for cancellation, whichever is higher.

After 4:10 p.m. on Monday, 1 December 2025, trading will only be in the new share certificates which will be issued in yellow colour. Existing share certificates with a par value of RMB1 per share will cease to be valid for delivery, trading and settlement purpose, but will remain valid and effective as documents of title.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of the above, the Board proposes to amend the Articles of Association to reflect the adjustment of the no-par value share system.

Details of the proposed amendments to the Articles of Association are set out below (deleted texts are presented in strikethrough and additional texts are presented in bold and underline):

Article No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 17	All the shares issued by the Company are denominated in RMB with a par value of RMB1 per share. The shares issued by the Company are referred to as domestic unlisted shares if they are issued in the PRC but have not yet been listed or traded on any domestic exchange, or as H Shares if they are listed on the SEHK. All shareholders of the Company shall have the same rights regarding dividends distribution or any other distributions of the Company. After fulfilling the necessary procedures stipulated in Trial Administrative Measures and other relevant laws, regulation and normative documents, the shareholders of domestic unlisted shares may apply for the conversion of part or all of the domestic unlisted shares held by them into overseas listed shares and have such shares listed and traded on an overseas exchange. The listing of the aforementioned unlisted shares for trading on the overseas exchange must comply with the regulatory procedures, provisions, and requirements of the overseas exchange.	All the shares issued by the Company are ~~denominated in RMB with a par value of RMB1 per share~~ **no-par value shares. When the Company issues new shares, more than half of the proceeds from the share issuance shall be included in the registered capital and the rest shall be included in the capital reserve. The specific proportions shall be determined by the shareholders' meeting that approves the issuance.** The shares issued by the Company are referred to as domestic unlisted shares if they are issued in the PRC but have not yet been listed or traded on any domestic exchange, or as H Shares if they are listed on the SEHK. All shareholders of the Company shall have the same rights regarding dividends distribution or any other distributions of the Company. After fulfilling the necessary procedures stipulated in Trial Administrative Measures and other relevant laws, regulation and normative documents, the shareholders of domestic unlisted shares may apply for the conversion of part or all of the domestic unlisted shares held by them into overseas listed shares and have such shares listed and traded on an overseas exchange. The listing of the aforementioned unlisted shares for trading on the overseas exchange must comply with the regulatory procedures, provisions, and requirements of the overseas exchange.

The proposed amendments to the Articles of Association are subject to the approval by the Shareholders by passing a special resolution at the EGM. The proposed amendments to the Articles of Association will become effective upon the approval by the Shareholders at the EGM. Prior to that, the current Articles of Association shall remain effective.

The Articles of Association and its amendments were prepared in Chinese, without formal English version. As such, the English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.

EGM

The Board proposes to convene the EGM on Monday, 17 November 2025, to consider and approve the resolution in relation to the Proposed Adjustment and the proposed amendments to the Articles of Association by way of a special resolution.

A circular containing, among other things, further details of the Proposed Adjustment and the proposed amendments to the Articles of Association, together with the notice of the EGM, will be published on the websites of the Company (www.tjcdg.com) and the Stock Exchange (www.hkexnews.hk) on 28 October 2025 and despatched to the Shareholders upon request.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 12 November 2025 to Monday, 17 November 2025, both days inclusive, to determine the entitlement to attend and vote at the EGM. During such period, no transfer of shares of the Company will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Monday, 17 November 2025. In order to be eligible to attend and vote at the EGM, unregistered holders of the shares of the Company shall ensure all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H 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, 11 November 2025 for registration.

By order of the Board
Tianjin Construction Development Group Co., Ltd.
Wang Wenbin
Chairman and non-executive Director

Tianjin, the PRC, 27 October 2025

As of the date of this announcement, the Board of Directors of the Company comprises: (i) Mr. Zhao Kuanghua, Mr. Li Kai, Ms. Guan Fengdan, Mr. Yang Youhua and Mr. Ni Baqun as executive Directors; (ii) Mr. Wang Wenbin as non-executive Director; and (iii) Dr. Yan Bing, Dr. Liu Jinlu and Mr. Shiu Shu Ming as independent non-executive Directors.