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

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

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天津港發展控股有限公司
Tianjin Port Development Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03382)

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 Regal Hongkong Hotel, No. 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 16 June 2026 at 3:00 p.m. is set out on pages 16 to 20 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, 27 April 2026

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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 Tuesday, 16 June 2026 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 12 June 2024;
"Board"	the board of Directors;
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
"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"	20 April 2026, 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;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs;

"Tianjin Development"	Tianjin Development Holdings Limited, a limited liability company incorporated in Hong Kong, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00882), and the substantial shareholder of the Company;
"Tianjin Port Co"	天津港股份有限公司 (Tianjin Port Holdings Co., Ltd.*), a limited liability company incorporated in the PRC, the shares of which are listed on the Shanghai Stock Exchange (Stock Code: 600717), and a non-wholly owned subsidiary of the Company;
"Tianjin Port Group Co"	天津港(集團)有限公司 (Tianjin Port (Group) Co., Ltd.*), a limited liability company incorporated in the PRC and the Company's ultimate holding company;
"Treasury Shares"	treasury shares (within the meaning of the Listing Rules) of the Company; and
"%"	per cent.

** for identification purposes only*

天津港發展控股有限公司
Tianjin Port Development Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03382)

Executive Directors:
CHU Bin *(Chairman)*
LUO Xunjie *(Managing Director)*
TENG Fei
LIU Nan
JIANG Wei
LOU Zhanshan

Independent Non-executive Directors:
Japhet Sebastian LAW
ZHANG Weidong
LUO Laura Ying

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.
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1 Matheson Street
Causeway Bay, Hong Kong

27 April 2026

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.

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 18 June 2025 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 (excluding Treasury Shares, if any) 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 (including any sale and transfer of Treasury Shares) not exceeding 20% of the total number of the Shares in issue (excluding Treasury Shares, if any) 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 (excluding Treasury Shares, if any) 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 HK4.33 cents per Share for the year ended 31 December 2025 (the "**Dividend**") to the Shareholders whose names appear on the register of members of the Company on Friday, 26 June 2026.

The register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. The record date for determining the Shareholders entitled to the Dividend will be Friday, 26 June 2026. 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, 22 June 2026.

RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, namely CHU Bin ("**Mr. Chu**"), LUO Xunjie, TENG Fei ("**Mr. Teng**"), LIU Nan, JIANG Wei, LOU Zhanshan ("**Mr. Lou**"), Japhet Sebastian LAW, ZHANG Weidong and LUO Laura Ying.

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

The nomination committee of the Company (the "**Nomination Committee**"), having reviewed the Board's composition, noted that pursuant to the nomination policy of the Company (the "**Nomination Policy**"), Mr. Chu, Mr. Teng and Mr. Lou are eligible for nomination, and nominated Mr. Chu, Mr. Teng and Mr. Lou to the Board for it to recommend to the Shareholders for re-election at the AGM. 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, Mr. Teng and Mr. Lou'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. Chu, Mr. Teng and Mr. Lou will continue to bring to the Board their own perspectives, skills and experience, and resolved to recommend Mr. Chu, Mr. Teng and Mr. Lou to be re-elected as Directors at the AGM. The Board considers that the re-election of each of Mr. Chu, Mr. Teng and Mr. Lou as Directors is in the best interests of the Company and the Shareholders as a whole. Mr. Chu, Mr. Teng and Mr. Lou abstained from voting on their respective nominations in the relevant Board meeting(s) and Nomination Committee meeting(s) (where applicable).

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 Regal Hongkong Hotel, No. 88 Yee Wo Street, Causeway Bay, Hong Kong on Tuesday, 16 June 2026 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 16 to 20 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 Wednesday, 10 June 2026 to Tuesday, 16 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. The record date for determining the Shareholders entitled to attend and vote at the AGM will be Tuesday, 16 June 2026. 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 Tuesday, 9 June 2026.

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 (excluding treasury 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 (i) make a new issue of shares, or a sale or transfer of any treasury shares; or (ii) announce a proposed new issue of shares, or a sale or transfer of any treasury shares, for a period of 30 days after any purchase by it of shares, whether on the Stock Exchange or otherwise, without the prior approval of the Stock Exchange. A company may not purchase any of its own shares on the Stock Exchange for a period of 30 days after any sale or transfer of any treasury shares on the Stock Exchange, without the prior approval of the Stock Exchange. In addition, a company shall not repurchase its 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 applicable prescribed minimum threshold for that company under rule 13.32B of 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 (excluding Treasury Shares, if any) 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. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to the compliance with the Company's constitutional documents, the applicable laws of the Cayman Islands and the Listing Rules. 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 2025 in the event that the Repurchase Mandate is to be exercised in full. The Directors however do not intend 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	**Lowest**
	HK$	*HK$*
2025		
April	0.67	0.55
May	0.68	0.61
June	0.70	0.64
July	0.76	0.65
August	0.76	0.71
September	0.75	0.69
October	0.72	0.67
November	0.71	0.67
December	0.70	0.66
2026		
January	0.71	0.66
February	0.73	0.68
March	0.72	0.66
April (up to the Latest Practicable Date)	0.70	0.66

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. STATUS OF REPURCHASED SHARES

Following a repurchase of the Shares, the Company may cancel any repurchased Shares or retain them as Treasury Shares subject to, among others, applicable laws, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances. Shareholders and potential investors of the Company should pay attention to any announcement to be published by the Company in the future, including but without limitation, any next day disclosure return and any relevant monthly return, where the Treasury Shares would be appropriately identified and segregated.

To the extent permitted by the applicable laws of the Cayman Islands, for any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include, upon approval by the Board, that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS, (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

9. 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 any proposed repurchase of Shares pursuant to the Repurchase Mandate (if approved at the AGM) 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.

10. 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 *(Note 1)*	Beneficial owner	3,294,530,000	53.5%
Tianjin Port Group Co *(Note 1)*	Interest of a controlled corporation	3,294,530,000	53.5%
Leadport Holdings Limited *(Note 2)*	Beneficial owner	1,293,030,000	21.0%
Tianjin Development *(Note 2)*	Interest of controlled corporations	1,293,180,000	21.0%
天津投資控股有限公司 (Tianjin Investment Holdings Limited*) *(Note 3)*	Interest of controlled corporations	1,293,180,000	21.0%
	Beneficial owner	6,820,000	0.1%
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 Co is deemed to be interested in all the Shares held by Tianjin Port Overseas Holding Limited, a wholly-owned subsidiary of Tianjin Port Group Co.

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 Co and TEDA Holding in the total number of the Shares in issue (excluding Treasury Shares, if any) 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 Co or TEDA Holding becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code, the Company will not repurchase the amount of 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. CHU Bin, *Executive Director and Chairman*

Aged 57, 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 Co. 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 Fourth Tianjin Binhai New Area 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 Ninth 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 寧波舟山港股份有限公司 (Ningbo Zhoushan Port Company Limited*), whose shares are listed on the Shanghai Stock Exchange (Stock Code: 601018), a deputy general manager of 寧波舟山港集團有限公司 (Ningbo Zhoushan Port Group Co., Ltd.*) and a director of 寧波舟山港股份有限公司 (Ningbo Zhoushan Port Company Limited*). 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 2025 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 2024, which may be renewed for further periods. He shall be subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Pursuant to the terms of the aforesaid service contract, 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 their discretion from time to time. For the year ended 31 December 2025, 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 in 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. TENG Fei, *Executive Director*

Aged 47, was appointed as an executive Director on 29 August 2023. Mr. Teng is a chief 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 天津市中環電子計算機公司(Tianjin Zhonghuan Electronics Computer Co.*), deputy general manager of 天津市中環華祥電子有限公司(Tianjin Zhonghuan Huaxiang Electronics Co., Ltd.*), deputy general manager of 三星愛商(天津)國際物流有限公司 (iMarketChina Co., Ltd.*), general manager of 天津市中環電子計算機有限公司 (Tianjin Zhonghuan Electronics Computer Co., Ltd.*), chairman of 天津環博科技有限公司 (Tianjin Huanbo Science and Technology Co., Ltd.*), 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 恒融投資集團有限公司 (Hengrong Investment Holdings Co., Ltd.*). Mr. Teng is currently an executive director and the chairman of the board of Tianjin Development, the director and the general manager of 天津泰達實業集團有限公司 (Tianjin TEDA Industrial Group Co., Ltd.*) and Tsinlien Group Company Limited, the chairman of the board of and the general manager of 天津渤海國有資產經營管理有限公司 (Tianjin Bohai State-owned Assets Management Co., Ltd.*), 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 chairman of 天津泰達電力有限公司 (Tianjin TEDA Electric Power Co., Ltd.*), a director of 渤海證券股份有限公司 (Bohai Securities Co., Ltd.*) 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 with effect from 29 August 2023, which may be renewed for further periods. He shall be subject to retirement by rotation and re-election at the 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. For the year ended 31 December 2025, 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 in 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. LOU Zhanshan, *Executive Director, Deputy General Manager, Member of Remuneration Committee*

Aged 52, 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 for certain subsidiaries of the Company and has been the chief representative of the Tianjin Representative Office of the Company since January 2025. He has been a director of Tianjin Port Co since 27 April 2023. Mr. Lou holds a master degree in business administration with postgraduate research qualification from Tianjin University. Mr. Lou joined Tianjin Port Group Co in 1995. He has been the deputy chief of the securities financing department of 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 Co.

Mr. Lou has entered into a service contract with the Company for a term of three years from 30 January 2026, which may be renewed for further periods. He shall be subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Pursuant to the terms of the aforesaid service contract, Mr. Lou is not entitled to any Director's fee, but he is entitled to an annual salary as the deputy general manager of the Company, which is paid on monthly basis. The Board has absolute discretion regarding Mr. Lou's annual salary increment. Furthermore, Mr. Lou 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. Lou is determined by the Board and the Remuneration Committee, taking into account his duties and responsibilities with the Company and with reference to prevailing market conditions. For the year ended 31 December 2025, Mr. Lou received total remuneration (including his salary as deputy general manager of the Company and other benefits) of approximately HK$1,790,000.

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 in 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.

* *for identification purposes only*

天津港發展控股有限公司
Tianjin Port Development Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03382)

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 Tuesday, 16 June 2026 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 2025.

2. To declare a final dividend of HK4.33 cents per share for the year ended 31 December 2025.

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 TENG Fei as an executive director of the Company;

   (3) to re-elect LOU Zhanshan 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.

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 and, if permitted under the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), to determine whether such shares of the Company repurchased shall be held as treasury shares (has the meaning ascribed thereto under the Listing Rules) by the Company or otherwise be cancelled, subject to and in accordance with all applicable laws and the requirement of 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 (excluding treasury shares, if any) 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 (including any sale and transfer of treasury shares on the Stock Exchange) 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 (excluding treasury shares, if any) 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)."

(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 (excluding treasury shares, if any) 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, 27 April 2026

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 Wednesday, 10 June 2026 to Tuesday, 16 June 2026 (both days inclusive), during which period no transfer of shares of the Company will be registered. The record date for determining the Shareholders entitled to attend and vote at the AGM will be Tuesday, 16 June 2026. 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 Tuesday, 9 June 2026.

6. The register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which period no transfer of shares of the Company will be registered. The record date for determining the Shareholders entitled to the final dividend will be Friday, 26 June 2026. 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, 22 June 2026.

7. All resolutions set out in this notice will be decided by poll at the AGM.

8. In the event that a tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by a super typhoon or a black rainstorm warning signal is in force at any time between 12:00 noon and 3:00 p.m. on the day of the AGM, the AGM will be adjourned or postponed. The Company will post an announcement on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company's website (www.tianjinportdev.com) to notify shareholders of the Company of the date, time and place of the adjourned or postponed meeting.

   The AGM will be held as scheduled when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather conditions bearing in mind their own situation.

9. Shareholders of the Company or proxies who attend the AGM in person will each receive one set of refreshment as a token of appreciation. If a shareholder of the Company is also appointed as a proxy of other shareholder(s) of the Company, or a proxy represents multiple shareholders of the Company, the number of sets of refreshment each of the aforesaid shareholder or proxy will receive is still limited to ONE.

As at the date of this announcement, the Board comprises Mr. Chu Bin, Mr. Luo Xunjie, Mr. Teng Fei, Mr. Liu Nan, Mr. Jiang Wei and Mr. Lou Zhanshan as executive directors; and Professor Japhet Sebastian Law, Mr. Zhang Weidong and Ms. Luo Laura Ying as independent non-executive directors.