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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)

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 notice, 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.