THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Tianjin Construction Development Group Co., Ltd.**, you should at once hand this circular, together with the enclosed 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)

(1) PROPOSED INCREASE IN REGISTERED CAPITAL;
(2) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF THE EGM

Capitalised terms used in this cover page have the same meanings as those defined in this circular.

The notice convening the EGM of the Company to be held at Conference Room 2, No. 112 Dongting Road, Economic and Technological Development Zone, Binhai New Area, Tianjin, PRC on Friday, 12 June 2026 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tjcdg.com).

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it 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, as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the EGM (i.e. not later than 10:00 a.m. on Thursday, 11 June 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

26 May 2026

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

"Articles of Association"	The articles of association of the Company as amended from time to time
"Board"	the board of Directors of the Company
"China" or "PRC"	the People's Republic of China for the purpose of this circular and for geographical reference only, except where the context requires, references in this circular to "China" and the "PRC" do not apply to Hong Kong SAR, Macau Special Administrative Region and Taiwan Region
"Company"	Tianjin Construction Development Group Co., Ltd. (天津建设发展集团股份公司), a company incorporated under the laws of the People's Republic of China, the H Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2515)
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened to approve, among others, the proposed Increase in Registered Capital
"Group"	the Company and its subsidiaries
"H Shares"	overseas listed foreign invested ordinary share(s) in the ordinary share capital of the Company, listed on the Main Board of the Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Increase in Registered Capital"	the increase in authorised share capital of the Company from RMB230,059,168 to RMB268,282,114
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	the shares of the Company which have no par value
"Shareholder(s)"	holders of the Shares from time to time
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription"	the subscription of new shares under general mandate as announced by the Company on 21 May 2026



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)

Executive Directors:
Mr. Zhao Kuanghua (趙匡華先生)
Ms. Guan Fengdan (關鳳丹女士)
Mr. Yang Youhua (楊友華先生)
Mr. Ni Baqun (倪拔群先生)
Mr. Ma Guoqun (馬國群先生)

Non-executive Directors:
Mr. Wang Wenbin (王文彬先生)
(Chairperson of the Board)

Independent Non-executive Directors:
Dr. Yan Bing (嚴兵博士)
Dr. Liu Jinlu (劉金璐博士)
Mr. Shiu Shu Ming (蕭恕明先生)

Registered office:
Room 116, No. 112 Dongting Road,
Tianjin Economic-Technological Development Area,
Tianjin,
PRC

Head Office and Principal Place of Business in the PRC:
Room 116, No. 112 Dongting Road,
Tianjin Economic-Technological Development Area,
Tianjin,
PRC

Principal Place of Business in Hong Kong:
Room 1918
19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

26 May 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED INCREASE IN REGISTERED CAPITAL; (2) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION; AND (3) NOTICE OF THE EGM

INTRODUCTION

Reference is made to the announcement of the Company dated 22 May 2026 in relation to the proposed Increase in Registered Capital.

The purpose of this circular is to provide you with information in relation to, among others, (i) the proposed Increase in Registered Capital; (ii) the proposed amendment to the Articles of Association; and (iii) the notice of the EGM.

Proposed Increase in Registered Capital

By reason of the Subscription under the general mandate of the Company dated 21 May 2026, the Company will issue new Shares and shall allocate all of the capital raised from such issuance to its registered capital. The specific proportion for such allocation shall be subject to the approval by the Shareholders at an EGM.

The net proceeds from the Subscription (after deducting all applicable costs and expenses) will be approximately RMB38.2 million (equivalent to HK$43.8 million). As a result of the completion of the Subscription and according to the Articles of Association, all net proceeds will be credited to the registered capital of the Company. In the event of exchange rate fluctuations at the completion date of the Subscription, the amount credited to the registered capital shall be adjusted accordingly. Therefore, Board proposed to change the registered capital of the Company from RMB230,059,168 to RMB268,282,114 subject to the completion of the Subscription.

The Increase in the Registered Capital shall become effective subject to the approval by the Shareholders at an EGM by way of special resolutions and the completion of the Subscription.

Proposed Amendment to the Articles of Association

In light of the proposed Increase in Registered Capital, the Board proposes to amend the Articles of Association to reflect, among others, the following proposed amendment to the Articles of Association:

Articles	**Before Amendment**	**After Amendment**
Article 6	The registered capital of the Company is RMB230,059,168.	The registered capital of the Company is RMB268,282,114.

Except for the revision of the above article, no substantive changes are made to other contents of the Articles of Association. The proposed amendment to the Articles of Association will become effective subject to the approval of the Shareholders by passing a special resolution at the EGM and the completion of the Subscription. Prior to that, the current Articles of Association shall remain effective.

The Articles of Association and the proposed amendment were prepared in Chinese, without a 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 EGM will be held at Conference Room 2, No. 112 Dongting Road, Economic and Technological Development Zone, Binhai New Area, Tianjin, PRC on Friday, 12 June 2026 at 10:00 a.m., at which the resolution will be proposed for the Shareholders to consider and, if thought fit, approve, among other things, the proposed Increase in Registered Capital and the proposed amendment to the Articles of Association. Notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tjcdg.com).

The register of members of the Company will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026, 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 Friday, 12 June 2026. 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 Monday, 8 June 2026 for registration.

Any vote of Shareholders at the EGM must be taken by poll except where the chairman of the EGM, 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 Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the EGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the EGM.

RECOMMENDATION

The Board considers that the resolutions proposed at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the proposed resolutions.

Yours faithfully,
By order of the Board
Tianjin Construction Development Group Co., Ltd.
天津建设发展集团股份公司
Wang Wenbin
Chairman and non-executive Director



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of Tianjin Construction Development Group Co., Ltd. (the "**Company**") will be convened and held at No. 112 Dongting Road, Economic and Technological Development Zone, Binhai New Area, Tianjin, PRC on Friday, 12 June 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

SPECIAL RESOLUTIONS

1. To consider and to approve the proposed increase in registered capital of the Company; and

2. To consider and to approve the proposed amendment to the Articles of Association of the Company.

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

Hong Kong, 26 May 2026

Notes:

1. The resolution at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at www.tjcdg.com and The Stock Exchange of Hong Kong Limited at www.hkexnews.hk after the EGM.

2. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.

3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's H share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares of the Company), at least 24 hours before the EGM (i.e. before 10:00 a.m. on Thursday, 11 June 2026) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.

4. For the purpose of determining the list of shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Tuesday, 9 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of the shares 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 Monday, 8 June 2026 for registration.

5. In case of joint shareholders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

6. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

7. A shareholder or his/her proxy should produce proof of identity when attending the EGM.

8. References to date and time in this notice are to Hong Kong dates and time.

9. The contact of the Company:

   Address: Room 116, No. 112 Dongting Road, Tianjin Economic Technological Development Area

   Tel: 022–25361111–8303

   Contact person: Gan Shuang

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