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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)

THE CONNECTED TRANSACTION REGARDING THE PROPOSED ISSUANCE OF SHARES FOR ASSET ACQUISITION BY TIANJIN PORT HOLDINGS CO LTD

This announcement is made by the board of directors of Tianjin Port Development Holdings Limited (the "**Company**", and its subsidiaries collectively as the "**Group**") pursuant to Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), to provide shareholders and the potential investors of the Company in relation to the trading suspension of Tianjin Port Holdings Co., Ltd. ("**Tianjin Port Co**"), a subsidiary of the Company, on the Shanghai Stock Exchange ("**SSE**") in connection with the connected transaction regarding its proposed issuance of shares for asset acquisition.

LETTER OF ACQUISITION INTENT

On 8 June 2026, Tianjin Port Co and 天津港（集團）有限公司 (Tianjin Port (Group) Co., Ltd.*) ("**Tianjin Port Group**"), the controlling shareholder of the Company, entered into a letter of acquisition intent regarding the proposed acquisition by Tianjin Port Co of the 100% equity interest in 天津港第二集裝箱碼頭有限公司 (Tianjin Port Second Container Terminal Co., Ltd.*) ("**Second Container Co**") and the 100% equity interest in 天津港匯盛碼頭有限公司 (Tianjin Port Huisheng Terminal Co., Ltd.*) ("**Huisheng Co**") held by Tianjin Port Group (the "**Transaction**"). It was agreed therein that Tianjin Port Co intends to acquire from Tianjin Port Group the 100% equity interest in Second Container Co and the 100% equity interest in Huisheng Co by way of issuing shares to Tianjin Port Group, with the transaction consideration to be determined by the parties through negotiation based on the appraised value confirmed by an asset appraisal report issued by an appraisal institution that complies with the provisions of the Securities Law of the People's Republic of China and filed with the competent authority.

The specific terms and conditions of the Transaction shall be set forth in a formal agreement to be executed by the parties separately.

TRADING SUSPENSION OF TIANJIN PORT CO

Pursuant to the relevant law and regulations in the People's Republic of China (the "**PRC**"), including the Administrative Measures for Major Asset Restructurings of Listed Companies, it is expected that the Transaction will constitute a related party transaction for Tianjin Port Co, but will not constitute a major asset restructuring. As the Transaction is still in the planning stage and certain matters remain subject to uncertainties, in order to ensure fair disclosure of information and avoid abnormal fluctuations in its share price, Tianjin Port Co applied to the SSE for a trading suspension. Accordingly, its shares will be suspended from 9 June 2026 and expected to suspend for a period of no more than 10 trading days, and a relevant announcement has been published (the "**Tianjin Port Co Announcement**").

Tianjin Port Co is a company incorporated in the PRC, the shares of which are listed on the SSE. As of the date of this announcement, the Company indirectly holds approximately 56.81% of the issued share capital of Tianjin Port Co. Details of the Tianjin Port Co Announcement are available on the website of the SSE at www.sse.com.cn.

INFORMATION OF SECOND CONTAINER CO AND HUISHENG CO

Second Container Co is a limited liability company incorporated in PRC with a registered capital of RMB3,000.00 million and is principally engaged in container handling, storage, and other port ancillary services, including container loading and unloading, port collection, inspection and shore power for ships. As of the date of this announcement, Tianjin Port Group directly holds 100% equity interest in Second Container Co.

Huisheng Co is a limited liability company incorporated in PRC with a registered capital of RMB2,062.25 million and is principally engaged in port investment, construction and operation, and provides loading and unloading, storage, warehousing and transshipment services for various types of goods, especially general cargo and bulk cargo. As of the date of this announcement, Tianjin Port Group directly holds 100% equity interest in Huisheng Co.

INFORMATION ON THE PARTIES TO THE TRANSACTION

The Group is principally engaged in containerised and non-containerised cargo handling services and other port ancillary services at the port of Tianjin in the PRC, primarily through its subsidiaries and associated companies.

Tianjin Port Co is a subsidiary of the Company and is principally engaged in containerised and non-containerised cargo handling services and other port ancillary services at the port of Tianjin in the PRC, primarily through its subsidiaries and associated companies.

Tianjin Port Group is the controlling shareholder of the Company. Its principal business includes port handling and stevedoring services, warehousing, logistics, and port area land development at the port of Tianjin in the PRC through its group companies.

LISTING RULES IMPLICATIONS

If the Transaction is implemented, since Tianjin Port Co will settle the consideration for the Transaction by issuing shares, there will be a reduction of the percentage equity interest of the Company in Tianjin Port Co. Pursuant to Rule 14.29 of the Listing Rules, the Transaction will constitute a deemed disposal by the Company. Therefore, if the Transaction is implemented, it is expectd that the acquisition of equity interest in Second Container Co and Huisheng Co, as well as the aforementioned deemed disposal, will each constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

Tianjin Port Group is the controlling shareholder of the Company, indirectly interested in 53.5% of the issued share capital of the Company, and is therefore a connected person (as defined in the Listing Rules) of the Company. Accordingly, if the Transaction is implemented, it will constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

If the Transaction is implemented, the Company will comply in a timely manner with the reporting, announcement, cirucular (including independent financial advice), and approval by independent shareholders under Chapter 14 and Chapter 14A of the Listing Rules.

As of the date of this announcement, the Transaction is still at the planning stage. The parties to the Transaction have not entered into a formal transaction agreement, and the specific plan of the Transaction is still under discussion and remains uncertain. In addition, the Transaction is subject to review by the board of directors and general meeting of shareholders of both the Company as well as Tianjin Port Co, and approval from the relevant regulatory authorities. There is uncertainty as to whether the Transaction can be ultimately approved and implemented. The Company will perform its information disclosure obligation in a timely manner in compliance with the applicable requirements under the relevant laws, regulations and regulatory rules. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 8 June 2026

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.

** For identification purposes only*