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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)

POTENTIAL NOTIFIABLE TRANSACTION, DEEMED DISPOSAL AND CONNECTED TRANSACTION IN RELATION TO THE ISSUANCE OF SHARES BY TIANJIN PORT HOLDINGS CO LTD FOR ASSET ACQUISITION

Reference is made to the announcement of the Company dated 8 June 2026, of which it announced, among other things, the trading suspension of Tianjin Port Co, a subsidiary of the Company, on the SSE, in connection with its connected transaction regarding its proposed Issuance of Shares for asset acquisition, as well as the signing of the letter of acquisition intent with Tianjin Port Group, the controlling shareholder of the Company.

SHARE ISSUANCE AGREEMENT FOR THE ACQUISITION OF ASSETS

On 22 June 2026, Tianjin Port Co entered into the Agreement with Tianjin Port Group, pursuant to which, Tianjin Port Co intends to acquire all equity interests of the Target Companies by Issuance of Shares, and Tianjin Port Group intends to sell all equity interests of the Target Companies to Tianjin Port Co.

As of the date of this announcement, the audit and valuation work of the Target Companies have not yet been completed, and the appraised value of the Target Companies and the Consideration have not yet been determined. The final Consideration will be determined through negotiation between the parties based on the valuation results stated in the asset valuation report issued by an appraisal institution that complies with relevant laws and regulations and filed with the State-owned Assets Supervision and Administration Commission or its authorised agency. After the completion of the aforementioned audit and valuation work, the Company will convene a separate board meeting and Shareholders' meeting (if necessary) to review the specific plan for the Transaction and sign the Supplemental Agreement to, among other things, clearly stipulate the final Consideration.

LISTING RULES IMPLICATIONS

If the Transaction is implemented, Tianjin Port Co will satisfy the Consideration by way of Issuance of Shares, which will result in a reduction of the percentage equity interest of the Company in Tianjin Port Co. Therefore, it constitutes a deemed disposal by the Company under Rule 14.29 of the Listing Rules.

If the Transaction is implemented, it is expected that each of the Acquisition and the Disposal will constitute a notifiable transaction of the Company under the Listing Rules. Pursuant to Rule 14.24 of the Listing Rules, since the Transaction involves both an acquisition and a disposal, the Stock Exchange will apply the percentage ratios (as defined in the Listing Rules) to both the Acquisition and the Disposal. The Transaction will be classified by reference to the larger of the Acquisition or the Disposal. However, from the perspective of Chapter 14 of the Listing Rules, as the audit and valuation work of the Target Companies have not yet been completed, and the Consideration has not been finalised, the classification of the Transaction under Chapter 14 of the Listing Rules cannot be confirmed at this stage. Subject to the finalisation of the Consideration, the Company will comply with the relevant requirements of Chapter 14 of the Listing Rules.

Tianjin Port Group, as the controlling shareholder of the Company, indirectly holds 53.5% of the issued share capital of the Company, and is therefore a connected person of the Company. Accordingly, the Transaction, if implemented, will constitute a connected transaction of the Company under Chapter 14A of the Listing Rules. From the perspective of Chapter 14A of the Listing Rules, since one or more of the relevant applicable percentage ratio(s) (as defined in the Listing Rules) in connection with the Transaction exceed(s) 5%, the Transaction is subject to the requirements of Chapter 14A of the Listing Rules regarding reporting, announcement, circular (including independent financial advice), and approval by independent Shareholders.

Upon confirmation of the Consideration, Tianjin Port Co will enter into the Supplemental Agreement with Tianjin Port Group. The Company will comply in a timely manner with the requirements for reporting, announcement, circular (including independent financial advice), and approval by independent Shareholders under Chapter 14 and Chapter 14A of the Listing Rules.

RESUMPTION OF TRADING OF TIANJIN PORT HOLDINGS CO LTD

As the Transaction involves uncertainties, at the request of Tianjin Port Co, its shares have been suspended from trading on the SSE with effect from 9 June 2026. An application has been made by Tianjin Port Co to the SSE for the resumption of trading in its shares on the SSE with effect from 23 June 2026.

Shareholders and potential investors of the Company should note that as the Transaction is subject to the fulfilment or waiver (as applicable) of the conditions precedent under the Agreement, the Transaction may or may not proceed. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the securities of the Company.

Reference is made to the announcement of the Company dated 8 June 2026, of which it announced, among other things, the trading suspension of Tianjin Port Co, a subsidiary of the Company, on the SSE, in connection with the connected transaction regarding its proposed Issuance of Shares for asset acquisition, as well as the signing of the letter of acquisition intent with Tianjin Port Group, the controlling shareholder of the Company.

THE AGREEMENT

Date	:	22 June 2026
Parties	:	Tianjin Port Co (as acquirer) Tianjin Port Group (as transferee)
Subject matter	:	Tianjin Port Co intends to acquire all equity interests of the Target Companies by Issuance of Shares, and Tianjin Port Group intends to sell all equity interests of the Target Companies to Tianjin Port Co.
Consideration and payment terms	:	The Consideration will be determined through negotiation between the parties based on the appraised value of the equity interest in Target Companies as at the Reference Date, as stated in the asset valuation report issued by an appraisal institution that complies with relevant laws and regulations and filed with the State-owned Assets Supervision and Administration Commission or its authorised agency. The final Consideration shall be determined in the Supplemental Agreement to be separately executed by the parties. As of the date of this announcement, the audit and valuation work of the Target Companies have not yet been completed, and the appraised value of the Target Companies and the Consideration have not yet been determined. The entire Consideration shall be paid by Tianjin Port Co to Tianjin Port Group through the Issuance of Shares, with no cash component.
Issue Price and number of New Shares	:	The Issue Price is RMB4.36 per share. Pursuant to the relevant regulations of the CSRC, the Issue Price for the New Shares shall not be less than 80% of the market reference price. The market reference price refers to each of the average trading price of Tianjin Port Co's shares on the SSE for the 20, 60 or 120 trading days prior to the date (the "**Pricing Reference Date**") of the announcement of the first board resolution of Tianjin Port Co regarding the Issuance of Shares. Taking the preceding 20 trading days as an example, the formula for calculating the average trading price is as follows: average trading price for the preceding 20 trading days = total trading amount of shares for the preceding 20 trading days ÷ total trading volume of shares for the 20 trading days prior to the Pricing Reference Date.

The Number of New Shares = Consideration ÷ Issue Price. The number of New Shares shall be an integer. If the calculation result yields a fraction, any fractional share shall be rounded down to the nearest whole share. The final number of New Shares shall be subject to the number approved for registration by the CSRC.

If Tianjin Port Co has any ex-rights or ex-dividend events such as cash dividends, capitalisation of capital reserves, bonus shares, or rights issues between the Pricing Reference Date and the date of issuance of New Shares, the Issue Price will be adjusted accordingly in accordance with the relevant rules of the CSRC and the SSE.

Following the completion of the issuance, application for listing of the New Shares on the SSE will be sought.

Lock-up period : The New Shares shall not be transferred within 36 months from the date of completion of their issuance. However, transfers permitted under applicable laws, regulations, and normative documents are not subject to this restriction. If, within 6 months after the completion of the Transaction, the closing price of Tianjin Port Co shares falls below the Issue Price for 20 consecutive trading days, or if the closing price at the end of the six-month period following the completion of the Transaction is lower than the Issue Price, the lock-up period shall be automatically extended by an additional 6 months.

The shares of Tianjin Port Co directly and indirectly held by Tianjin Port Group (i.e. including the 56.81% shares of Tianjin Port Co held by the Company through Grand Point, a wholly-owned subsidiary of the Company) (the "**Existing Shares**") prior to the Transaction shall not be transferred within 18 months after the completion of the Transaction. However, transfers permitted under applicable laws, regulations, and normative documents are not subject to this restriction.

During the aforementioned lock-up period, any additional shares derived by Tianjin Port Group from the New Shares and the Existing Shares, including those arising from bonus shares, capitalisation of reserves, or rights issues by Tianjin Port Co, shall also be subject to the same lock-up period restriction.

If the CSRC or other regulatory authorities impose additional lock-up requirements on the New Shares, Tianjin Port Group will make corresponding adjustments in accordance with the regulatory opinions and requirements. After the expiration of the aforementioned lock-up period, the transfer and trading of Tianjin Port Co shares by Tianjin Port Group will be conducted in accordance with the relevant regulations of the CSRC and the SSE in effect at that time.

Grand Point, a wholly-owned subsidiary of the Company and the controlling shareholder of Tianjin Port Co, has also in accordance with the requirements of the SSE given its consent in principle to the Issuance of Shares, given undertaking as to the aforementioned lock-up arrangements regarding the Existing Shares held by it, and undertaken that it has no plans to reduce its holdings of the shares of Tianjin Port Co during the period from the Pricing Reference Date to the Completion Date.

Conditions precedent to completion : The transaction terms of the Agreement shall become effective upon satisfaction of the following conditions:

(1) the board of directors of Tianjin Port Co approves the relevant resolutions relating to the Transaction;

(2) the shareholders' meeting of Tianjin Port Co approves the relevant resolutions relating to the Transaction;

(3) Tianjin Port Group completes the relevant internal procedures to review and approve the matters relating to the Transaction;

(4) The Transaction obtains all necessary approvals and filings required for the transfer of state-owned assets;

(5) The Transaction complies with all requirements of the Stock Exchange and the Listing Rules, including obtaining the Stock Exchange's approval of the circular, and has been approved in the general meeting of the Company;

(6) the SSE approves the Transaction;

(7) the CSRC issues an approval granting registration in response to the securities issuance application relating to the Transaction; and

(8) any other approvals, permits, or consents from other competent authorities required under applicable laws and regulations (if applicable).

Completion : (1) Completion of the equity interests of the Target Companies

Within 30 days after the date of the issuance of the approval document by the CSRC granting the registration, the procedures for the change of industrial and commercial registration of the equity transfer of the Target Companies shall be initiated by the parties. The Target Companies and Tianjin Port Group shall be responsible for handling the completion procedures of the equity interests in the Target Companies, and Tianjin Port Co shall provide necessary assistance. From the date on which the procedures for the change of industrial and commercial registration for the equity transfer of the Target Companies has been completed, which the equity shall be registered under the name of Tianjin Port Co ("**Completion Date**"), all rights and obligations arising from

the equity interest in the Target Companies shall be vested in and borne by Tianjin Port Co.

(2) Delivery of the New Shares

Within 30 days after the Completion Date, or within such other period as agreed by the parties, Tianjin Port Co shall complete the delivery of the New Shares to Tianjin Port Group and register the New Shares in the name of Tianjin Port Group with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited. Tianjin Port Co shall be responsible for handling the procedures of the delivery of the New Shares, and Tianjin Port Group shall provide necessary assistance to Tianjin Port Co for the delivery of the New Shares.

Transitional Period arrangement : The attribution of profits and losses of the Target Companies during the Transitional Period shall be determined by the parties to the Transaction through a Supplemental Agreement after the completion of the audit and valuation work of the Target Companies, in accordance with relevant laws and regulations or the opinions of regulatory authorities.

Termination or rescission : The parties may terminate or rescind the Agreement in writing under the following circumstances:

(1) if any competent regulatory authority objects to the content or performance of the Agreement, thereby rendering its material terms and conditions impossible to be fulfilled, and seriously affecting the commercial purpose at the time of signing the Agreement of any party;

(2) by mutual agreement of the parties prior to the completion date of the Transaction; or

(3) if the formal proposal for the Transaction is not approved by the board of directors of Tianjin Port Co, or is not approved in the shareholders' meeting of Tianjin Port Co, or is not approved by the SSE, or is not approved for registration by the CSRC, or the conditions set out in the section of "Conditions precedent to completion" above cannot be met.

If any party breaches the Agreement, the non-breaching party shall have the right to demand immediate termination of the Agreement and to claim compensation from the breaching party for any losses incurred as a result, including but not limited to all expenses incurred by the non-breaching party in connection with the Transaction.

If the performance of the Agreement becomes impossible due to force majeure or if, for any other reason, the performance of the Agreement becomes unnecessary or impossible, the parties may, by mutual agreement, rescind and terminate the performance of the Agreement.

Taxes and Fees	:	Costs incurred in connection with the performance of the Agreement and the completion of the Transaction shall be borne by the party incurring such costs. Both parties shall pay their respective taxes payable in accordance with applicable laws for the performance of their obligations under the Agreement.

INFORMATION ON TARGET COMPANIES

Second Container Co

Second Container Co is a limited liability company incorporated in PRC by Tianjin Port Group 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. The registered capital of Second Container Co contributed by Tianjin Port Group in respect of its equity interest is RMB 3,000.00 million. Through its "Smart+Green" operation model, Second Container Co focuses on efficient and low-carbon container port operations, with a designed annual throughput capacity of 2.5 million TEUs, capable of meeting the round-the-clock berthing and operational needs of the world's largest container vessels.

The Tianjin port area, where Second Container Co is located, is the maritime gateway to the Beijing-Tianjin-Hebei region and the "Three Norths" (Northeast, North, and Northwest China), one of the primary departure ports for the Xiong'an New Area, a key point of the "Belt and Road" initiative's sea-land intersection, an important node of the New Eurasian Land Bridge Economic Corridor, and one of the international hub ports serving China's comprehensive opening-up policy.

As of the date of this announcement, Tianjin Port Group directly holds 100% equity interest in Second Container Co.

As of the date of this announcement, the audit and valuation work of Second Container Co have not yet been completed. According to the unaudited financial statements of Second Container Co prepared under the China Accounting Standards for Business Enterprises, the unaudited key financial data of Second Container Co for the two years ended 31 December 2024 and 31 December 2025 are set out below:

	As at 31 December 2025 *RMB million* (unaudited)	**As at 31 December 2024** *RMB million* (unaudited)
Total Assets	4,648.17	4,712.33
Total Liabilities	1,405.24	1,706.44
Equity of shareholder	3,242.93	3,005.89

	For the year ended 31 December	
	2025	**2024**
	RMB million (unaudited)	*RMB million* (unaudited)
Revenue	779.48	593.40
Net profit before tax	271.55	106.73
Net profit after tax	236.14	130.83

Huisheng Co

Huisheng Co is a limited liability company incorporated in PRC by Tianjin Port Group 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. The registered capital of Huisheng Co is RMB 2,062.25 million. The initial investment cost for the equity interest in Huisheng Co by Tianjin Port Group was approximately RMB 1,860.83 million. Huisheng Co has two 100,000-tonne-class berths and two 150,000-tonne-class berths, with an annual designed throughput capacity of 11 million tonnes.

The Tianjin port area, where Huisheng Co is located, is a vital hub in the comprehensive transportation system of the Beijing-Tianjin-Hebei region and a major gateway for foreign trade. It is a key node for sea-rail intermodal transport in the "Three North" region, a major transit port for bulk dry cargo, containers, and energy imports and exports, and a land-sea intersection point for key "Belt and Road" projects and high-quality steel products. It is also an important component of China's northern international shipping center and international logistics center.

As of the date of this announcement, Tianjin Port Group directly holds 100% equity interest in Huisheng Co.

As of the date of this announcement, the audit and valuation work of Huisheng Co have not yet been completed. According to the unaudited financial statements of Huisheng Co prepared under the China Accounting Standards for Business Enterprises, the unaudited key financial data of Huisheng Co for the two years ended 31 December 2024 and 31 December 2025 are set out below:

	As at 31 December 2025	**As at 31 December 2024**
	RMB million (unaudited)	*RMB million* (unaudited)
Total Assets	2,464.53	2,357.02
Total Liabilities	766.17	733.47
Equity of shareholder	1,698.37	1,623.55

	For the year ended 31 December	
	2025	**2024**
	RMB million	*RMB million*
	(unaudited)	(unaudited)
Revenue	590.73	542.55
Net profit before tax	100.09	82.98
Net profit after tax	74.82	103.77

INFORMATION ON TIANJIN PORT CO

Tianjin Port Co is a joint stock company incorporated in the PRC with limited liability, with a registered capital of RMB2,894.00 million and the shares of which are listed on the SSE (Stock Code: 600717). It 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. As of the date of this announcement, approximately 56.81% of its equity interest is indirectly held by the Company.

According to the audited financial statements of Tianjin Port Co prepared under the China Accounting Standards for Business Enterprises, the audited key financial data of Tianjin Port Co for the two years ended 31 December 2024 and 31 December 2025 are set out below:

	As at 31 December 2025	**As at 31 December 2024**
	RMB million	*RMB million*
	(audited)	(audited)
Total Assets	35,760.47	36,018.51
Total Liabilities	9,018.58	9,502.96
Equity of shareholder	26,741.89	26,515.56

	For the year ended 31 December	
	2025	**2024**
	RMB million	*RMB million*
	(audited)	(audited)
Revenue	12,791.68	12,069.96
Net profit before tax	2,053.77	1,910.16
Net profit after tax	1,535.51	1,502.75

FINANCIAL EFFECT OF THE TRANSACTION

If the Transaction is implemented, upon completion of the Transaction, Second Container Co and Huisheng Co will become wholly-owned subsidiaries of Tianjin Port Co.

At the same time, as Tianjin Port Co will satisfy the Consideration by way of Issuance of Shares, this will result in a reduction of the percentage equity interest of the Company in Tianjin Port Co. As of the date of this announcement, given that the Consideration has not yet been finalised, the number of New Shares and the percentage equity interest of the Company in Tianjin Port Co upon completion of the Transaction cannot be determined. However, the Company expects that the Transaction will not result in losing control of Tianjin Port Co by the Company and Tianjin Port Co will remain a subsidiary of the Company after the Transaction. Therefore, the Second Company and Huisheng Company will also be subsidiaries of the Company and their accounts will be consolidated into the consolidated financial statement of the Company.

As of the date of this announcement, the audit and valuation work of the Target Companies have not yet been completed, and the appraised value of the Target Companies and the Consideration have not yet been determined. The final Consideration will be determined through negotiation between the parties based on the valuation results stated in the asset valuation report issued by an appraisal institution that complies with relevant laws and regulations and filed with the State-owned Assets Supervision and Administration Commission or its authorised agency. After the completion of the aforementioned audit and valuation work, the Company will convene a separate board meeting and Shareholders' meeting (if necessary) to review the specific plan for the Transaction and sign the Supplemental Agreement to, among other things, clearly stipulate the final Consideration. The Company will disclose the specific impact of the Transaction on the Company's financial position and profitability in a separate announcement.

REASONS FOR AND BENEFITS OF THE TRANSACTION

Since some subsidiaries of Tianjin Port Group (i.e. the Target Companies) engage in businesses that are the same as or similar to those of Tianjin Port Co, there is competition between the two companies. Upon completion of the Transaction, the Target Companies will become wholly-owned subsidiaries of Tianjin Port Co, which will help resolve the issue of competition between Tianjin Port Group and Tianjin Port Co.

The operating performance of the Target Companies are steadily improving with strong profitability. Upon completion of the Transaction, the Group will indirectly hold high-quality, profitable port assets through Tianjin Port Co, which will help enhance the Group's profitability, strengthen its core competitiveness and sustainable development capability, as well as promote the Group's development of green and smart ports. This aligns with the long-term and overall interests of the Company and the Shareholders.

The Consideration of the Transaction will be satisfied through the Issuance of Shares, without the need for cash or additional financing. Therefore, it will not affect the Group's liquidity or debt level, but will help optimise the Group's capital structure, maintain its overall financial condition, and promote the Group's sound future development.

None of the Directors had a material interest in the Agreement and the Transaction. In view of good corporate governance practices, Chu Bin, Luo Xunjie, Liu Nan and Jiang Wei, the Directors who are also directors and/or senior management of Tianjin Port Group, have abstained from voting in the relevant Board resolutions in relation to transactions with Tianjin Port Group and/or its associates.

The Directors (excluding the independent non-executive Directors whose opinion will be set forth in the circular to be issued by the Company) are of the view that although the Transaction is not conducted in the ordinary course of the Group's business, the Transaction is conducted on normal commercial terms, and the terms of the Agreement and the Transaction are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE PARTIES

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. 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, Tianjin Port Co will satisfy the Consideration by way of Issuance of Shares, which will result in a reduction of the percentage equity interest of the Company in Tianjin Port Co. Therefore, it constitutes a deemed disposal by the Company under Rule 14.29 of the Listing Rules.

If the Transaction is implemented, it is expected that each of the Acquisition and the Disposal will constitute a notifiable transaction of the Company under the Listing Rules. Pursuant to Rule 14.24 of the Listing Rules, since the Transaction involves both an acquisition and a disposal, the Stock Exchange will apply the percentage ratios (as defined in the Listing Rules) to both the Acquisition and the Disposal. The Transaction will be classified by reference to the larger of the Acquisition or the Disposal. However, from the perspective of Chapter 14 of the Listing Rules, as the audit and valuation work of the Target Companies have not yet been completed, and the Consideration has not been finalised, the classification of the Transaction under Chapter 14 of the Listing Rules cannot be confirmed at this stage. Subject to the finalisation of the Consideration, the Company will comply with the relevant requirements of Chapter 14 of the Listing Rules.

Tianjin Port Group, as the controlling shareholder of the Company, indirectly holds 53.5% of the issued share capital of the Company, and is therefore a connected person of the Company. Accordingly, the Transaction, if implemented, will constitute a connected transaction of the Company under Chapter 14A of the Listing Rules. From the perspective of Chapter 14A of the Listing Rules, since one or more of the relevant applicable percentage ratio(s) (as defined in the Listing Rules) in connection with the Transaction exceed(s) 5%, the Transaction is subject to the requirements of Chapter 14A of the Listing Rules regarding reporting, announcement, circular (including independent financial advice), and approval by independent Shareholders.

Upon confirmation of the Consideration, Tianjin Port Co will enter into the Supplemental Agreement with Tianjin Port Group. The Company will comply in a timely manner with the requirements for reporting, announcement, circular (including independent financial advice), and approval by independent Shareholders under Chapter 14 and Chapter 14A of the Listing Rules.

GENERAL

As of the date of this announcement, the audit and valuation work of the Target Companies have not yet been completed, and the appraised value of the Target Companies and the Consideration have not yet been determined. The final Consideration will be determined through negotiation between the parties based on the valuation results stated in the asset valuation report issued by an appraisal institution that complies with relevant laws and regulations and filed with the State-owned Assets Supervision and Administration Commission or its authorised agency. After the completion of the aforementioned audit and valuation work, the Company will convene a separate board meeting and Shareholders' meeting (if necessary) to review the specific plan for the Transaction and sign the Supplemental Agreement to, among other things, clearly stipulate the final Consideration.

RESUMPTION OF TRADING OF TIANJIN PORT HOLDINGS CO LTD

As the Transaction involves uncertainties, at the request of Tianjin Port Co, its shares have been suspended from trading on the SSE with effect from 9 June 2026. An application has been made by Tianjin Port Co to the SSE for the resumption of trading in its shares on the SSE with effect from 23 June 2026.

Shareholders and potential investors of the Company should note that as the Transaction is subject to the fulfilment or waiver (as applicable) of the conditions precedent under the Agreement, the Transaction may or may not proceed. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the following meanings:

"Acquisition"	as part of the Transaction, the potential acquisition of all equity interests of the Target Companies by Tianjin Port Co from Tianjin Port Group pursuant to the Agreement;
"Agreement"	The share issuance agreement for the acquisition of assets dated 22 June 2026 entered into between Tianjin Port Group (as transferee) and Tianjin Port Co (as acquirer) in relation to the Transaction. Details are set out in the section "The Agreement" of this announcement;
"Board"	the board of Directors;
"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);
"connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"Consideration"	the consideration for the transfer of all equity interests of the Target Companies contemplated under the Transaction;
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules;
"CSRC"	China Securities Regulatory Commission;
"Director(s)"	the director(s) of the Company;
"Disposal"	Tianjin Port Co will satisfy the Consideration of the Acquisition by way of Issuance of Shares in accordance with the Agreement; the issuance of such shares will result in a reduction of the percentage equity interest of the Company in Tianjin Port Co. Therefore, it constitutes a deemed disposal by the Company under Rule 14.29 of the Listing Rules, and such deemed disposal constitutes part of the Transaction;
"Grand Point"	顯創投資有限公司 (Grand Point Investment Limited*), a limited liability company incorporated in Hong Kong, which is held as to 100% by the Company as of the date of this announcement;
"Group"	the Company and its subsidiaries;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;

"Huisheng Co"	天津港匯盛碼頭有限公司 (Tianjin Port Huisheng Terminal Co., Ltd.*), a limited liability company incorporated in the PRC, which is held as to 100% by Tianjin Port Group as of the date of this announcement;
"Issuance of Shares"	the issuance of RMB-denominated shares of Tianjin Port Co, which are listed on the SSE (Stock Code: 600717), by Tianjin Port Co to Tianjin Port Group for the purpose of acquiring all equity interests in the Target Companies;
"Issue Price"	the price per share of the New Shares;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"New Shares"	the shares of Tianjing Port Co to be issued pursuant to the Issuance of Shares;
"PRC" or "China"	the People's Republic of China, for the purpose of this announcement, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
"Reference Date"	the reference date for the valuation of the market value of the entire shareholders' equity in Target Companies for the Transaction;
"RMB"	Renminbi, the lawful currency of the PRC;
"Second Container Co"	天津港第二集裝箱碼頭有限公司 (Tianjin Port Second Container Terminal Co., Ltd.*), a limited liability company incorporated in the PRC, which is held as to 100% by Tianjin Port Group as of the date of this announcement;
"Shareholder(s)"	the shareholder(s) of the Company;
"SSE"	Shanghai Stock Exchange;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Supplemental Agreement"	the supplemental agreement to be entered into between Tianjin Port Group (as transferee) and Tianjin Port Co (as acquirer) following completion of the audit and valuation work for the Target Companies;
"Target Companies"	Second Container Co and Huisheng Co;
"TEU"	Twenty-foot Equivalent Unit;

"Tianjin Port Co"	Tianjin Port Holdings Co., Ltd., a joint stock company incorporated in the PRC with limited liability and the shares of which are listed on the SSE (Stock Code: 600717). As of the date of this announcement, approximately 56.81% of its equity interest is indirectly held by the Company;
"Tianjin Port Group"	天津港（集團）有限公司 (Tianjin Port (Group) Co., Ltd.*), an entity reorganised as a wholly state-owned enterprise in the PRC on 29 July 2004; and the indirect holder of 53.5% of the issued share capital of the Company as of the date of this announcement;
"Transaction"	the transactions contemplated under the Agreement, including the Acquisition and the Disposal;
"Transitional Period"	the period from the Reference Date to the Completion Date; and
"%"	per cent.

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

Hong Kong, 22 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*