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.

T J C D
天津建发

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 APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (2) 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 Wednesday, 30 September 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 Tuesday, 29 September 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.

11 September 2026

CONTENTS

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
"Audit Committee"	the audit committee of the Company
"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. (天津建設發展集團股份公司), 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 or any adjournment thereof of the Company to be convened at 10:00 a.m. on Wednesday, 30 September 2026 held at Conference Room 2, No. 112 Dongting Road, Economic and Technological Development Zone, Binhai New Area, Tianjin, PRC to consider and, if thought fit, approve the resolutions as set out in the Notice of EGM
"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
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Nomination Committee"	the nomination committee of the Company
"Notice of EGM"	a notice convening the EGM set out on pages EGM-1 to EGM-2 of this circular
"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

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 Director:
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

11 September 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (2) NOTICE OF THE EGM

INTRODUCTION

Reference is made to the announcement of the Company dated 10 September 2026 in relation to the proposed appointment of independent non-executive Director.

The purpose of this circular is to provide you with information in relation to, among others, (i) proposed appointment of independent non-executive Director; and (ii) the notice of the EGM.

Proposed Appointment of Independent Non-executive Director

Reference is made to the announcement of the Company dated 10 September 2026, in relation to, among others, proposed appointment of independent non-executive Director. An ordinary resolution will be proposed at the EGM to consider and approve the proposed appointment of Mr. Chan Kwong On ("**Mr. Chan**") as an independent non-executive Director of the second session of the Board.

Biographical details of Mr. Chan are set out below:

Mr. Chan Kwong On, aged 44, has extensive experience in financial auditing and capital markets. Prior to joining the Company, he served as a finance manager at China First Capital Group Limited from August 2017 to April 2023. From April 2023 to date, he has been serving as the company secretary of Dashan Education Holdings Limited. In addition, he has been an independent non-executive director of Wisdom Wealth Resources Investment Holding Group Limited since July 2024.

Mr. Chan obtained an associate degree of business administration from the City University of Hong Kong in July 2005, and a master of science degree in accountancy from the Hong Kong Polytechnic University in May 2012.

As at the date of this announcement, save as disclosed above, Mr. Chan (i) did not hold any other directorships in other listed public companies in the past three years, and does not hold any other major appointments or professional qualifications; (ii) does not hold any other position in the Company or its subsidiary; (iii) does not have any relationships with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company or its subsidiary; and (iv) does not hold any interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters in relation to the proposed appointment of Mr. Chan that are required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters relating to his appointment that need to be brought to the attention of the shareholders.

Mr. Chan has confirmed (i) his independence with reference to the factors set out in Rules 3.13(1) to (8) of the Listing Rules; (ii) that he had no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment. The Board considers that he meets the requirements of independence as set out in Rule 3.13 of the Listing Rules.

Upon approval of the appointment of Mr. Chan as an independent non-executive Director by the shareholders of the Company at the EGM, the Company will enter into a service agreement with Mr. Chan for a term commencing from the date of approval at the EGM and ending on the expiration of the term of the current session of the Board, which may be terminated by either party by giving not less than three months' notice in writing, and Mr. Chan is eligible for re-election upon the expiry of his term of office. Subject to the approval by the shareholders of the Company at the EGM, the Board will determine Mr. Chan's remuneration as an independent non-executive Director by reference to his duties, experience and responsibilities in the Company as well as the prevailing market conditions.

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 Wednesday, 30 September 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, proposed appointment of independent non-executive Director. 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 Friday, 25 September 2026 to Wednesday, 30 September 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 Wednesday, 30 September 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 Thursday, 24 September 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

TJCD
天津建发

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 Conference Room 2, No. 112 Dongting Road, Economic and Technological Development Zone, Binhai New Area, Tianjin, PRC on Wednesday, 30 September 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

1. To consider and approve proposed appointment of independent non-executive Director.

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

Hong Kong, 11 September 2026

Notes:

1. The resolutions 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 Tuesday, 29 September 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 Friday, 25 September 2026 to Wednesday, 30 September 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 Thursday, 24 September 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.