



天津發展控股有限公司
TIANJIN DEVELOPMENT HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 882)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Pursuant to article 105 of the articles of association of the Company, no person other than a retiring Director shall, unless recommended by the Board for election, be eligible for election as a Director at any general meeting unless not less than seven (7) days before the date appointed for the meeting there shall have been lodged at the office of the Company notice in writing signed by a member (other than the person to be proposed) duly qualified to attend and vote at the general meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected provided that the period for lodgment of the aforesaid notice shall commence not earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

If a shareholder wishes to nominate a person other than a retiring director to stand for election as a director at a general meeting, the shareholder should lodge the following documents with the Company at its registered office within a specified period as mentioned hereinbelow:

- (i) a notice in writing of the intention to propose that person for election as a director; and
- (ii) a notice in writing signed by that person of his willingness to be elected as a director including the biographical details as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the written consent to publish his or her personal data.

The period for lodgment of above written notices shall commence not earlier than the day after the despatch of the notice of the general meeting and end no later than 7 days prior to the date of such general meeting. If the above written notices are received less than 15 days prior to the date of such general meeting, the Company will need to consider the adjournment of such general meeting in order to allow shareholders 10 business days' notice of the proposal.

March 2012