

Tianjin Development Holdings Limited

The Board of Directors

Corporate Governance Guidelines

(Adopted by the Board on 29 March 2012 and revised on 11 November 2022 and 30 March 2026)

The board of directors (the “**Board**”) of Tianjin Development Holdings Limited (the “**Company**”) is committed to maintain a high standard of corporate governance in the interests of shareholders and devote considerable efforts to formalizing the best practices. The purpose of this guideline is to facilitate the Board to fulfill its responsibilities by providing specific guidance for the performance of its corporate governance functions.

Duties and Responsibilities

Apart from the basic authority, roles and responsibilities as defined in the articles of association of the Company, the Board shall be responsible for including, but not limited to, the following duties in relation to the corporate governance of the Company:-

Corporate strategy, business model and culture

- establish the Company’s purpose, values and strategy, and ensure that these align with the Company’s culture;

Corporate governance functions

- develop and review the Company’s policies and practices on corporate governance and make recommendations;
- review and monitor the training and continuous professional development of directors and senior management of the Company;
- review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
- develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- review the Company’s compliance with the Corporate Governance Code set out in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and disclosure in the Corporate Governance Report;

Board composition, succession and evaluation

- review the implementation and effectiveness of the Company’s policy on board diversity annually;
- ensure the Board can obtain independent views and opinions and review the implementation and effectiveness of its mechanism(s) annually;

Management functions

- where the Board delegates aspects of its management and administration functions to management, it must, at the same time, give clear directions as to the management’s powers, in particular, where management should report back and obtain prior Board approval before making decisions or entering into any commitments on the Company’s behalf;

Financial reporting

- present a balanced, clear and understandable assessment in the Company’s annual and interim reports and other financial disclosures required by the Listing Rules, as well as for reports to regulators and information disclosed under statutory requirements;

Risk management and internal control

- ensure that the review of the effectiveness of the Company’s and its subsidiaries’ risk management and internal control systems, which shall be conducted at least annually, is adequately resourced. The scope of the review should cover all material controls, including financial, operational and compliance controls, and should, in particular, consider:
 - (a) since the previous annual review, the changes in the nature and extent of significant risks (including ESG risks), and the Company’s ability to respond to changes in its business and the external environment;
 - (b) the scope and quality of management’s ongoing monitoring of risks (including ESG risks) and of the internal control systems, and where applicable, the work of its internal audit function and other assurance providers;
 - (c) the extent and frequency of communication of monitoring results to the Audit Committee for the purposes of assessing the adequacy and the effectiveness of the Company’s risk management and internal control systems;
 - (d) significant control failures or weaknesses that have been identified during the review of the risk management and internal control systems, and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Company’s financial performance or condition, and any remedial measures taken to address such control failings or weaknesses;
 - (e) whether the Company’s procedures for financial reporting and Listing Rules compliance are effective; and
 - (f) the adequacy of resources (internal and external) for designing, implementing and monitoring the risk management and internal control systems, including staff qualifications and experience, training programmes and budget of the Company’s accounting, internal audit, and financial reporting functions, as well as those relating to the Company’s ESG performance and reporting;

Risk management and internal control (Cont'd)

- review the Company's whistleblowing policy and system;
- review the Company's policy(ies) and system(s) that promote and support anti-corruption laws and regulations;

Investors' relations

- review regularly the effectiveness of the shareholders' communication policy of the Company; and
- exercise all such other powers for the purpose of discharging its corporate governance functions that may only be exercised by the Board pursuant to the Companies Ordinance, the Listing Rules or the Company's Articles of Association.

(The Chinese version is for reference only and in case of any discrepancy between the Chinese and English versions, the English version shall prevail.)