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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)

**POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 31 MAY 2012  
AND  
RETIREMENT OF DIRECTOR  
AND  
APPOINTMENT OF DIRECTOR**

The Board is pleased to announce that all the proposed resolutions were duly passed at the AGM by way of poll.

The Board also announces that Dr. Gong Jing, executive director of the Company, retired by rotation at the conclusion of the AGM.

The Board further announces that Dr. Wang Weidong will be appointed as an executive director of the Company with effect from 1 June 2012.

**POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 31 MAY 2012**

Reference is made to the circular of Tianjin Development Holdings Limited (the “**Company**”) dated 23 April 2012 (the “**Circular**”) and the notice of annual general meeting of the Company dated 23 April 2012 (the “**Notice**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

At the annual general meeting of the Company held on 31 May 2012 (the “**AGM**”), all the proposed resolutions as set out in the Notice were duly passed by way of poll. The poll results are as follows:

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the Reports of the Directors and Independent Auditor for the year ended 31 December 2011.	835,398,421 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Wu Xuemin as Director;	694,639,968 (83.15%)	140,758,453 (16.85%)

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
2.	(b) To re-elect Mr. Dai Yan as Director;	835,398,421 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. Bai Zhisheng as Director; and	801,435,821 (95.93%)	33,962,600 (4.07%)
	(d) To authorise the Board to fix their remuneration.	834,688,421 (99.92%)	710,000 (0.08%)
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Independent Auditor and authorise the Board to fix their remuneration.	835,322,421 (99.99%)	76,000 (0.01%)
4A.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the existing issued share capital of the Company.	835,398,421 (100.00%)	0 (0.00%)
4B.	To grant a general mandate to the Directors to issue, allot and deal with additional shares not exceeding 20% of the aggregate nominal amount of the existing issued share capital of the Company.	605,895,144 (72.53%)	229,503,277 (27.47%)
4C.	To extend the general mandate granted to the Directors to issue, allot and deal with shares by the number of shares repurchased.	606,803,144 (72.64%)	228,595,277 (27.36%)
As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were passed as ordinary resolutions at the AGM.			

As at the date of the AGM, the number of issued share capital of the Company was 1,067,470,125 shares, which was the total number of shares entitling the holders to attend and vote on the resolutions proposed at the AGM. There were no shares entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No shareholder of the Company was required under the Listing Rules to abstain from voting at the AGM. No other persons have stated any intention in the Circular to vote against the proposed resolutions as set out in the Notice or to abstain from voting at the AGM.

Tricor Tengis Limited, the Company’s share registrar, acted as scrutineer for the poll at the AGM.

## RETIREMENT OF DIRECTOR

The board of directors (the “**Board**”) of the Company announces that Dr. Gong Jing, executive director of the Company, did not offer himself for re-election at the AGM due to other business engagements, and retired by rotation at the conclusion of the AGM.

Dr. Gong has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Dr. Gong for his valuable contributions to the Company during his tenure of office.

## APPOINTMENT OF DIRECTOR

The Board is pleased to announce that Dr. Wang Weidong will be appointed as executive director of the Company with effect from 1 June 2012.

Dr. Wang, aged 41, graduated from Tianjin University with a Bachelor's Degree in Technical Economics in 1992, a Master's Degree in Technical Economics in 1995 and obtained a Doctoral Degree in Economics from Nankai University in 2006. Dr. Wang has extensive experience in corporate management. Prior to joining the Company, he had served various executive roles in Tianjin Hi-Tech Industrial Park Development Corporation (天津新技術產業園區開發總公司) including project manager, assistant to general manager and deputy general manager, and was with Tianjin Timing Seals Co., Ltd. (now known as John Crane Timing Seals Co., Ltd.) as assistant to general manager. During the period from 2001 to 2006, he served as vice chairman, chairman and general manager of Tianjin Hi-Tech Development Co., Ltd. (天津海泰科技發展股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange. He was a deputy general manager of Tianjin Hi-Tech Holding Group Co., Ltd. (天津海泰控股集團有限公司) from 2006 to early 2012. Dr. Wang is currently a deputy general manager of Tsinlien Group Company Limited, the controlling shareholder of the Company.

Save as disclosed above, Dr. Wang has no relationship with any other directors, senior management or substantial or controlling shareholders of the Company. He has not held any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the date of this announcement, Dr. Wang does not have any interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance nor does he hold any positions with other members of the Company and its subsidiaries.

There is no service contract entered into between the Company and Dr. Wang. He has no fixed term of service with the Company in his capacity as a director of the Company but is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company. Dr. Wang is entitled to receive emoluments of HK\$123,009 per month (including basic salary and other benefits), which is determined by the Board and the remuneration committee of the Company with reference to the prevailing market conditions, qualification, experience and responsibility of Dr. Wang.

Save as disclosed above, there are no other matters which need to be brought to the attention of the shareholders of the Company regarding the appointment of Dr. Wang or any other information that needs to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

The Board would like to express its warmest welcome to Dr. Wang.

By Order of the Board  
**Tianjin Development Holdings Limited**  
**Yu Rumin**  
*Chairman*

Hong Kong, 31 May 2012

*As at the date of this announcement, the Board of the Company consists of Mr. Yu Rumin, Mr. Wu Xuemin, Mr. Dai Yan, Mr. Bai Zhisheng, Mr. Zhang Wenli, Mr. Wang Zhiyong, Mr. Cheung Wing Yui, Edward\*, Dr. Chan Ching Har, Eliza\*, Dr. Cheng Hon Kwan\*\*, Mr. Mak Kwai Wing, Alexander\*\* and Ms. Ng Yi Kum, Estella\*\*.*

\* *non-executive director*

\*\* *independent non-executive director*