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*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 03382)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Tianjin Port Development Holdings Limited (the “**Company**”) will be held on the Victoria Room I, 3/F, Regal Hongkong Hotel, No. 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 1 December 2023 at 3:00 p.m. for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT**

the existing annual cap for the financial year ending 31 December 2023 under the 2020 Procurement Framework Agreement be and is hereby revised to its corresponding Proposed Revised 2023 Annual Cap, all as defined and described in the circular of the Company dated 13 November 2023 (“**Circular**”), and all transactions in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and ratified; and **THAT** the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the revision of annual cap to the Proposed Revised 2023 Annual Cap for the 2020 Procurement Framework Agreement, and transactions contemplated thereunder as they may in their discretion consider to be desirable and in the interests of the Company.”

2. “**THAT**

the existing annual caps for the financial year ending 31 December 2023 under the 2020 Property and Assets Lease Framework Agreement be and are hereby revised to its corresponding Proposed Revised 2023 Annual Caps, all as defined and described in the Circular, and all transactions in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and ratified; and **THAT** the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to

give effect to the revision of annual caps to the Proposed Revised 2023 Annual Caps for the 2020 Property and Assets Lease Framework Agreement, and transactions contemplated thereunder as they may in their discretion consider to be desirable and in the interests of the Company.”

3. **“THAT**

the existing annual cap for the financial year ending 31 December 2023 under the 2020 Integrated Services Framework Agreement be and is hereby revised to its corresponding Proposed Revised 2023 Annual Cap, all as defined and described in the Circular, and all transactions in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and ratified; and THAT the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the revision of annual cap to the Proposed Revised 2023 Annual Cap for the 2020 Integrated Services Framework Agreement, and transactions contemplated thereunder as they may in their discretion consider to be desirable and in the interests of the Company.”

4. **“THAT**

the 2023 Procurement Framework Agreement, the transactions contemplated thereunder and the relevant Proposed Annual Caps for each of the financial years ended 31 December 2024, 31 December 2025 and 31 December 2026, all as defined and described in the Circular, and all other transactions in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and ratified; and THAT the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the 2023 Procurement Framework Agreement, and transactions thereby contemplated as they may in their discretion consider to be desirable and in the interests of the Company.”

5. **“THAT**

the 2023 Property Lease (Right-of-use Assets) Framework Agreement, the transactions contemplated thereunder and the relevant Proposed Annual Caps for each of the financial years ended 31 December 2024, 31 December 2025 and 31 December 2026, all as defined and described in the Circular, and all other transactions in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and ratified; and THAT the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the 2023 Property Lease (Right-of-use Assets) Framework Agreement, and transactions thereby contemplated as they may in their discretion consider to be desirable and in the interests of the Company.”

6. “**THAT**

the 2023 Integrated Services Framework Agreement, the transactions contemplated thereunder and the relevant Proposed Annual Caps for each of the financial years ended 31 December 2024, 31 December 2025 and 31 December 2026, all as defined and described in the Circular, and all other transactions in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and ratified; and THAT the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, seal, execute, perfect, perform, deliver all such agreements, instruments, documents and deeds, and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the 2023 Integrated Services Framework Agreement, and transactions thereby contemplated as they may in their discretion consider to be desirable and in the interests of the Company.”

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

Hong Kong, 13 November 2023

*Notes:*

1. An eligible shareholder of the Company is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy does not need to be a shareholder of the Company.
2. In the case of joint registered holders of any share of the Company, any one of such persons may vote at the EGM (or any adjournment thereof), either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time scheduled for holding the EGM (or any adjournment thereof).
4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM (or any adjournment thereof) should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Tuesday, 28 November 2023 to Friday, 1 December 2023 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch 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 Monday, 27 November 2023.
6. The resolutions set out in this notice will be decided by poll at the EGM.

*As at the date of this notice, the board of directors of the Company comprises Mr. Chu Bin, Mr. Luo Xunjie, Mr. Teng Fei, Mr. Sun Bin, Mr. Lou Zhanshan and Mr. Yang Zhengliang as executive directors; and Professor Japhet Sebastian Law, Mr. Cheng Chi Pang, Leslie, Mr. Zhang Weidong and Ms. Luo Laura Ying as independent non-executive directors.*