

**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.

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T J C D  
天津建发

**天津建设发展集团股份有限公司**  
**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) 2023 WORK REPORT OF THE BOARD OF DIRECTORS**
  - (2) 2023 DUTY REPORTS OF INDEPENDENT DIRECTORS**
  - (3) 2023 WORK REPORT OF THE SUPERVISORY COMMITTEE**
  - (4) 2024 DIRECTORS AND SUPERVISORS REMUNERATION PLAN**
  - (5) PROPOSED CHANGE OF SUPERVISORS**
  - (6) PROPOSED APPLICATION TO FINANCIAL INSTITUTIONS FOR COMPOSITE CREDIT FACILITIES AND BORROWINGS**
  - (7) PROPOSED RE-APPOINTMENT OF AUDITOR**
  - (8) PROPOSED GRANT OF ISSUE GENERAL MANDATE**
  - (9) PROPOSED GRANT OF REPURCHASE GENERAL MANDATE**
- AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting 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 Friday, June 21, 2024 at 10:00 a.m. is set out on pages 32 to 36 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tjcdg.com](http://www.tjcdg.com)).

Whether or not you are able to attend the Annual General Meeting, 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 Annual General Meeting (i.e. not later than 10:00 a.m. on Thursday, June 20, 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

May 31, 2024

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting 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 Friday, June 21, 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 32 to 36 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	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. (天津建设发展集团股份有限公司), a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Stock Exchange (Stock Code: 2515)
“Company Law”	the Company Law of the PRC
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi and are unlisted shares which are currently not listed or traded on any stock exchange
“Group”	the Company and its subsidiaries from time to time
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

## DEFINITIONS

“Independent Director(s)” or “Independent Non-executive Director(s)”	the independent non-executive director(s) of the Company
“Issue General Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the total number of Shares of the Company as at the date on which the Issue General Mandate is approved by the Shareholders
“Latest Practicable Date”	May 28, 2024, being the latest practicable date prior to the date of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	April 23, 2024, the date on which the H Shares of the Company were listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Repurchase General Mandate”	a general mandate proposed to be granted to the Directors to repurchase H Shares not exceeding 10% of the total number of H Shares of the Company as at the date on which the Repurchase General Mandate is approved by the Shareholders subject to the conditions set out in the resolution proposed at the Annual General Meeting for approving the general mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares in the capital of the Company with a nominal value of RMB1.00 each, comprising Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

## DEFINITIONS

“Takeovers Code”

The Code on Takeovers and Mergers and Share Buybacks approved by the Securities and Futures Commission as amended from time to time

“%”

per cent

LETTER FROM THE BOARD



T J C D  
天津建发

天津建设发展集团股份有限公司

**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)  
Mr. Li Kai (李凱先生)  
Ms. Zhao Xiaorong (趙曉榮女士)  
Mr. Yang Youhua (楊友華先生)  
Mr. Ni Baqun (倪拔群先生)

*Non-executive Director:*

Mr. Wang Wenbin (王文彬先生) (*Chairman*)

*Independent Non-executive Directors:*

Dr. Yan Bing (嚴兵博士)  
Mr. Yang Shitai (楊世泰先生)  
Mr. Shiu Shu Ming (蕭恕明先生)

*Registered Office:*

Room 507, Building 13, Zone B1  
Corporate Headquarters Base  
Binhai-Zhongguancun Science Park  
(former Ronghui Business District 3)  
Tianjin Economic-Technological  
Development Area  
Tianjin  
PRC

*Head Office and Principal Place of  
Business in the PRC:*

No. 112 Dongting Road  
Economic and Technological  
Development Zone  
Binhai New Area  
Tianjin  
PRC

*Principal Place of Business  
in Hong Kong:*

5/F, Manulife Place  
348 Kwun Tong Road  
Kowloon  
Hong Kong

May 31, 2024

To the Shareholders

Dear Sir/Madam,

- (1) 2023 WORK REPORT OF THE BOARD OF DIRECTORS
- (2) 2023 DUTY REPORTS OF INDEPENDENT DIRECTORS
- (3) 2023 WORK REPORT OF THE SUPERVISORY COMMITTEE
- (4) 2024 DIRECTORS AND SUPERVISORS REMUNERATION PLAN
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- (7) PROPOSED RE-APPOINTMENT OF AUDITOR
- (8) PROPOSED GRANT OF ISSUE GENERAL MANDATE
- (9) PROPOSED GRANT OF REPURCHASE GENERAL MANDATE  
AND  
NOTICE OF ANNUAL GENERAL MEETING

## LETTER FROM THE BOARD

### I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the Annual General Meeting and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to consider, (and if thought fit) approve:

- (1) the work report of the Board of Directors for the year 2023 (the “**2023 Work Report of the Board of Directors**”);
- (2) the duty reports of Independent Directors for the year 2023 (the “**2023 Duty Reports of Independent Directors**”);
- (3) the work report of the Supervisory Committee for the year 2023 (the “**2023 Work Report of the Supervisory Committee**”);
- (4) the Directors and Supervisors remuneration plan for the year 2024 (the “**2024 Directors and Supervisors Remuneration Plan**”);
- (5) the proposed change of Supervisors;
- (6) the proposed application to financial institutions for composite credit facilities and borrowings for the year 2024;
- (7) the proposed re-appointment of auditor of the Company for the year 2024; and

At the Annual General Meeting, special resolutions will be proposed to consider and approve the following:

- (8) the proposed grant of Issue General Mandate; and
- (9) the proposed grant of Repurchase General Mandate.

### II. DETAILS OF THE RESOLUTIONS

#### Ordinary Resolutions

##### *(1) 2023 Work Report of the Board of Directors*

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the 2023 Work Report of the Board of Directors. The 2023 Work Report of the Board of Directors has been considered and approved by the Board.

For the 2023 Work Report of the Board of Directors, please refer to Appendix I to this circular. In the event of any discrepancy between the English translation and the Chinese version of the document, the Chinese version shall prevail.

## LETTER FROM THE BOARD

### ***(2) 2023 Duty Reports of Independent Directors***

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the 2023 Duty Reports of Independent Directors. The 2023 Duty Reports of Independent Directors have been considered and approved by the Board.

For 2023 Duty Reports of Independent Directors, please refer to Appendix II to this circular. In the event of any discrepancy between the English translation and the Chinese version of the document, the Chinese version shall prevail.

### ***(3) 2023 Work Report of the Supervisory Committee***

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the 2023 Work Report of the Supervisory Committee. The 2023 Work Report of the Supervisory Committee has been considered and approved by the Supervisory Committee.

For 2023 Work Report of the Supervisory Committee, please refer to Appendix III to this circular. In the event of any discrepancy between the English translation and the Chinese version of the document, the Chinese version shall prevail.

### ***(4) 2024 Directors and Supervisors Remuneration Plan***

An ordinary resolution will be proposed at the Annual General Meeting to approve the 2024 Directors and Supervisors Remuneration Plan. The 2024 Directors and Supervisors Remuneration Plan is as follows:

- (i) each of the executive Directors would not be entitled to receive any Director's remuneration;
- (ii) the non-executive Director would not be entitled to receive any Director's remuneration;
- (iii) each of the Independent Non-executive Directors would be entitled to receive Director's remuneration of HK\$120,000 per year (tax inclusive); and
- (iv) each of the Supervisors would not be entitled to receive any Supervisor's remuneration.

The Board considered that the current remuneration policy for Directors and Supervisors is reasonable and proposed to continue to implement the current remuneration policy.

The above 2024 Directors and Supervisors Remuneration Plan has been considered by the remuneration committee of the Board (the "**Remuneration Committee**"). When the Remuneration Committee and the Board took a vote on the above 2024 Directors and Supervisors Remuneration Plan after consideration, the relevant Directors and Supervisors abstained from voting on matters conflicted with their interests.



## LETTER FROM THE BOARD

### *(5) Proposed Change of Supervisors*

Reference is made to the announcement of the Company dated May 29, 2024 in relation to the change of Supervisors. An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the proposed appointment of Supervisors below.

Mr. Wang Lei (“**Mr. Wang**”) and Mr. Ren Feiyu (“**Mr. Ren**”) were nominated as shareholder representative Supervisors in replacement of Mr. Hu Shixin and Ms. Zhu Yiwei, respectively, and their appointment as shareholder representative Supervisors shall take effect from the date of approval by the Shareholders at the Annual General Meeting.

The biographical details of Mr. Wang and Mr. Ren are set out below:

Mr. Wang Lei, aged 40, joined the Group in November 2023 and serves as a manager of the commercial contract department of the Company. He previously served as a technician, head of the project management department, head of the management department and vice chief economist of MCC Tiangong Group Corporation Limited Urban Construction Branch (中冶天工集團有限公司城市建設分公司) from July 2006 to June 2007, July 2007 to July 2015, August 2015 to July 2017 and August 2017 to January 2020 respectively; the vice general manager of Tianjin Baoqing Technology Co., Ltd. (天津市保慶科技有限公司) from February 2020 to September 2022; and the vice general manager of Zhongheng Xiangjia (Tianjin) Construction Co., Ltd. (中恒祥嘉(天津)建設有限公司) from October 2022 to October 2023.

Mr. Wang has obtained a bachelor’s degree in civil engineering from Hebei University of Technology (河北工業大學) in July 2006.

Mr. Ren Feiyu, aged 30, joined the Group in August 2023 and serves as a manager of the human resources department of the Company. He previously served as a head of the human resources department of Wisest (Beijing) Management Consulting Co., Ltd. (萬仕道(北京)管理諮詢有限責任公司) from July 2015 to January 2018; a manager of the human resources department of Tianjin Feibaiwei Catering Management Co., Ltd. (天津市沸百味餐飲管理有限公司) from February 2018 to March 2021; and a manager of the human resources department of Tianjin Feifan Conference Services Co., Ltd. (天津市飛梵會議服務有限公司) (formerly known as Tianjin Qice Human Resources Co., Ltd. (天津市企策人力資源有限公司)) from March 2021 to July 2023.

## LETTER FROM THE BOARD

Mr. Ren obtained a bachelor's degree in industrial engineering from Tianjin University of Technology (天津理工大學) in July 2015.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang and Mr. Ren did not (i) hold any position in the Company or its subsidiaries, nor any other directorship or supervisory positions in other listed companies in the past three years; (ii) have any relationship with any other directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the appointment of Mr. Wang and Mr. Ren which are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Neither Mr. Wang nor Mr. Ren will receive the supervisor's remuneration and/or allowance from the Company during his term of office as a shareholder representative Supervisor. Mr. Wang and Mr. Ren will enter into a service contract with the Company respectively and their term of office will commence from the date of approval at the Annual General Meeting and will end upon the expiry of the term of the first session of the Supervisory Committee.

### ***(6) Proposed Application to Financial Institutions for Composite Credit Facilities and Borrowings***

In order to meet the needs of the Company's business and operations, the Board proposed to apply for composite credit facilities and borrowings (collectively, the "**Financing Arrangement(s)**") for the year 2024 from financing arrangement providers, including but not limited to, banks, financial institutions, etc. The Financing Arrangements may cover but are not limited to working capital loans, issuing bank acceptance bills, letters of credit, letters of guarantee, etc.

The entities applying for Financing Arrangements include the Company and its subsidiaries within the scope of the Company's consolidated statements.

Taking account of the actual operational needs of the Company, it is proposed that, for Financing Arrangements meeting the following conditions, namely, (i) the amount available under each single Financing Arrangement shall not exceed RMB50 million, and (ii) the aggregate amounts of all Financing Arrangements drawn down or utilized by the Group within the Authorization Period (as defined below) shall not exceed 50% of the total assets of the Group as at December 31, 2023, the Board (including the authorised representative and the management of the Company as designated by the Board) shall be authorised by the Annual General Meeting to have full authority to implement specific business procedures on behalf of the Company, including but not limited to signing various legal documents such as contracts and agreements relating to the entering into of the Financing Arrangements (including but not limited to credit, borrowings, loans and

## LETTER FROM THE BOARD

financing), with an authorization period starting from the date of the Annual General Meeting till the conclusion of the next annual general meeting of the Company (the “**Authorization Period**”).

This resolution was considered and approved by the Board of Directors on May 29, 2024, and is hereby proposed for consideration at the Annual General Meeting. In the event any of the above Financing Arrangements as authorized by the Shareholders under this resolution is drawn down or utilized by the Company, and therefore subject to Chapter 14 of the Listing Rules or other applicable Listing Rules, or any security documents, guarantees, contracts and agreements relating to the Financing Arrangements is subject to Chapter 14 of the Listing Rules or other applicable Listing Rules, the Company will comply with all applicable requirements under the Listing Rules, including the announcement requirement, issuing a circular and seeking Shareholders’ approval where necessary.

### ***(7) Proposed Re-appointment of Auditor for the Year 2024***

An ordinary resolution will be proposed at the Annual General Meeting to consider and approve the proposed re-appointment of KPMG as the auditor of the Company for the year 2024 with a term commencing from the date of approval at the Annual General Meeting until the conclusion of the next annual general meeting of the Company, and authorise the Board to determine the specific matters, including but not limited to their remunerations, in relation to such re-appointment.

### **Special Resolutions**

### ***(8) Proposed Grant of Issue General Mandate***

In order to meet the capital requirements for the continuous development of the Company’s business and to ensure and give the Board the flexibility to issue any new Shares if and when appropriate to the Company, and in accordance with the relevant laws and regulations such as the Listing Rules and capital market practice, the Company will put forward a special resolution at the Annual General Meeting to grant the Issue General Mandate to the Board to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares as at the date on which the Issue General Mandate is approved by the Shareholders, subject to the conditions as set out in the notice of Annual General Meeting.

As at the Latest Practicable Date, the registered capital of the Company comprised 215,794,749 Shares (including 161,844,749 Domestic Shares and 53,950,000 H Shares) with a nominal value of RMB1.00 each. Therefore, subject to the passing of the resolution at the Annual General Meeting and on the basis that no new Shares will be issued prior to the Annual General Meeting, a maximum of 43,158,949 Shares (representing 20% of the number of the total Shares as at the Latest Practicable Date) can be separately or concurrently allotted, issued and/or dealt with by the Board pursuant to the Issue General Mandate.

## LETTER FROM THE BOARD

Any exercise of the power by the Board under the Issue General Mandate will have to comply with the Articles of Association, the Company Law, the Listing Rules and all other applicable laws, rules, regulations and requirements of relevant governmental and/or regulatory authorities.

In order to ensure flexibility and discretion for the Board to issue new Shares, the Board believes that it is in the best interests of the Company and the Shareholders as a whole for the Issue General Mandate to be granted.

The Issue General Mandate will end on the earliest of (i) the conclusion of the next annual general meeting following the passing of the relevant resolution; (ii) the expiration of a period of 12 months from the date of passing the relevant resolution at the Annual General Meeting; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders of the Company at a general meeting.

### ***(9) Proposed Grant of Repurchase General Mandate***

The Company Law and the Articles of Association provide for certain restrictions on share repurchase which are applicable to all classes of Shares of the Company.

The Company Law (to which the Company is subject to) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (i) reducing its registered capital; (ii) in connection with a merger between itself and another entity that holds its shares; (iii) granting shares as reward to the staff of the company; (iv) the repurchase is made at the request of its shareholders who disagrees with shareholders' resolutions in connection with a merger or division; (v) utilizing the shares for conversion of corporate bonds which are convertible into shares; or (vi) where it is necessary for the company to safeguard the value of the company and the interests of its shareholders.

Articles 24 and 25 of the Articles of Association provide that the Company may, subject to relevant laws, regulations, normative documents and the relevant provisions of the securities regulatory authority of the place where the Company's shares are listed, repurchase its shares through public centralized trading or other methods recognized by laws, administrative regulations and the securities regulatory authority of the place where the Company's shares are listed under the following circumstances: (i) reducing the registered capital of the Company; (ii) merging with other companies which hold shares in the Company; (iii) utilizing shares for employee stock ownership plans or share incentive plans; (iv) acquiring shares held by shareholders who vote against any resolution proposed in any shareholders' general meeting on the merger or division of the Company, upon their request; (v) using shares for converting corporate bonds convertible into shares issued by the Company; and (vi) where it is necessary for the Company to preserve its value and shareholders' interest. Except for the aforesaid circumstances, the Company shall not buy back its own shares.

## LETTER FROM THE BOARD

Subject to article 24 of the Articles of Association, where the Company acquires Shares under the circumstances prescribed in item (i) as mentioned above, such Shares shall be cancelled within ten (10) days from the date of the acquisition. Where the Shares are acquired under the circumstances prescribed in items (ii) and (iv), such Shares shall be transferred or cancelled within six (6) months. Where the Shares are acquired under the circumstances prescribed in items (iii), (v) and (vi), such Shares shall be transferred or cancelled within three (3) years.

The Listing Rules permit the shareholders of a PRC joint stock limited company to grant a general mandate to its directors to repurchase shares of such company that are listed on the Stock Exchange. Such general mandate is required to be given by way of an ordinary resolution passed by its shareholders in general meetings.

H Shares are traded on the Stock Exchange in Hong Kong dollars. Therefore, the repurchase of H Shares by the Company is subject to the approval of the SAFE (or its successor authority), and the price payable by the Company upon any repurchase of H Shares will be paid in Hong Kong dollars.

### *Conditions to Repurchase of Shares*

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares, approval is proposed to be sought from the Shareholders for the grant of the Repurchase General Mandate to the Directors. In accordance with the legal and regulatory requirements described above, the Directors give notices to convene the Annual General Meeting. At the Annual General Meeting, a special resolution will be proposed to grant to the Directors the Repurchase General Mandate, i.e. a conditional general mandate to repurchase H Shares in issue on the Stock Exchange not exceeding 10% of the total number of H Shares in issue as at the date on which the Repurchase General Mandate is approved by the Shareholders.

The Repurchase General Mandate will be conditional upon (i) the special resolution for approving the grant of the Repurchase General Mandate being passed at the Annual General Meeting; and (ii) the approvals of SAFE (or its successor authority) and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate. If the above conditions are not fulfilled, the Repurchase General Mandate will not be exercisable by the Directors.

The Repurchase General Mandate would expire on the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of a period of 12 months from the date of passing of the relevant resolution at the Annual General Meeting; or (iii) the date on which the authority conferred by an ordinary resolution is revoked or varied by a special resolution of the Shareholders in a general meeting.

## **LETTER FROM THE BOARD**

The H Shares which may be repurchased by the Company pursuant to the Repurchase General Mandate shall not exceed 10% of the total number of H Shares in issue as at the date of passing of the resolution approving the Repurchase General Mandate at the Annual General Meeting.

An explanatory statement giving certain information regarding the Repurchase General Mandate is set out in Appendix IV to this circular.

### **III. THE ANNUAL GENERAL MEETING**

The Annual General Meeting will be held at Conference Room 2, No. 112 Dongting Road, Economic and Technological Development Zone, Binhai New Area, Tianjin, PRC on Friday, June 21, 2024 at 10:00 a.m.. Notice convening the Annual General Meeting is set out on pages 32 to 36 of this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tjcdg.com](http://www.tjcdg.com)).

### **IV. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Tuesday, June 18, 2024 to Friday, June 21, 2024, both days inclusive, in order to determine the eligibility of Shareholders who are entitled to attend and vote at the Annual General Meeting to be held on Friday, June 21, 2024. Shareholders whose name appear on the register of members of the Company on Friday, June 21, 2024 will be entitled to attend and vote at the Annual General Meeting.

In order to be eligible to attend and vote at the Annual General Meeting, all transfers accompanied by relevant share certificates and transfer forms 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 before 4:30 p.m. on Monday, June 17, 2024.

### **V. PROXY ARRANGEMENT**

The form of proxy of the Annual General Meeting is enclosed and published on the websites of the Stock Exchange and the Company.

If you intend to appoint a proxy to attend the Annual General Meeting, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned 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; for holders of Domestic Shares, the form of proxy should be returned to the Company's head office and principal place of business in the PRC, at No. 112 Dongting Road, Economic and Technological Development Zone, Binhai New Area, Tianjin, PRC, by personal delivery or by post, not less than 24 hours before the time fixed for holding the Annual General Meeting (i.e. not later than 10:00 a.m. on Thursday, June 20, 2024) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any other adjourned meeting should you so wish.

## LETTER FROM THE BOARD

### VI. VOTING BY POLL

Any vote of Shareholders at the Annual General Meeting must be taken by poll except where the chairman of the Annual General Meeting, 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 Annual General Meeting will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the Annual General Meeting.

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the Annual General Meeting.

### VII. RECOMMENDATION

The Board considers that all the resolutions proposed at the Annual General Meeting 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 these proposed resolutions.

### VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

In 2023, the Board of Directors of Tianjin Construction Development Group Co., Ltd. (hereinafter referred to as the “**Company**”) strictly abide by the requirements of the laws, regulations, normative documents and the Articles of Association to diligently perform the responsibilities as delegated on the general meetings, to regulate its operations, and to implement all resolutions of the general meeting, while continuously standardize corporate governance, and actively promote the development of the businesses of the Company. We closely focus on the Company’s overall development strategic goals, and regularly review the work of each department of the Company.

In 2023, all Directors have worked diligently on the scientific development and standardized operation of the Board. The work of the Board in 2023 is now reported as follows.

## **1. 2023 Company Operations**

In 2023, the Company achieved operating revenue of \$319.437 million, an increase of 10.9% as compared to last year, and a gross profit of \$80.306 million, an increase of 10.62% as compared to last year, and a net profit attributable to the Company of \$41.045 million, an increase of 17% as compared to last year.

As of December 31, 2023, the Company’s net current assets were \$160.235 million, a year-on-year increase of 60.62%, and the net asset value was \$225.187 million, a year-on-year increase of 43.52%.

## **2. Daily Work of the Board in 2023**

### **(1) Board Meetings**

The Board exercises its authorities in strict accordance with the Articles of Association and the Company’s Rules on Procedure for the Board of Directors and other relevant regulations. In 2023, the Board held a total of 7 meetings. The assembling and convening procedures of the meetings were in compliance with relevant laws and regulations. Details are as follows:

1. The Company held the first meeting of the first session of the Board on June 5, 2023, during which the Board had considered and approved the “Resolution on the Election of the Chairman of the First Session of the Board of Directors of the Company”, the “Resolution on the Appointment of the Manager and President of the Company”, and the “Resolution on the Appointment of Other Senior Management of the Company”.
2. The Company held the second meeting of the first session of the Board on June 26, 2023, during which the Board had considered and approved the “Resolution on the Initial Public Offering and Listing of Overseas-Listed Foreign Shares (H Shares)”, the “Resolution on the Related Authorization Matters on Initial Public Offering and Listing of Overseas-Listed Foreign Shares (H Shares)”, the “Resolution on Identifying Personnel Authorized by the Board of Directors”, the “Resolution on the Pre-IPO and Listing Rollover Profit of Overseas-Listed



Foreign Investment Shares (H Shares) Distribution Plan”, the “Resolution on the Establishment of Special Committee of the Board of Directors of Tianjin Construction Development Group Co., Ltd.”, the “Resolution on the Amendments of the Articles of Association (Applicable after the Issuance of H Shares)”, the “Resolution on the Amendments of the Rules of Procedures of the General Meetings (Applicable after the Issuance of H Shares)”, the “Resolution on Amendments of the Rules of Procedures of the Board of Directors Meetings (Applicable after the Issuance of H Shares)”, the “Resolution on the Formulation of Rules on Manager’s Works (Applicable after the Issuance of H Shares)”, the “Resolution on the Formulation of Rules on the Audit Committee’s Works (Applicable after the Issuance of H Shares)”, the “Resolution on the Formulation of Rules on the Nomination Committee’s Works (Applicable after the Issuance of H Shares)”, the “Resolution on the Formulation of Rules on the Remuneration Committee’s Works (Applicable after the Issuance of H Shares)”, the “Resolution on the Appointment of Joint Company Secretary and the Appointment of the Authorized Representative of the Company”, the “Resolution on Authorizing the Liability Insurance for Directors, Supervisors and Senior Management and Prospectus Liability Insurance”, the “Resolution on Waiver of the Notice Period for the Second Extraordinary General Meeting of the Company in 2023”, and the “Resolution on Proposal to Convene the Second Extraordinary General Meeting of Tianjin Construction Development Group Co., Ltd. in 2023”.

3. The Company held the third meeting of the first session of the Board on July 19, 2023, during which the Board had considered and approved the “Resolution on the Company’s Introduction of Zhuhai Zhongqing Henghui VIII Equity Investment Partnership (Limited Partnership) (珠海中青恒輝八期股權投資合夥企業(有限合夥) Investment and Capital Injection and Amendments of the Articles of Association”, the “Resolution on Waiver of the Notice Period for the Third Extraordinary General Meeting of the Company in 2023”, and the “Resolution on Proposal to Convene the Third Extraordinary General Meeting of Tianjin Construction Development Group Co., Ltd. in 2023”.
4. The Company held the fourth meeting of the first session of the Board on August 16, 2023, during which the Board had considered and approved the “Resolution on the By-election of Shiu Shu Ming as an Independent Non-executive Director of the First Session of the Board of Tianjin Construction Development Group Co., Ltd.”, the “Resolution on Waiver of the Notice Period for the Fourth Extraordinary General Meeting of the Company in 2023”, and the “Resolution on Proposal to Convene the Fourth Extraordinary General Meeting of Tianjin Construction Development Group Co., Ltd. in 2023”.

5. The Company held the fifth meeting of the first session of the Board on October 10, 2023, during which the Board had considered and approved the “Resolution on the Company’s Application for Credit Facilities and Borrowings from Bank of Beijing Co., Ltd., Tianjin Branch”, the “Resolution on Waiver of the Notice Period for the Fifth Extraordinary General Meeting of the Company in 2023”, and the “Resolution on Proposal to Convene the Fifth Extraordinary General Meeting of Tianjin Construction Development Group Co., Ltd. in 2023”.
6. The Company held the sixth meeting of the first session of the Board on December 1, 2023, during which the Board had considered and approved the “Resolution on the Company’s Issuance of Shares, Increasing Registered Capital, and Amendments of the Articles of Association”, the “Resolution on Waiver of the Notice Period for the Sixth Extraordinary General Meeting of the Company in 2023”, and the “Resolution on Proposal to Convene the Sixth Extraordinary General Meeting of Tianjin Construction Development Group Co., Ltd. in 2023”.
7. The Company held the seventh meeting of the first session of the Board on December 15, 2023, during which the Board had considered and approved the “Resolution on Matters Related to the Global Offering and Listing of H Shares on the Hong Kong Stock Exchange”, the “Resolution on the Formulation of the ‘Dividend Policy of Tianjin Construction Development Group Co., Ltd.’”, the “Resolution on Formulation of the ‘Shareholder Communication Policy of Tianjin Construction Development Group Co., Ltd.’”, the “Resolution on Formulation of the ‘Directors Nomination Policy of Tianjin Construction Development Group Co., Ltd.’”, the “Resolution on Formulation of the ‘Procedure of Directors Nomination by Shareholders’”, and the “Resolution on Passing the List of Directors’ Positions and Responsibilities”.

## **(2) Shareholders’ General Meetings Convened by the Board**

In 2023, the Company held a total of six Shareholders’ general meetings. Except for the establishment meeting and the first Shareholders’ general meeting, all were convened by the Board. The specific details of the Shareholders’ general meetings convened by the Board are as follows:

On June 27, 2023, the Board convened the second extraordinary general meeting in 2023, during which the Shareholders’ general meeting had considered and approved the “Resolution on the Initial Public Offering and Listing of Overseas-Listed Foreign Shares (H Shares)”, the “Resolution on the Related Authorization Matters on Initial Public Offering and Listing of Overseas-Listed Foreign Shares (H Shares)”, the “Resolution on the Pre-IPO and Listing Rollover Profit of Overseas-Listed Foreign Investment Shares (H Shares) Distribution Plan”, the “Resolution on the Amendments of the Articles of Association (Applicable after the Issuance of H Shares)”, the “Resolution on the Amendments of the Rules of Procedures of the General Meetings (Applicable after the Issuance of H Shares)”, the “Resolution on Amendments of the Rules of Procedures of

the Board of Directors Meetings (Applicable after the Issuance of H Shares)”, the “Resolution on the Amendments of the ‘Rules of Procedure of the Supervisory Committee’ (Applicable after the Issuance of H Shares)”, the “Resolution on Authorizing the Liability Insurance for Directors, Supervisors and Senior Management and Prospectus Liability Insurance”, and the “Resolution on Waiver of the Notice Period for the Second Extraordinary General Meeting of the Company in 2023”.

On July 19, 2023, the Board convened the third extraordinary general meeting in 2023, during which the Shareholders’ general meeting had considered and approved the “Resolution on the Company’s Introduction of Zhuhai Zhongqing Henghui VIII Equity Investment Partnership (Limited Partnership) (珠海中青恒輝八期股權投資合夥企業(有限合夥) Investment and Capital Injection and Amendments of the Articles of Association”, and the “Resolution on Waiver of the Notice Period for the Third Extraordinary General Meeting of the Company in 2023”.

On August 16, 2023, the Board convened the fourth extraordinary general meeting in 2023, during which the Shareholders’ general meeting had considered and approved the “Resolution on the By-election of Shiu Shu Ming as an Independent Non-executive Director of the First Session of the Board of Tianjin Construction Development Group Co., Ltd.”, and the “Resolution on Waiver of the Notice Period for the Fourth Extraordinary General Meeting of the Company in 2023”.

On October 10, 2023, the Board of the Company convened the fifth extraordinary general meeting in 2023, during which the Shareholders’ general meeting had considered and approved the “Resolution on the Company’s Application for Credit Facilities and Borrowings from Bank of Beijing Co., Ltd., Tianjin Branch”, and the “Resolution on Waiver of the Notice Period for the Fifth Extraordinary General Meeting of the Company in 2023”.

On December 1, 2023, the Board convened the sixth extraordinary general meeting in 2023, during which the Shareholders’ general meeting had considered and approved the “Resolution on the Company’s Issuance of Shares, Increasing Registered Capital, and Amendments of the Articles of Association”, and the “Resolution on Waiver of the Notice Period for the Sixth Extraordinary General Meeting of the Company in 2023”.

### 3. Focus of the Board in 2024

On April 23, 2024, the Company achieved its goal of listing on the Main Board of The Stock Exchange and successfully opened the door to the capital market. Listing is of exceptionally important strategic significance to the development of enterprises. After listing, the Company has access to various financing tools to raise funds with higher efficiency and lower costs, which greatly enhances the Company's competitiveness and survivability. On the other hand, listing has also urged the Company to standardize its operations and improve various internal control systems, which greatly improved the Company's management standards.

In 2024, based on the Company's actual situation and development strategy, the Board will continue to do solid work in various daily tasks, diligently implement the resolutions of the Shareholders' general meetings, make scientific and efficient decisions on major issues, strive to improve on the Company's operating indicators, and maximize the interests of all Shareholders and the Company.

The Board will continue to pay close attention to the updates and changes in regulations in the Mainland China and Hong Kong, and carry out the Company's business operations, management and fulfill information disclosure obligations in accordance with the latest regulatory requirements; improve and optimize the relevant systems of corporate governance and promote their implementation in accordance with the standardized governance requirements of listed companies, continuously promote and improve the level of corporate governance; actively carry out investors relation management work, safeguard the investors' interests in accordance with the law, strengthen contact and communication with investors through multiple channels, so that investors can quickly and comprehensively obtain company information, and establish a good reputation of the Company in the capital market; continue to invest in research and development, enhance the Company's technological innovation capabilities, promote the upgrading of digital management of engineering business, and promote the transformation of technology into productivity.

*The Board of Directors,*

**Tianjin Construction Development Group Co., Ltd.**

May 24, 2024

**I. 2023 DUTY REPORT OF INDEPENDENT DIRECTOR (SHIU SHU MING) OF TIANJIN CONSTRUCTION DEVELOPMENT GROUP CO., LTD.**

To the Directors:

As an independent non-executive director of Tianjin Construction Development Group Co., Ltd. (hereinafter referred to as the “**Company**”), I have performed my duties as an Independent Director honestly, diligently, and independently in strict accordance with the Company Law and other relevant laws and regulations as well as the relevant provisions of the Articles of Association in 2023, including actively attend relevant meetings, carefully consider the resolutions of the Board of Directors, effectively protect the legitimate rights and interests of the Company and all Shareholders, promote the Company’s standardized operations, and execute the independent role of an Independent Non-executive Director. I hereby report on my work in 2023 as follows:

**(1) General Information on the Independent Non-Executive Director**

I, Shiu Shu Ming (蕭恕明), has more than 20 years of experience in corporate finance, mergers and acquisitions, initial public offerings, and fundraising exercises in various ventures and projects with a deal portfolio covering private entities, PRC state-owned enterprises and publicly listed companies in Hong Kong, the PRC, and Indonesia. In addition to his experience in corporate finance, I also has extensive management experience in healthcare services. I have been serving as the executive director of Hong Kong Medical Consultants Limited (中卓醫務有限公司), a Hong Kong-based integrated medical specialists’ group, since October 2018.

I served as a non-executive director of Orient Securities International Holdings Limited (stock code: 8001), a company listed on the GEM of the Stock Exchange from June 2022 to July 2022 and was subsequently re-designated as an executive director in July 2022. I also held positions as a non-executive director and an executive director at Golden Century International Holdings Group Limited (stock code: 0091), a company listed on the Main Board of the Stock Exchange and Town Health International Medical Group Limited (stock code: 3886), a company listed on the Main Board of the Stock Exchange from March 2020 to September 2021 and from November 2022 to June 2023, respectively. I have been appointed as a non-executive director of Oriental Payment Group Holdings Limited (stock code: 8613), a company listed on the GEM of the Stock Exchange since December 2021, and served as a non-executive director of Kingkey Intelligence Culture Holdings Limited (stock code: 0550), a company listed on the Main Board of the Stock Exchange since January 2023 until September 2023. In addition, I have been serving as an independent non-executive director of Tianyun International Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 6836) since April 2022.

I obtained a bachelor's degree in accountancy from the City University of Hong Kong (formerly known as City Polytechnic of Hong Kong) in 1993 and is a member of the Hong Kong Institute of Certified Public Accountants and was recognized as a member of the Association of Chartered Certified Accountants in October 2002.

**(2) 2023 Duty Report of Independent Non-Executive Director**

In 2023, the Company has convened a total of seven board meetings and six shareholders' general meetings. In 2023, the specific details of my attendance at the Company's board meetings and Shareholders' general meetings are as follows:

1. The fourth meeting of the first session of the Board of Directors on August 16, 2023;
2. The fifth meeting of the first session of the Board of Directors on October 10, 2023;
3. The sixth meeting of the first session of the Board of Directors on December 1, 2023;
4. The seventh meeting of the first session of the Board of Directors on December 15, 2023;
5. The fourth extraordinary general meeting in 2023 on August 16, 2023;
6. The fifth extraordinary general meeting in 2023 on October 10, 2023;
7. The sixth extraordinary general meeting in 2023 on December 1, 2023.

In 2023, as an Independent Non-executive Director, I used my professional knowledge to express opinions and exercise voting rights independently and impartially, and effectively fulfilled my obligation to safeguard the interests of the Company and the Shareholders. I pay close attention to corporate governance and operational decisions, and have good and effective communication with the Board of Directors, the Supervisory Committee, and the operating management to promote the further improvement of the Company's scientific decision-making standards. In 2024, I will continue to perform my duties and execute the role as an Independent Non-executive Director with determination, diligence and prudence in accordance with the laws, regulations, the Articles of Association, and other relevant provisions and requirements. I would ensure that the Board of Directors is operating objectively, impartially and independently, and leverage on my professional knowledge and rich experience to further provide constructive opinions to the Company, and effectively safeguard the overall interests of the Company and the legitimate interests of all Shareholders.

## II. 2023 DUTY REPORT OF INDEPENDENT DIRECTOR (YANG SHITAI) OF TIANJIN CONSTRUCTION DEVELOPMENT GROUP CO., LTD.

To the Directors:

As an independent non-executive director of Tianjin Construction Development Group Co., Ltd. (hereinafter referred to as the “**Company**”), I have performed my duties as an Independent Director honestly, diligently, and independently in strict accordance with the Company Law and other relevant laws and regulations as well as the relevant provisions of the Articles of Association in 2023, including actively attend relevant meetings, carefully consider the resolutions of the Board of Directors, effectively protect the legitimate rights and interests of the Company and all Shareholders, promote the Company’s standardized operations, and execute the independent role of an Independent Non-executive Director. I hereby report on my work in 2023 as follows:

### (1) General Information on the Independent Non-Executive Director

I, Yang Shitai (楊世泰), has rich experience in the construction industry. I have worked in the group company(ies) of China Construction Eighth Engineering Division Tianjin Company (中國建築第八局天津公司) from 1999 to 2007, and worked in the group company(ies) of China Construction Eighth Engineering Division Corporation Limited Huabei Branch (中國建築第八工程局有限公司華北分公司) from 2007 to 2009. From January 2011 to March 2012, I served as president in Tianjin Binhai New City Construction and Development Co., Ltd. (天津濱海新城建設發展有限公司). From May 2009 to April 2012, I served as the general manager of Tianjin Binhai New Area Central Business District Investment Group Co., Ltd (天津濱海新區中心商務區投資集團有限公司) (currently known as Tianjin Teda Urban Development Group Co., Ltd. (天津泰達城市發展集團有限公司)). I served as the general manager of Tianjin Yujiapu Investment Holding (Group) Co., Ltd. (天津於家堡投資控股(集團)有限公司) (currently known as Tianjin Teda Urban Development Group Co., Ltd. (天津泰達城市發展集團有限公司)) since July 2016 until August 2018, and has been serving as the president of Tianjin Teda Urban Development Group Co., Ltd. (天津泰達城市發展集團有限公司) since September 2018 until 2021.

I graduated from the Chongqing Institute of Architecture and Engineering (重慶建築工程學院) (currently known as Chongqing University (重慶大學)) in the PRC with a bachelor’s degree in industrial and civil architecture in 1991.

### (2) 2023 Duty Report of Independent Non-Executive Director

In 2023, the Company has convened a total of seven board meetings and six shareholders’ general meetings. In 2023, the specific details of my attendance at the Company’s board meetings and Shareholders’ general meetings are as follows:

1. The first meeting of the first session of the Board of Directors on June 5, 2023;

2. The second meeting of the first session of the Board of Directors on June 26, 2023;
3. The third meeting of the first session of the Board of Directors on July 19, 2023;
4. The fourth meeting of the first session of the Board of Directors on August 16, 2023;
5. The fifth meeting of the first session of the Board of Directors on October 10, 2023;
6. The sixth meeting of the first session of the Board of Directors on December 1, 2023;
7. The seventh meeting of the first session of the Board of Directors on December 15, 2023;
8. The establishment meeting and the first Shareholders' general meeting on June 5, 2023;
9. The second extraordinary general meeting in 2023 on June 27, 2023;
10. The third extraordinary general meeting in 2023 on July 19, 2023;
11. The fourth extraordinary general meeting in 2023 on August 16, 2023;
12. The fifth extraordinary general meeting in 2023 on October 10, 2023;
13. The sixth extraordinary general meeting in 2023 on December 1, 2023.

In 2023, as an Independent Non-executive Director, I used my professional knowledge to express opinions and exercise voting rights independently and impartially, and effectively fulfilled my obligation to safeguard the interests of the Company and the shareholders. I pay close attention to corporate governance and operational decisions, and have good and effective communication with the Board of Directors, the supervisory committee, and the operating management to promote the further improvement of the Company's scientific decision-making standards. In 2024, I will continue to perform my duties and execute the role as an Independent Non-executive Director with determination, diligence and prudence in accordance with the laws, regulations, the Articles of Association, and other relevant provisions and requirements. I would ensure that the Board of Directors is operating objectively, impartially and independently, and leverage on my professional knowledge and rich experience to further provide constructive opinions to the Company, and effectively safeguard the overall interests of the Company and the legitimate interests of all Shareholders.



### III. 2023 DUTY REPORT OF INDEPENDENT DIRECTOR (YAN BING) OF TIANJIN CONSTRUCTION DEVELOPMENT GROUP CO., LTD.

To the Directors:

As an independent non-executive director of Tianjin Construction Development Group Co., Ltd. (hereinafter referred to as the “**Company**”), I have performed my duties as an Independent Director honestly, diligently, and independently in strict accordance with the Company Law and other relevant laws and regulations as well as the relevant provisions of the Articles of Association in 2023, including actively attend relevant meetings, carefully consider the resolutions of the Board of Directors, effectively protect the legitimate rights and interests of the Company and all Shareholders, promote the Company’s standardized operations, and execute the independent role of an Independent Non-executive Director. I hereby report on my work in 2023 as follows:

#### (1) General Information on the Independent Non-Executive Director

I, Yan Bing (嚴兵), has been the vice dean of the School of Economics at Nankai University (南開大學經濟學院) since November 2022, and has been the director of the Institute of International Economics since November 2021. I have served as a professor and PhD supervisor since January 2018, with the main responsibility of postgraduate training and management. I have published over 20 papers in the journals listed in the Chinese Social Sciences Citation Index. I obtained a doctoral degree in global economics from the Institute of International Economics at Nankai University (南開大學國際經濟研究所) in the PRC in July 2004. I have has been an independent non-executive director of Standard Development Group Limited (formerly known as LKS Holding Group Limited) (stock code: 1867), a company listed on the Main Board of the Stock Exchange since June 9, 2021.

#### (2) 2023 Duty Report of Independent Non-Executive Director

In 2023, the Company has convened a total of six board meetings and six Shareholders’ general meetings. In 2023, the specific details of my attendance at the Company’s board meetings and Shareholders’ general meetings are as follows:

1. The first meeting of the first session of the Board of Directors on June 5, 2023;
2. The second meeting of the first session of the Board of Directors on June 26, 2023;
3. The third meeting of the first session of the Board of Directors on July 19, 2023;
4. The fourth meeting of the first session of the Board of Directors on August 16, 2023;
5. The fifth meeting of the first session of the Board of Directors on October 10, 2023;

6. The sixth meeting of the first session of the Board of Directors on December 1, 2023;
7. The seventh meeting of the first session of the Board of Directors on December 15, 2023;
8. The establishment meeting and the first Shareholders' general meeting on June 5, 2023;
9. The second extraordinary general meeting in 2023 on June 27, 2023;
10. The third extraordinary general meeting in 2023 on July 19, 2023;
11. The fourth extraordinary general meeting in 2023 on August 16, 2023;
12. The fifth extraordinary general meeting in 2023 on October 10, 2023;
13. The sixth extraordinary general meeting in 2023 on December 1, 2023.

In 2023, as an Independent Non-executive Director, I used my professional knowledge to express opinions and exercise voting rights independently and impartially, and effectively fulfilled my obligation to safeguard the interests of the Company and the Shareholders. I pay close attention to corporate governance and operational decisions, and have good and effective communication with the Board of Directors, the Supervisory Committee, and the operating management to promote the further improvement of the Company's scientific decision-making standards. In 2024, I will continue to perform my duties and execute the role as an Independent Non-executive Director with determination, diligence and prudence in accordance with the laws, regulations, the Articles of Association, and other relevant provisions and requirements. I would ensure that the Board of Directors is operating objectively, impartially and independently, and leverage on my professional knowledge and rich experience to further provide constructive opinions to the Company, and effectively safeguard the overall interests of the Company and the legitimate interests of all Shareholders.

The above resolutions are proposed to the Board of Directors for consideration. Following the consideration and passing by the Board of Directors, the resolutions will be proposed as ordinary resolutions at the annual general meeting for Shareholders' consideration and approval.

**Tianjin Construction Development Group Co., Ltd.**

May 24, 2024

In 2023, the Supervisory Committee of Tianjin Construction Development Group Co., Ltd. (hereinafter referred to as the “**Company**”) strictly abided by the provisions of the laws, regulations, normative documents and the Articles of Association, and diligently performed and independently exercised the supervisory powers and responsibilities of the Supervisory Committee. Members of the Supervisory Committee have attended or sat in on all Shareholders’ general meetings and Board of Directors meetings during the reporting period, and effectively supervised the Company’s operating activities, financial status, major decisions, procedures for convening the Shareholders’ general meetings, and the performance of duties by the Directors and senior management, thus ensure that the interests of the Shareholders, the interests of the Company, and the legitimate interests of its employees, as well as promote the Company’s standardized operations. The work of the Supervisory Committee in 2023 is reported as follows:

## **1. CONVENING OF THE SUPERVISORY COMMITTEE MEETINGS IN 2023**

In 2023, the Supervisory Committee of the Company held a total of two meetings. The specific meeting details are as follows:

1. The Company held the first meeting of the first session of the Supervisory Committee on June 5, 2023, and considered and approved the “Resolution on the Election of the Chairman of the First Session of the Supervisory Committee”;
2. The Company held the second meeting of the first session of the Supervisory Committee on June 26, 2023, and considered and approved the “Resolution on Amendments of the Rules of Procedure of the Supervisory Committee (Applicable after the Issuance of H Shares)”.

## **2. WORK PLAN OF THE SUPERVISORY COMMITTEE IN 2024**

In 2024, the Supervisory Committee will continue to strictly comply with the relevant laws and regulations such as the Company Law, and the relevant provisions of the Articles of Association, so as to faithfully and diligently perform the duties of the Supervisory Committee, and effectively supervise the performance of the daily tasks of the Board of Directors and senior management in accordance with the law, and actively attend Shareholders’ general meetings and Board of Directors meetings to keep abreast of the Company’s financial status, and supervise the legality and compliance of the Company’s major decision-making matters and their consideration procedures, further promote the improvement of the Company’s corporate governance structure and the standardized business operation and management, and effectively safeguard and protect the legitimate interests of the Company and Shareholders, thus promote the better and speedy development of the Company.

*The Supervisory Committee,*  
**Tianjin Construction Development Group Co., Ltd.**

May 24, 2024

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the Repurchase General Mandate to the Board of Directors. Neither the explanatory statement nor the proposed grant of the Repurchase General Mandate has any unusual features.

### **LISTING RULES RELATING TO SHARE REPURCHASE**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below. The purpose and arrangement of the Company's share repurchase are not in violation of the requirements of the Company Law and the Articles of Association.

### **REGISTERED CAPITAL**

As at the Latest Practicable Date, the registered capital of the Company comprised 215,794,749 Shares (including 161,844,749 Domestic Shares and 53,950,000 H Shares) with a nominal value of RMB1.00 each. Subject to the passing of the proposed resolution for the grant of the Repurchase General Mandate and on the basis that no Shares will be allotted and issued or repurchased by the Company on or prior to the date of the Annual General Meeting, the Company will be allowed under the Repurchase General Mandate to repurchase a maximum of 5,395,000 H Shares, being the maximum of 10% of the total H Shares as at the date of passing the relevant resolution.

### **REASONS FOR H SHARE REPURCHASE**

The Directors believe that the Repurchase General Mandate is in the interests of the Company and the Shareholders. An exercise of the Repurchase General Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

### **FUNDING OF H SHARE REPURCHASE**

In repurchasing its H Shares, the Company may only apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC.

## IMPACT OF H SHARE REPURCHASE

There might be an adverse impact on the working capital and/or the gearing levels of the Company in the event the proposed Repurchase General Mandate was to be exercised in full. However, the Directors do not intend to exercise the Repurchase General Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital and/or gearing levels of the Company, which, in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company.

## STATUS OF REPURCHASED H SHARES

The Listing Rules provide that the listing of all H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. The Board notes that with effect from June 11, 2024, the Listing Rules will be amended (the “**Amendments to the Listing Rules**”) to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. In view of the changes to the Listing Rules, after the Amendments to the Listing Rules have come into effect, if the Company purchases any H Shares pursuant to the Repurchase General Mandate, the Company will either (i) cancel the H Shares repurchased and reduce the Company’s registered capital by an amount equivalent to the aggregate nominal value of the H Shares so canceled, and/or (ii) hold such H Shares in treasury, subject to market conditions and the Company’s capital management needs at the relevant time any repurchases of H Shares are made. If the Company holds any H Shares in treasury, any sale or transfer of H Shares in treasury will be made pursuant to the terms of the Issue General Mandate and in accordance with the Listing Rules and applicable laws and regulations of the PRC. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

## H SHARE PRICES

The highest and lowest prices at which the H Shares have traded on the Stock Exchange since the Listing Date and up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
April 2024 (from April 23, 2024)	1.64	1.49
May 2024 (up to the Latest Practicable Date)	1.52	1.18

## DIRECTORS’ UNDERTAKING

The Directors will exercise the power of the Company to make purchases pursuant to the Repurchase General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

## DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any H Shares to the Company in the event the Repurchase General Mandate is approved by the Shareholders at the Annual General Meeting.

As at the Latest Practicable Date, the Company has not been notified by any core connected person (as defined in the Listing Rules) of the Company that he/she/it has a present intention to sell any H Shares to the Company, or that he/she/it has undertaken not to sell any of H Shares held by him/her/it to the Company in the event that the Repurchase General Mandate is approved by the Shareholders at the Annual General Meeting.

## IMPLICATION UNDER THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase General Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following substantial Shareholders held interests in the Shares as follows:

Name of Shareholder	Class of Shares held	Capacity nature of interest	Number of Shares held	Approximate percentage of Shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase General Mandate is exercised in full <sup>(1)</sup>
Mr. Wang Wenbin ("Mr. Wang")	Domestic Shares	Interest in controlled corporation <sup>(2)</sup>	157,496,923	72.98%	74.86%
Ms. Dou Enyan ("Ms. Dou")	Domestic Shares	Interest of spouse <sup>(3)</sup>	157,496,923	72.98%	74.86%
Shengyuan Group Holdings (Tianjin) Co., Ltd.* (盛源集團控股(天津)有限公司) ("Shengyuan Holding")	Domestic Shares	Beneficial owner	110,830,940	51.36%	52.68%
Shengyuan Group (Tianjin) Co., Ltd.* (盛源集團(天津)有限公 司) ("Shengyuan Group")	Domestic Shares	Interest in controlled corporation <sup>(4)</sup>	110,830,940	51.36%	52.68%

Name of Shareholder	Class of Shares held	Capacity nature of interest	Number of Shares held	Approximate percentage of Shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase General Mandate is exercised in full <sup>(1)</sup>
Shanshengyuan (Tianjin) Enterprise Management Partnership(Limited Partnership)* (山盛源(天津)企業管理合夥企業(有限合夥) (“Shanshengyuan Enterprise Management”))	Domestic Shares	Interest in controlled corporation <sup>(5)</sup>	31,665,983	14.67%	15.05%
Zhiweilai (Tianjin) Enterprise Management Co. Limited* (致未來(天津)企業管理有限公司) (“Tianjin Zhiweilai”)	Domestic Shares	Beneficial owner	31,665,983	14.67%	15.05%
Mr. Zhao Kuanghua (“Mr. Zhao”)	Domestic Shares	Interest in controlled corporation <sup>(6)</sup>	15,000,000	6.95%	7.13%
Ms. Zhao Xiaorong (“Ms. Zhao”)	Domestic Shares	Interest in controlled corporation <sup>(7)</sup>	15,000,000	6.95%	7.13%
Jushi (Tianjin) Entrepreneurial Management Center (Limited Partnership)* (聚勢(天津)企業管理中心(有限合夥) (“Tianjin Jushi”))	Domestic Shares	Interest in controlled corporation <sup>(8)</sup>	15,000,000	6.95%	7.13%
Huizhi (Tianjin) Entrepreneurial Space Service Center (Limited Partnership)* (匯智(天津)創業空間服務中心(有限合夥)) (“Tianjin Huizhi”)	Domestic Shares	Interest in controlled corporation <sup>(8)</sup>	15,000,000	6.95%	7.13%
Gongmeihao (Tianjin) Enterprise Management Co. Limited* (共美好(天津)企業管理有限公司) (“Tianjin Gongmeihao”)	Domestic Shares	Beneficial owner	15,000,000	6.95%	7.13%

*Notes:*

- (1) The calculation is based on the total number of 210,399,749 Shares in issue assuming the Repurchase General Mandate is exercised in full.
- (2) Mr. Wang owns 99% partnership interest in each of Tianjin Huizhi and Tianjin Jushi, 98.7% equity interest in Shengyuan Group and 97.7% partnership interest in Shanshengyuan Enterprise Management, respectively. Each of Tianjin Huizhi and Tianjin Jushi owns 50% equity interest in Tianjin Gongmeihao, which in turn holds 9.3% of the total issued Shares. Shanshengyuan Enterprise Management owns 99% equity interest in Tianjin Zhiweilai which in turn holds 19.5% of the total issued Shares; and Shengyuan Group owns 100% equity interests in Shengyuan Holding, which in turn holds 68.5% of the Shares. Accordingly, Mr. Wang is deemed to be interested in all the Shares held by each of Tianjin Gongmeihao, Tianjin Zhiweilai and Shengyuan Holding for the purpose of the SFO.
- (3) Ms. Dou is the spouse of Mr. Wang. Accordingly, Ms. Dou is deemed to be interested in the Shares held by Mr. Wang for the purpose of the SFO.
- (4) The entire equity capital of Shengyuan Holding is held by Shengyuan Group. Accordingly, Shengyuan Group is deemed to be interested in such Shares held by Shengyuan Holding for the purpose of the SFO.
- (5) Shengyuan Enterprise Management owns 99% equity interest in Tianjin Zhiweilai, which in turn holds 19.5% of the total issued Shares. Accordingly, Shengyuan Enterprise Management is deemed to be interested in such Shares held by Tianjin Zhiweilai for the purpose of the SFO.
- (6) Mr. Zhao is the general partner of Tianjin Jushi which owns 50% equity interest in Tianjin Gongmeihao, which in turn holds 9.3% of the total issued Shares. Accordingly, Mr. Zhao is deemed to be interested in such Shares held by Tianjin Gongmeihao for the purpose of the SFO. As the general partner of Tianjin Jushi, Mr. Zhao is deemed to have de facto control in Tianjin Jushi and hence is a controller of Tianjin Jushi.
- (7) Ms. Zhao is the general partner of Tianjin Huizhi which owns 50% equity interest in Tianjin Gongmeihao, which in turn holds 9.3% of the total issued Shares. Accordingly, Ms. Zhao is deemed to be interested in such Shares held by Tianjin Gongmeihao for the purpose of the SFO. As the general partner of Tianjin Huizhi, Ms. Zhao Xiaorong is deemed to have de facto control in Tianjin Huizhi and hence is a controller of Tianjin Huizhi.
- (8) The equity interest of Tianjin Gongmeihao is held as to 50% by Tianjin Huizhi and 50% by Tianjin Jushi. Accordingly, each of Tianjin Huizhi and Tianjin Jushi is deemed to be interested in such Shares held by Tianjin Gongmeihao for the purpose of the SFO.

Save as disclosed above, the Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law as a result of any repurchases to be made under the Repurchase General Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be in public hands. The Directors do not propose to repurchase H Shares which would result in less than the prescribed minimum percentage of Shares in public hands.



**SECURITIES REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any H Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date up to the Latest Practicable Date.

\* *For identification purpose only*

# NOTICE OF ANNUAL GENERAL MEETING



T J C D  
天津建发

天津建设发展集团股份有限公司

**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 THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Tianjin Construction Development Group Co., Ltd. (the “**Company**”) will be held at Conference Room 2, No. 112 Dongting Road, Economic and Technological Development Zone, Binhai New Area, Tianjin, PRC on Friday, June 21, 2024 at 10:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the Company (the “**Board**”) for the year 2023.
2. To consider and approve the duty reports of independent directors of the Company for the year 2023.
3. To consider and approve the work report of the supervisory committee of the Company for the year 2023.
4. To consider and approve the directors and supervisors remuneration plan for the year 2024.
5. To consider and approve the appointment of shareholder representative supervisors of the first session of the supervisory committee of the Company:
  - 5.1 the appointment of Mr. Wang Lei as a shareholder representative supervisor of the Company; and
  - 5.2 the appointment of Mr. Ren Feiyu as a shareholder representative supervisor of the Company.
6. The proposed application to financial institutions for composite credit facilities and borrowings for the year 2024.
7. To consider and approve the re-appointment of KPMG as the auditor of the Company for the year 2024 and authorise the Board to determine its remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL RESOLUTION

8. To consider and approve the grant of general mandate to the Board during the Relevant Period, allot, issue and deal with additional shares not exceeding 20% of the total issued shares of the Company (the “**Shares**”) as at the date of passing this resolution, and to authorize the Board to (i) make corresponding amendments to the articles of association of the Company (the “**Articles of Association**”) as it thinks fit so as to reflect the new share capital structure upon the allotment or issuance of Shares; and (ii) formulate and implement any detailed Share issuance proposal pursuant to any exercise of the general mandate:

“**THAT:**

- (A) (a) subject to paragraph (c) below and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association and the applicable laws, rules and regulations of the PRC, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the aggregate number of the issued Shares as at the date of passing this resolution, other than pursuant to (i) a Rights Issue or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of a period of 12 months from the date of passing the relevant resolution at the Annual General Meeting; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders of the Company at a general meeting,

unless the Board decides to issue Shares during the Relevant Period, such share issue may be proceeded or conducted after the end of the Relevant Period.

“**Rights Issue**” means an offer of Shares open for a period fixed by the directors of the Company to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or the requirements, of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of Shares by way of rights shall be construed accordingly.

- (B) the Board is authorized to (i) make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon; and (ii) formulate and implement any detailed Share issuance proposal pursuant to, the allotment or issuance of Shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

9. To consider and approve the granting of a general mandate to the Board to repurchase H shares of the Company (the “**H Shares**”) not exceeding 10% of the total number of H Shares as at the date of passing this resolution, during the Relevant Period.

“**THAT:**

- (a) By reference to market conditions and in accordance with needs of the Company, repurchase H Shares not exceeding 10% of the total number of H Shares in issue as at the date when this resolution is passed;
- (b) the Board be authorized to (including but not limited to the following):
  - (i) determine detailed repurchase plan(s), including but not limited to repurchase price, number of H Shares to repurchase, timing of repurchase and period of repurchase, etc.;
  - (ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas; and

## NOTICE OF ANNUAL GENERAL MEETING

- (iii) carry out cancellation procedures for repurchased H Shares, reduce registered capital of the Company in order to reflect the amount of H Shares repurchased in accordance with the authorization received by the Board under paragraph (a) of this special resolution and make corresponding amendments to the Articles of Association as it thought fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this special resolution.
- (c) For the purposes of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
  - (ii) the expiration of a period of 12 months from the date of passing the relevant resolution at the Annual General Meeting; or
  - (iii) the date on which the authority conferred to the Board set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company at a general meeting.”

By order of the Board  
**Tianjin Construction Development Group Co., Ltd.**  
天津建设发展集团股份有限公司  
**Wang Wenbin**  
*Chairman and non-executive Director*

Hong Kong, May 31, 2024

*Notes:*

1. All resolutions at the Annual General Meeting 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](http://www.tjcdg.com) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the Annual General Meeting.
2. Any shareholder entitled to attend and vote at the Annual General Meeting 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.

## NOTICE OF ANNUAL GENERAL MEETING

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), or the Company's head office and principal place of business in the PRC, at No. 112 Dongting Road, Economic and Technological Development Zone, Binhai New Area, Tianjin, PRC (for holders of domestic shares of the Company), at least 24 hours before the Annual General Meeting (i.e. before 10:00 a.m. on Thursday, June 20, 2024) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the Annual General Meeting 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 Annual General Meeting, the register of members of the Company will be closed from Tuesday, June 18, 2024 to Friday, June 21, 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, 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 Monday, June 17, 2024 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 Annual General Meeting.
8. References to date and time in this notice are to Hong Kong dates and time.
9. The contact of the Company:

Address: No. 112 Dongting Road, Economic and Technological Development Zone, Binhai New Area, Tianjin, PRC

Tel: 022-25361111-8303

Contact Person: Mr. Li Kai

*As at the date of this notice, the Board of Directors of the Company comprises: (i) Mr. Zhao Kuanghua, Mr. Li Kai, Ms. Zhao Xiaorong, Mr. Yang Youhua and Mr. Ni Baqun as executive Directors; (ii) Mr. Wang Wenbin as Chairman and non-executive Director; and (iii) Dr. Yan Bing, Mr. Yang Shitai and Mr. Shiu Shu Ming as independent non-executive Directors.*