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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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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) PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR; AND
(2) NOTICE OF THE EGM**

Capitalised terms used in this cover page have the same meanings as those defined in this circular.

The notice convening the EGM 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 Thursday, 10 October 2024 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tjcdg.com).

Whether or not you are able to attend the EGM, 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 EGM (i.e. not later than 10:00 a.m. on Wednesday, 9 October 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 EGM if you so wish.

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

25 September 2024

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board of the Company
“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 Special Administrative Region, 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, as amended from time to time
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) 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
“EGM”	the extraordinary 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 Thursday, 10 October 2024 at 10:00 a.m.
“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

“INED”	independent non-executive Director
“Latest Practicable Date”	23 September 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 Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Nomination Committee”	the nomination committee of the Board of the Company
“Remuneration Committee”	the remuneration committee of the Board of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“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

LETTER FROM THE BOARD



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)
(Chairperson of the Board)

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

25 September 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR; AND
(2) NOTICE OF THE EGM**

INTRODUCTION

The purpose of this circular is to provide you with information in relation to, among others, (i) the proposed appointment of INED; and (ii) the notice of the EGM.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcements of the Company dated 21 August 2024 and 23 September 2024 in relation to, among others, the resignation of Mr. Yang Shitai (“**Mr. Yang**”) as an INED and the nomination of Dr. Liu Jinlu (“**Dr. Liu**”) to replace Mr. Yang as an INED. Pursuant to the requirements of the Company Law, the Listing Rules, the Articles of Association and other relevant laws and regulations, an ordinary resolution will be proposed at the EGM to approve the proposed appointment of Dr. Liu as an INED of the first session of the Board.

Set out below are the biographical details of Dr. Liu:

Dr. Liu, aged 50, has held various significant roles in the field of construction. From April 1999 to December 2001, he worked as an officer in the Construction Management Section and the Planning Section of the Construction and Transportation Bureau of Tianjin Economic-Technological Development Area* (天津經濟技術開發區建設和交通局). From December 2001 to December 2003, he served as the head of the Key Projects Construction Office of Tianjin Economic-Technological Development Area* (天津經濟技術開發區重點項目建設辦公室). From December 2003 to July 2009, Dr. Liu held several positions within the Construction and Transportation Bureau of Tianjin Economic-Technological Development Area* (天津經濟技術開發區建設和交通局), including deputy section chief of the construction management section, deputy section chief of the planning section, deputy director of the office, and section chief of the construction management section. From July 2009 to March 2018, he served as the director of the Planning and Construction Bureau of Tianjin Economic-Technological Development Area (Southern District Industrial Zone)* (天津經濟技術開發區(南港工業區)規劃建設局). Since March 2018, Dr. Liu has been serving as the chairman of Tianjin TEDA Industrial Management Group Co., Ltd.* (天津泰達產業管理集團有限公司).

Dr. Liu earned a Ph.D. in management science and engineering, specializing in financial engineering, from Tianjin University in February 2007. Before that, he obtained a master’s degree in structural engineering, focusing on foundation engineering, from Tianjin University in March 1999. He also obtained a bachelor’s degree in structural engineering from Tianjin University in July 1996.

Dr. Liu was a legal representative, director and/or supervisor of certain companies established in the PRC below prior to their dissolution.

LETTER FROM THE BOARD

Name of the company	Principal business	Method of dissolution	Date of dissolution	Position
Tianjin Qingke Yuchen Technology Co., Ltd.* (天津清科毓辰科技有限公司)	Technology promotion and application service	Dissolved by deregistration	29 December 2021	Director
Zhongshang Guocheng (Tianjin) Real Estate Development Co., Ltd.* (中商國誠(天津)地產開發有限公司)	Real estate	Dissolved by deregistration	4 February 2021	Legal representative, director and manager
Xinhe (Tianjin) Enterprise Management Co., Ltd.* (信禾(天津)企業管理有限公司)	Business services	Dissolved by deregistration	8 February 2023	Supervisor
Guocheng (Tianjin) Enterprise Management Co., Ltd.* (國誠(天津)企業管理有限公司)	Business services	Dissolved by deregistration	23 March 2021	Executive Director, executive director and manager

To the best knowledge, information and belief of Dr. Liu, he confirmed that (i) there was no wrongful act on his part leading to the dissolution of the above companies; (ii) he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolution of above companies; (iii) no misconduct or misfeasance has been involved in the dissolution of the above companies; (iv) the above companies were solvent immediately prior to dissolution; and (v) the deregistration of business license of the above companies had not resulted in any liability or obligation imposed against him.

After taking into consideration the recommendation from the Nomination Committee and his qualifications, the Board has resolved to consent to the appointment of Dr. Liu as an INED and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

The Nomination Committee and the Board believe that, Dr. Liu has diversified expertise in engineering, management and other aspects, by virtue of these knowledge and experience, Dr. Liu will give objective, independent and sufficient opinions and analysis on major operation and management matters of the Company, which will be conducive to promoting independent and objective decision-makings of the Board, comprehensively and fairly supervise the management and make potential contribution to the business of the Company.

Subject to the approval of the Shareholders at the EGM, the Company will enter into a letter of appointment with Dr. Liu. The initial term of Dr. Liu's appointment will commence on the date on which the ordinary resolution regarding the appointment of Dr. Liu is passed at the EGM and expires at the expiration of the first session of the Board. Dr. Liu will receive an annual emolument (before tax) of HK\$120,000 for his services as an INED. The emolument of Dr. Liu is determined in accordance with the remuneration policy of the Company, as well as by reference to his duties and responsibilities with the Company and the prevailing market condition.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, save as disclosed above, as at the Latest Practicable Date, Dr. Liu (i) has not held any other directorship in any public company the securities of which are listed on any securities market in Hong Kong or overseas during the last three years preceding the date of this circular, or any other major appointment and/or professional qualification; (ii) has no related party relationship with any Director, supervisor, senior management or substantial or controlling shareholders of the Company; (iii) has no other position with the Company and its subsidiaries; and (iv) has no interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Dr. Liu has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence as at the Latest Practicable Date.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

EGM

The EGM will be held at Conference Room 2, No. 112 Dongting Road, Economic and Technological Development Zone, Binhai New Area, Tianjin, PRC on Thursday, 10 October 2024 at 10:00 a.m., at which an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve, among other things, the proposed appointment of Dr. Liu as INED. Notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.tjcdg.com>).

The register of members of the Company will be closed from Monday, 7 October 2024 to Thursday, 10 October 2024, both days inclusive, in order to determine the eligibility of Shareholders who are entitled to attend and vote at the EGM to be held on Thursday, 10 October 2024. Shareholders whose names appear on the register of members of the Company on Thursday, 10 October 2024 will be entitled to attend and vote at the EGM.

In order to be eligible to attend and vote at the EGM, 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 Friday, 4 October 2024.

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

LETTER FROM THE BOARD

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

RECOMMENDATION

The Board considers that the resolution proposed at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the proposed resolution.

Yours faithfully,

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

* *for identification purpose only*

NOTICE OF THE EGM



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 EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) 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 Thursday, 10 October 2024 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the election of Dr. Liu Jinlu as an independent non-executive director of the first session of the board of directors of the Company and to fix the level of his remuneration.

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

Tianjin, the PRC, 25 September 2024

Notes:

1. The resolution at the EGM 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 and The Stock Exchange of Hong Kong Limited at www.hkexnews.hk after the EGM.
2. Any shareholder entitled to attend and vote at the EGM 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 THE EGM

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 EGM (i.e. before 10:00 a.m. on Wednesday, 9 October 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 EGM 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 EGM, the register of members of the Company will be closed from Monday, 7 October 2024 to Thursday, 10 October 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 EGM, 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 Friday, 4 October 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 EGM.
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.