天津泰展控股有限公司
TIANJIN DEVELOPMENT HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(Stock code: 882)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING TO BE HELD ON
6 SEPTEMBER 2007 (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK$0.10

each in the capital of TIANJIN DEVELOPMENT HOLDINGS LIMITED (the "Company") hereby appoint THE CHAIRMAN

OF THE EXTRAORDINARY GENERAL MEETING ^(Note 3) or _____

of _____

as my/our proxy to attend and act on my/our behalf at the Extraordinary General Meeting of the Company to be held at Gloucester Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Thursday, 6 September 2007 at 3:00 p.m. or at any adjournment thereof and to vote for me/us on the resolution referred to in the Notice of Extraordinary General Meeting (with or without modifications) as indicated below:

ORDINARY RESOLUTION	For ^(Note 4)	Against ^(Note 4)
To approve the 40% Golden Horse Agreement, the 60% Golden Horse Agreement, the Coastal Rapid Agreement, the Dynamic Infrastructure Agreement and the Pearl Harbour Agreement (as defined in the Notice of Extraordinary General Meeting) and all the transactions contemplated thereunder by way of poll.		

Dated this _____ day of _____ 2007   Signature(s) ^(Note 5): _____

Notes:

1.   Please insert full name(s) and address(es) in **BLOCK CAPITALS**.

2.   Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).

3.   If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words "**THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING** or", and insert the name and address of the proxy desired in the space provided.

4.   **IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF FOR A PARTICULAR RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH YOUR PROXY TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION**. Failure to complete any or all boxes will entitle your proxy to cast his votes, whether to vote for or against the resolutions or to abstain from voting, at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the Notice of the Extraordinary General Meeting which has been properly put to the meeting.

5.   This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any duly authorised officer.

6.   In the case of joint registered holders of any share, any one of such persons may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Extraordinary General Meeting personally or by proxy, the person whose name stands first on the register of members in respect of the relevant share will alone be entitled to vote in respect thereof.

7.   To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the Company's share registrar, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).

8.   The proxy need not be a member of the Company but must attend the meeting in person to represent you.

9.   Completion and return of this form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting if you so wish.

10. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**