



天津發展控股有限公司

TIANJIN DEVELOPMENT HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 882)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING TO BE HELD ON 16 JUNE 2014

I/We ^(Note 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares
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, speak and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at 4:00 p.m. on Monday, 16 June 2014 at Salon 6, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong or at any adjournment thereof and, on a poll, to vote for me/us on the resolutions referred to in the Notice of Extraordinary General Meeting (with or without modifications) as indicated below, and if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION ^(Note 11)	For ^(Note 4)	Against ^(Note 4)
To approve the Sale and Purchase Agreement (as defined and described in the Circular of the Company dated 27 May 2014) and all transactions contemplated thereunder.		

Dated this _____ day of _____ 2014 Signature(s) ^(Note 5): _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- 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).
- 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”, and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF FOR A PARTICULAR RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH YOUR PROXY TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion whether to vote for or against the resolutions or to abstain from voting. Your proxy will also be entitled to vote at his discretion or to abstain on any resolutions properly put to the meeting other than those referred to in the Notice of Extraordinary General Meeting.
- 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.
- 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 are 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.
- 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 at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjourned meeting (as the case may be).
- A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and to speak and, on a poll, to vote instead of him. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting (or any adjournment thereof) if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**
- The description of the resolution is by way of summary only. The full text of the resolution appears in the Notice of Extraordinary General Meeting dated 27 May 2014.