



# 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 27 APRIL 2016

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares  
of Tianjin Development Holdings Limited (the “Company”) hereby appoint the Chairman of the Extraordinary General Meeting <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 4:00 p.m. on 27 April 2016 (Wednesday) at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong or at any adjournment thereof, on the resolution 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 <sup>(Note 11)</sup>	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
To approve, confirm and ratify the Master Sales Agreement (as defined and described in the circular of the Company dated 7 April 2016 (the “Circular”)) and all transactions contemplated thereunder and the Sales Annual Caps (as defined and described in the Circular).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

**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 resolution or to abstain from voting. Your proxy will also be entitled to vote at his discretion or to abstain on any resolution 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 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, speak and vote in his stead. 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 INITIALED 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 7 April 2016.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.