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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)**

## 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.

### **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;
- (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
  - (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.

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.*