天津發展控股有限公司

# TIANJIN DEVELOPMENT HOLDINGS LIMITED

*(Incorporated in Hong Kong SAR with limited liability under the Companies Ordinance)*

**(Stock Code: 882)**

## FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING OF TIANJIN DEVELOPMENT HOLDINGS LIMITED

I/We*(note (a))* ______________________________________________

of ______________________________________________

being the registered holder(s) of ______________________________ *(note (b))* shares of HK$0.10 each in the share capital of Tianjin Development Holdings Limited (the ''Company'') appoint* the Chairman of the Meeting, or ______________________________

of ______________________________________________

as my/our proxy*(note (c))* to vote for me/us and on my/our behalf at the Extraordinary General Meeting (the ''Meeting'') of the Company to be held at 38th Floor, Function Room, Tianjin Building, 167 Connaught Road West, Hong Kong on Tuesday, 28 December 2004 at 3:00 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he thinks fit.

I/We wish this proxy to be used in connection with the undermentioned resolution in the manner set out below.

Please indicate with a ''√'' the space below how you wish the proxy to vote. Unless so instructed, the proxy will at his discretion vote as he thinks fit or abstain from voting.

| ORDINARY RESOLUTION | FOR | AGAINST |
|---|---|---|
| To approve the Separate Listing by way of poll. | | |

Dated: ______________________ Signature: ______________________

*Notes:*

(a) Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.

(b) If resolution is to be voted by a poll, please insert the number of shares of the Company registered in your name(s). 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).

(c) Any member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not also be a member of the Company.

(d) Where there are joint registered holders of any share, any one of such persons may vote at the 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 meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.

(e) The form of proxy must be signed by you, or your attorney duly authorised in writing, or in the case of a corporation, this form of proxy must be executed either under its common seal or under the hand of the officer or attorney duly authorised. **Any alteration made to this form should be initialled by the person who signs the form.**

(f) The instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of such power or authority must be deposited at the share registrar of the Company, Tengis Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting (or the adjourned meeting as the case may be).

(g) Completion and return of this form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish. If you attend the meeting, however, your form of proxy will be deemed to have been revoked.

* *Delete as appropriate*