TJCD
天津建发

天津建设发展集团股份公司
Tianjin Construction Development Group Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2515)

(1) PROPOSED ADJUSTMENT OF BUSINESS SCOPE; (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; (3) PROPOSED AMENDMENTS TO THE PROCEDURAL RULES OF THE GENERAL MEETINGS; AND (4) APPOINTMENT OF ADDITIONAL MEMBERS TO THE NOMINATION COMMITTEE

This announcement is made by Tianjin Construction Development Group Co., Ltd. (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

PROPOSED ADJUSTMENT OF BUSINESS SCOPE

In light of the business and operation needs of the Company, the board (the "**Board**") of directors (the "**Directors**") of the Company proposes to adjust the business scope of the Company (the "**Proposed Adjustment of Business Scope**"). The details of the Proposed Adjustment of Business Scope will be set out in the proposed amendments to the articles of association (the "**Articles of Association**") of the Company below. The Proposed Adjustment of Business Scope is subject to the satisfaction of the following conditions:

(i) a special resolution passed by the shareholders (the "**Shareholders**") of the Company at the 2024 annual general meeting of the Company (the "**AGM**") to approve the Proposed Adjustment of Business Scope and the proposed amendments to the Articles of Association; and

(ii) the registration of changes to the market supervision and administration authority in respect of the Proposed Adjustment of Business Scope.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of (i) the Proposed Adjustment of Business Scope, and (ii) the consultation conclusions of the "Consultation Paper on Proposals to Further Expand the Paperless Listing Regime and Other Rule Amendments" published by the Stock Exchange on 24 January 2025, which require, among others, the issuer to ensure their constitutional documents enable them to hold hybrid general meetings and provide E-voting, the Board proposes to amend the Articles of Association to reflect the Proposed Adjustment of Business Scope and to comply with the new requirements in respect of the hybrid general meetings and E-voting.

The details of the proposed amendments to the Articles of Association are set out in the Appendix I to this announcement.

The proposed amendments to the Articles of Association are subject to the approval by the Shareholders by passing a special resolution at the AGM. The proposed amendments to the Articles of Association will become effective upon the approval by the Shareholders at the AGM. Prior to that, the current Articles of Association shall remain effective. The Articles of Association and its amendments were prepared in Chinese, without formal English version. As such, the English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.

PROPOSED AMENDMENTS TO THE PROCEDURAL RULES OF THE GENERAL MEETINGS

In order to comply with the abovementioned new requirements in respect of the hybrid general meetings and E-voting and to align with the proposed amendments to the Articles of Association, the Board proposes to amend the procedural rules of the general meetings of the Company (the "**Procedural Rules of the General Meetings**").

The details of the proposed amendments to the Procedural Rules of the General Meetings are set out in the Appendix II to this announcement.

The proposed amendments to the Procedural Rules of General Meetings will become effective upon the approval by the Shareholders at the AGM. Prior to that, the current Procedural Rules of General Meetings shall remain effective. The Procedural Rules of General Meetings and its amendments were prepared in Chinese, without formal English version. As such, the English translation shall be for reference only. In case of any discrepancies, the Chinese version shall prevail.

A circular for the AGM containing, among other things, further details of the Proposed Adjustment of Business Scope, the proposed amendments to the Articles of Association and the proposed amendments to the Procedural Rules of the General Meetings will be published on the websites of the Company (www.tjcdg.com) and the Stock Exchange (www.hkexnews.hk) in due course and despatched to the Shareholders upon request.

APPOINTMENT OF ADDITIONAL MEMBERS TO THE NOMINATION COMMITTEE

In light of the consultation conclusions of "Consultation Paper on Review of Corporate Governance Code and Related Listing Rules" published by the Stock Exchange on 19 December 2024 with effect from 1 July 2025, and with regard to the actual circumstances of the Company, on 29 April 2025, the Board resolved to appoint Ms. Guan Fengdan (an executive Director) and Mr. Shiu Shu Ming (an independent non-executive Director) as members of the nomination committee of the Board (the "**Nomination Committee**"), with effect from 29 April 2025.

Following the above change, the Nomination Committee now comprises Mr. Wang Wenbin (the chairman of the Board and a non-executive Director, also the chairman of the Nomination Committee), Ms. Guan Fengdan (an executive Director), Dr. Yan Bing (an independent non-executive Director), Dr. Liu Jinlu (an independent non-executive Director) and Mr. Shiu Shu Ming (an independent non-executive Director). Upon appointment of Ms. Guan Fengdan and Mr. Shiu Shu Ming, the Nomination Committee comprises (i) at least one female member and (ii) a majority of independent non-executive Directors.

The Board would like to take this opportunity to extend its warm welcome to Ms. Guan Fengdan and Mr. Shiu Shu Ming in their new role in the Nomination Committee. The Board believes that with their business and professional background, Ms. Guan Fengdan and Mr. Shiu Shu Ming will bring new insights to the Nomination Committee, enabling it to discharge its duties from a diversified perspective.

By order of the Board
Tianjin Construction Development Group Co., Ltd.
Wang Wenbin
Chairman and non-executive Director

Tianjin, the PRC, 29 April 2025

As of the date of this announcement, the Board of Directors of the Company comprises: (i) Mr. Zhao Kuanghua, Mr. Li Kai, Ms. Guan Fengdan, 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, Dr. Liu Jinlu and Mr. Shiu Shu Ming as independent non-executive Directors.

Appendix I
Proposed Amendments to the Articles of Association

The Board proposes to make the following amendments to the Articles of Association (deleted texts are presented in strikethrough and additional texts are presented in underline):

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 14 Business scope of the Company registered according to law: "licensed businesses: construction engineering; residential interior decoration and renovation; special equipment design; special equipment installation, renovation and repair; installation, maintenance and testing of power transmission facilities, power supply facilities and power receiving facilities; construction engineering design; building intelligent system design; power generation business, power transmission business, power supply (distribution) business. (Any business subject to approval according to law may only be operated with the approval of the competent authorities, and the specific business activities are subject to the approval documents or licenses issued by the competent authorities); general businesses: landscaping and greening project construction; earthwork construction; housing demolition and relocation services; labor services (excluding labor dispatch); transportation facility maintenance; technical services, technical development, technical consultation, and technology transfer; information technology consulting services; information system integration services; information consulting services (excluding licensed information consulting services); sales of electronic products; machinery and equipment leasing; property management; security technology prevention system design and construction services; engineering technical services (excluding planning management, exploration, design and supervision); technical services of petroleum and natural gas; software sales; software development; Internet of Things application services; intelligent control system integration. (Except any business subject to approval according to law, the Company may conduct business within the scope set forth in the business license at its sole discretion according to law)" (the specific scope of business shall be subject to the registration with the company registration authority).	**Article 14** Business scope of the Company registered according to law: "licensed businesses: <u>investment management; venture capital (limited to investment in unlisted enterprises);</u> construction engineering; residential interior decoration and renovation; special equipment design; special equipment installation, renovation and repair; installation, maintenance and testing of power transmission facilities, power supply facilities and power receiving facilities; construction engineering design; building intelligent system design; power generation business, power transmission business, power supply (distribution) business. (Any business subject to approval according to law may only be operated with the approval of the competent authorities, and the specific business activities are subject to the approval documents or licenses issued by the competent authorities)~~;~~ general businesses: <u>investment activities with own funds; asset management services for self-funded investments; digital technology services;</u> landscaping and greening project construction; earthwork construction; housing demolition and relocation services; labor services (excluding labor dispatch); transportation facility maintenance; technical services, technical development, technical consultation, and technology transfer; information technology consulting services; information system integration services; information consulting services (excluding licensed information consulting services); sales of electronic products; machinery and equipment leasing; property management; security technology prevention system design and construction services; engineering technical services (excluding planning management, exploration, design and supervision); technical services of petroleum and natural gas; software sales; software development; ~~internet data services; industrial internet data services;~~ Internet of Things application services; intelligent control system integration. (Except any business subject to approval according to law, the Company may conduct business within the scope set forth in the business license at its sole discretion according to law) <u>(not allowed to invest in the areas prohibited from foreign investment in the Negative List for Admission of Foreign Investment)</u>" (the specific scope of business shall be subject to the registration with the company registration authority).

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 51 A shareholders' general meeting shall be held at the domicile of the Company or such other place as designated in the notice of the shareholders' general meeting. A shareholders' general meeting shall be held at the designated venue in the form of on-site meeting. On the premise of ensuring the legality and effectiveness of the shareholders' general meeting, the Company may also provide convenience for the shareholders to attend the meeting through network, video, telephone or other means, subject to the relevant laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed, and any shareholder's participation in such a meeting shall constitute presence in person through the above means. The place and time of an on-site meeting shall be convenient for the attendance by the shareholders, and the place of such on-site meeting shall not be changed without justifiable reason after the delivery of notice of shareholders' general meeting. If it is necessary to change the place of meeting, the convener shall publish an announcement at least two (2) working	**Article 51** A shareholders' general meeting may be held by a hybrid way of on-site and online meetings, and the general meeting shall be held at a physical venue which is the domicile ~~of the Company~~ or such other place as designated in the notice of the shareholders' general meeting. A shareholders' general meeting shall be held at the physical designated venue ~~in the form of on-site meeting~~. On the premise of ensuring the legality and effectiveness of the shareholders' general meeting, the Company may also provide convenience for the shareholders to attend the meeting through network, video, telephone or other means, subject to the relevant laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed, and any shareholder's participation in such a meeting shall constitute presence in person through the above means. The place and time of a ~~an on-site~~ meeting shall be convenient for the attendance by the shareholders, and the place of such ~~on-site~~ meeting shall not be changed without justifiable reason after the delivery of notice of shareholders' general meeting. If it is necessary to change the place of meeting, the convener shall publish an announcement at least two (2) working
Article 72 The convener and the counsels appointed by the Company (if applicable) shall jointly verify the legality of the capacity of shareholders based on the register of shareholders, and register the name of and number of voting shares held by each shareholder. Such registration shall be completed before the chairperson of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares held by them.	**Article 72** The convener and the counsels appointed by the Company (if applicable) shall jointly verify the legality of the capacity of shareholders based on the register of shareholders, and register the name of and number of voting shares held by each shareholder. Such registration shall be completed before the chairperson of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares held by them.

Original Article of the Articles of Association	Amended Article of the Articles of Association
Article 74 A shareholders' general meeting shall be presided over by the Chairman, or if the Chairman is unable or fails to perform his/her duties, by one Director chosen by more than half of the Directors. A shareholders' general meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee, or if the chairman of the Supervisory Committee is unable or fails to perform his/her duties, by one Supervisor chosen by more than half the Supervisors. A shareholders' general meeting convened by any shareholder(s) shall be presided over by a representative appointed by the convener. When convening a shareholders' general meeting, if the chairperson of a shareholders' general meeting violates the rules of procedure as a result of which the meeting is unable to proceed, with the consent of a majority of the shareholders with voting rights present at the meeting, the shareholders' general meeting may appoint one person as the chairperson to continue the meeting.	**Article 74** A shareholders' general meeting shall be presided over by the Chairman, or if the Chairman is unable or fails to perform his/her duties, by one Director chosen by more than half of the Directors. A shareholders' general meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee, or if the chairman of the Supervisory Committee is unable or fails to perform his/her duties, by one Supervisor chosen by more than half the Supervisors. A shareholders' general meeting convened by any shareholder(s) shall be presided over by a representative appointed by the convener. When convening a shareholders' general meeting, if the chairperson of a shareholders' general meeting violates the rules of procedure as a result of which the meeting is unable to proceed, with the consent of a majority of the shareholders with voting rights attending ~~present at~~ the meeting, the shareholders' general meeting may appoint one person as the chairperson to continue the meeting.
Article 78 The chairperson of a shareholders' general meeting shall, before the commencement of a vote, declare the number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, subject to the register of attendance of the meeting.	**Article 78** The chairperson of a shareholders' general meeting shall, before the commencement of a vote, declare the number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, subject to the register of attendance of the meeting.
Article 80 The convener of a shareholders' general meeting shall ensure the information contained in the minutes of the meeting is true, accurate and complete. The minutes of the meeting shall be signed by the Directors, Supervisors, the Secretary of the Board of Directors, the convener or his/her proxy present at the meeting and the chairperson, and be kept together with the register of attendance, the powers of attorney and valid information on results of voting online or by other means in respect of the meeting for a period of not less than ten (10) years.	**Article 80** The convener of a shareholders' general meeting shall ensure the information contained in the minutes of the meeting is true, accurate and complete. The minutes of the meeting shall be signed by the Directors, Supervisors, the Secretary of the Board of Directors, the convener or his/her proxy ~~present at~~attending the meeting and the chairperson, and be kept together with the register of attendance, the powers of attorney and valid information on results of voting online or by other means in respect of the meeting for a period of not less than ten (10) years.
Article 91 The same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.	**Article 91** The Company shall provide the way of electronic voting, but the ~~The~~ same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.

Save for the above amendments, there are no other material amendments to the Articles of Association. Amendments to the Articles of Association are subject to the final approval of the market regulation department.

Appendix II
Proposed Amendments to the Procedural Rules of the General Meetings

The Board proposes to make the following amendments to the Procedural Rules of General Meetings (deleted texts are presented in strikethrough and additional texts are presented in underline):

Original Procedural Rules of General Meetings	Amended Procedural Rules of General Meetings
Article 18 A general meeting shall be held at the domicile of the Company or such other place as designated in the notice of the general meeting. A general meeting shall be held at the designated venue in the form of on-site meeting. On the premise of ensuring the legality and effectiveness of the general meeting, the Company may also provide convenience for the shareholders to attend the meeting through network, video, telephone or other means, subject to the relevant laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed, and any shareholder's participation in such a meeting shall constitute presence in person through the above means. Shareholders may attend the general meeting in person and exercise their voting rights, or they may entrust others to attend and vote on their behalf. If a shareholder entrusts a proxy to attend the general meeting, the matters, authority, and duration of the proxy's representation must be clearly specified. The proxy shall submit the power of attorney to the Company and exercise voting rights within the scope of authorization.	**Article 18** A general meeting <u>may be held by way of combination of on-site and online meetings, and the general meeting</u> shall be held at <u>a physical venue which is</u> the domicile ~~of the Company~~ or such other place as designated in the notice of the general meeting. A general meeting shall be held at a designated venue of <u>a</u> ~~the~~ designated <u>physical venue</u> ~~in the form of on-site meeting.~~ On the premise of ensuring the legality and effectiveness of the general meeting, the Company may also provide convenience for the shareholders to attend the meeting through network, video, telephone or other means, subject to the relevant laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed, and any shareholder's participation in such a meeting shall constitute presence in person through the above means. Shareholders may attend the general meeting in person and exercise their voting rights, or they may entrust others to attend and vote on their behalf. If a shareholder entrusts a proxy to attend the general meeting, the matters, authority, and duration of the proxy's representation must be clearly specified. The proxy shall submit the power of attorney to the Company and exercise voting rights within the scope of authorization.

Original Procedural Rules of General Meetings	Amended Procedural Rules of General Meetings
Article 26 The general meeting shall be convened by the Board, with the chairman of the board acting as the presiding officer and chairing the meeting; or if the Chairman is unable or fails to perform his/her duties, it should be presided by one Director chosen by more than half the Directors. A general meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee, or if the chairman of the Supervisory Committee is unable or fails to perform his/her duties, by one Supervisor chosen by more than half the Supervisors. A general meeting convened by any shareholder(s) shall be presided over by a representative appointed by the convener. When convening a general meeting, if the chairperson of a general meeting violates the rules of procedure as a result of which the meeting is unable to proceed, with the consent of a majority of the shareholders with voting rights present at the meeting, the general meeting may appoint one person as the chairperson to continue the meeting.	**Article 26** The general meeting shall be convened by the Board, with the chairman of the board acting as the presiding officer and chairing the meeting; or if the Chairman is unable or fails to perform his/her duties, it should be presided by one Director chosen by more than half the Directors. A general meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee, or if the chairman of the Supervisory Committee is unable or fails to perform his/her duties, by one Supervisor chosen by more than half the Supervisors. A general meeting convened by any shareholder(s) shall be presided over by a representative appointed by the convener. When convening a general meeting, if the chairperson of a general meeting violates the rules of procedure as a result of which the meeting is unable to proceed, with the consent of a majority of the shareholders with voting rights attending ~~present at~~ the meeting, the general meeting may appoint one person as the chairperson to continue the meeting.
Article 28 The chairperson of a general meeting shall, before the commencement of a vote, declare the number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, subject to the register of attendance of the meeting.	**Article 28** The chairperson of a general meeting shall, before the commencement of a vote, declare the number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, subject to the register of attendance of the meeting.

Original Procedural Rules of General Meetings	Amended Procedural Rules of General Meetings
Article 39 The same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.	**Article 39** The Company shall provide the way of electronic voting, but the ~~The~~ same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.
Article 45 The convener of a shareholders' general meeting shall ensure the information contained in the minutes of the meeting is true, accurate and complete. The minutes of the meeting shall be signed by the Directors, Supervisors, the Secretary of the Board of Directors, the convener or his/her proxy present at the meeting and the chairperson, and be kept together with the register of attendance at the domicile of the Company, the powers of attorney and valid information on results of voting online or by other means in respect of the meeting for a period of not less than ten (10) years.	**Article 45** The convener of a shareholders' general meeting shall ensure the information contained in the minutes of the meeting is true, accurate and complete. The minutes of the meeting shall be signed by the Directors, Supervisors, the Secretary of the Board of Directors, the convener or his/her proxy ~~present~~ at the meeting and the chairperson, and be kept together with the register of attendance at the domicile of the Company, the powers of attorney and valid information on results of voting online or by other means in respect of the meeting for a period of not less than ten (10) years.

Save for the above amendments, there are no other amendments to the Procedural Rules of General Meetings.