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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tianjin Binhai Teda Logistics (Group) Corporation Limited*, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

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

(Stock Code: 8348)

(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

**(2) PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND
SUPERVISORS**

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Tianjin Binhai Teda Logistics (Group) Corporation Limited* to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Friday, 19 June 2020 at 9:30 a.m. is set out on pages 16 to 21 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tbtl.cn). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

This circular will remain on the "Latest Company Announcement" page of the GEM website at www.hkgem.com and on the Company's website at www.tbtl.cn for at least 7 days from the date of its publication.

20 May 2020

* For identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	an annual general meeting of the Company to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Friday, 19 June 2020 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 16 to 21 of this circular, or any adjournment thereof;
“Articles”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Company”	Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司), a joint stock limited company incorporated in the PRC with limited liability;
“Director(s)”	the director(s) of the Company;
“Domestic Share(s)”	ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities of GEM;
“General Mandate”	the mandate proposed to be brought at the Annual General Meeting to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of each of the aggregated nominal value of Domestic Shares and H Shares in issue as at the date of the resolution;
“H Share(s)”	overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the GEM;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“JPY”	Japanese yen, the lawful currency of Japan;

* For identification purposes only

DEFINITIONS

“Latest Practicable Date”	15 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Shareholder(s)”	holder(s) of the Shares;
“Share(s)”	the Domestic Shares and the H Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisor(s)”	the supervisor(s) of the Company;
“Supervisory Committee”	the supervisory committee of the Company;
“USD”	United States dollars, the lawful currency of the United States of America; and
“%”	per cent.

LETTER FROM THE BOARD



天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

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

(Stock Code: 8348)

Executive Director:

Mr. Yang Weihong (*Chairman*)

Non-executive Directors:

Mr. Li Jian

Ms. Peng Bo

Mr. Yang Xiaoping

Mr. Zheng Yuying

Independent non-executive Directors:

Mr. Cheng Xinsheng

Mr. Japhet Sebastian Law

Mr. Peng Zuowen

Mr. Zhou Zisheng

*Registered office and principal place
of business in the PRC:*

Third Floor, No. 39, Bohai Road,
Tianjin Economic and
Technological Development Zone,
Tianjin,
The PRC

Principal place of business in Hong Kong:

Unit B, 1st Floor, Neich Tower,
128 Gloucester Road,
Wanchai, Hong Kong

Hong Kong share registrar and transfer office:

Computershare Hong Kong Investor
Services Limited
Shops 1712-1716, 17/F,
Hopewell Centre,
183 Queen's Road East,
Wanchai, Hong Kong

20 May 2020

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES
(2) PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND
SUPERVISORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is, inter alia, to provide you with information regarding the resolutions to be proposed at the Annual General Meeting for (i) the grant of the General Mandate to the Directors; and (ii) the election and re-election of Directors and Supervisors; and to give you a notice of the Annual General Meeting and to seek your approval of, among others, these resolutions to be proposed thereat.

* For identification purposes only

LETTER FROM THE BOARD

2. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

To increase the flexibility and efficiency in operation, and to give discretion to the Board in the event that it becomes desirable to issue new Shares, the Company proposes to obtain the Shareholders' approval for the General Mandate to allot, issue and otherwise deal with additional Domestic Shares and/or H Shares not exceeding 20% of the issued Shares of that class as at the date of the passing of the relevant resolution. Any exercise of the power by the Directors under the General Mandate shall be subject to the relevant requirements of the GEM Listing Rules, the Articles and the applicable laws and regulations of the PRC. The Board has no present plan to issue new Shares pursuant to the General Mandate. The General Mandate shall be effective from the date of passing of the relevant resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or other applicable laws; or
- (iii) the revocation or variation of the authority given under the relevant resolution by a special resolution in the general meeting of the Company.

As at the Latest Practicable Date, the Company had 354,312,000 Shares in issue, which comprised 256,068,800 Domestic Shares and 98,243,200 H Shares. Subject to the passing of the resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with up to a maximum of 51,213,760 Domestic Shares and/or 19,648,640 H Shares on the basis that no further Shares will be issued by the Company prior to the Annual General Meeting.

3. PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS

According to the Articles, the Directors and the Supervisors shall have a term of three years, and are eligible for re-election upon expiry of their terms. The terms of all existing Directors and Supervisors will expire on the date of the Annual General Meeting.

Mr. Yang Weihong (being the executive Director and the chairman of the Board), Mr. Li Jian, Ms. Peng Bo, Mr. Yang Xiaoping and Mr. Zheng Yuying (all being the non-executive Directors), Mr. Cheng Xinsheng, Mr. Japhet Sebastian Law, Mr. Peng Zuowen and Mr. Zhou Zisheng (all being the independent non-executive Directors) will retire at the Annual General Meeting. Mr. Yang Xiaoping will not offer himself for re-election at the Annual General Meeting. Based on the review and nomination made by the Nomination Committee, the Board has proposed to the Shareholders Mr. Xu Zhimin as a candidate for non-executive Director. Mr. Yang Weihong, Mr. Li Jian, Ms. Peng Bo, Mr. Zheng Yuying, Mr. Cheng Xinsheng, Mr. Japhet Sebastian Law, Mr. Peng Zuowen and Mr. Zhou Zisheng are eligible and willing to offer themselves for re-election at the Annual General Meeting.

Mr. Japhet Sebastian Law ("**Mr. Law**") has extensive professional experience and is very familiar with the situation of the Company. As an independent non-executive Director with in-depth understanding of the Company's business, Mr. Law has expressed objective views and given independent guidance to the Company over the years. During his tenure in acting as an independent non-executive Director and the chairman of the remuneration committee and a member of each of the audit committee and the Nomination

LETTER FROM THE BOARD

Committee of the Company, Mr. Law has devoted significant time and efforts in attending to various business affairs of the Company that were brought to the attention, or which required the supervision, of the Board and/or each committee, and with respect to which he has rendered valuable contributions.

Mr. Law had an excellent track record in attending the Company's meetings. Mr. Law attended all meetings of the Company for the years ended 31 December 2017, 2018 and 2019, showing his devotion and commitment to the Board. The attendance of Mr. Law at the meetings for the years ended 31 December 2017, 2018 and 2019 is set out below:

	Number of meeting attended/held (Attendance)		
	2017	2018	2019
Board meeting	5/5(100%)	10/10(100%)	14/14 (100%)
Audit committee meeting	7/7 (100%)	4/4(100%)	5/5 (100%)
Remuneration committee meeting	2/2(100%)	6/6(100%)	5/5 (100%)
Nomination Committee meeting	1/1(100%)	4/4(100%)	1/1 (100%)
General meeting	2/2(100%)	4/4(100%)	4/4 (100%)

The Board considers that, having regard to Mr. Law's performance during his past tenure, he will be able to continue to contribute as a member of the Board and will also be able to devote sufficient time in performing his duties as an independent non-executive Director in spite of his other listed company directorships. Based on the above, the Board considers that the re-election of Mr. Law as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole and that he should be re-elected.

Ms. Xu Jianxin, Mr. Han Wanjin, Mr. Wang Yonggan (all being the shareholder representative Supervisors), Mr. Wu Gang (being the independent Supervisor), Ms. Fan Shuyu and Ms. Wang Linlin (both being the employee representative Supervisors) will retire at the Annual General Meeting. The Supervisory Committee has nominated Mr. Li Chenjun, Mr. Han Wanjin and Mr. Yan Jun as candidates for shareholder representative Supervisors. The employee representative Supervisors will be elected by the employees of the Company at another meeting to be held on or before the date of the Annual General Meeting.

At the Annual General Meeting, resolutions will be proposed to elect new Directors or re-elect retiring Directors who have a term of three years, to authorize the Board to enter into new service contract or letter of appointment (as the case may be) with the newly-elected Directors, to elect shareholder representative Supervisors for the next session and to authorize the Board to enter into a new letter of appointment with the newly-elected Supervisors. The employee representative Supervisors will be elected by employees of the Company democratically. The term of the newly-elected Directors and Supervisors is three years and is proposed to commence on 19 June 2020 and expire at the conclusion of the annual general meeting to be held in 2023.

LETTER FROM THE BOARD

The biographical information of the candidates who will be proposed as Directors and shareholder representative Supervisors at the Annual General Meeting are set out in Appendix I to this circular. The biographical information of the employee representative Supervisors will be published in an announcement after the conclusion of the employee meeting of the Company.

4. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 16 to 21 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the grant of the General Mandate, the election and re-election of Directors and Supervisors and the re-appointment of auditors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tbtl.cn). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish. According to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll.

5. RECOMMENDATION

The Directors are of the view that all resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of the Annual General Meeting.

Yours faithfully,

By order of the Board

天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

Yang Weihong

Chairman

* For identification purposes only

APPENDIX I PARTICULARS OF DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND RE-ELECTED AT THE ANNUAL GENERAL MEETING

EXECUTIVE DIRECTOR

Mr. Yang Weihong (楊衛紅), aged 51, was appointed as the General Manager of the Company on 20 March 2018 and was appointed as the executive Director and Chairman of the Company on 11 May 2018. He graduated from the Department of Computing Mathematics and Its Application Software of the Faculty of Mathematics of School of Law of Nankai University in July 1990 with a science bachelor degree, and graduated with a master's degree in public management from Renmin University of China in 2005 and graduated from Nankai University with a master's degree in law (civil law and business law) in 2008. He served as a staff at the planning department of Tianjin Dynamic Factory (天津動力機廠計劃處) from July 1990 to October 1992, a clerk at Tianjin Talent Exchange and Service Center (天津市人才交流服務中心) from October 1992 to June 1995, and worked at the Labor Personnel Bureau of Tianjin Economic and Technological Development Area from June 1995 to June 2002, where he held various positions including a clerk at the Employment Agency (職業介紹所), deputy director of the General Office (presiding), head of the Labor Protection Supervision Department (勞動保護監察科), head of the Special Equipment Inspection and Management Station (特種設備檢測管理站), head of the Social Security Division (社會保障科), etc. From 2002 to March 2018, he worked for Tianjin TEDA Investment Holding Co., Ltd. (天津泰達投資控股有限公司), and held various positions including deputy manager of the Human Resources Department (presiding), the manager, director of the General Office and the head of the Party Committee office, etc. Currently, he serves as the Chairman, General Manager and Secretary of the Party General Branch, of the Company, the director and a member of the appraisal and remuneration committee of the board of directors of Tianjin TEDA Investment Holding Co., Ltd. (天津泰達投資控股有限公司), the chairman of Tedahang Cold Chain Logistics Co., Ltd., Tianjin Fengtian Logistics Co., Ltd., Tianjin Alps Teda Logistics Co., Ltd. and Dalian Alps Teda Logistics Co., Ltd. (all being member companies of the Group). He also acts as the director of Tianjin Teda Football Club Co., Ltd. (天津泰達足球俱樂部有限公司).

As at the Latest Practicable Date, save as disclosed above, Mr. Yang Weihong does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Yang is appointed as an executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of this appointment as an executive Director. Mr. Yang will be appointed for a term commencing on 19 June 2020 and ending on the expiry of the term of the then session of the Board. Mr. Yang is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Yang that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

APPENDIX I PARTICULARS OF DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND RE-ELECTED AT THE ANNUAL GENERAL MEETING

NON-EXECUTIVE DIRECTORS

Mr. Zheng Yuying (鄭宇嬰), aged 42, joined the Company as a non-executive Director in May 2018, a doctor and a senior economist, graduated from the School of Economics of Fudan University (復旦大學經濟學院) with a major in Finance. Mr. Zheng holds a Doctor's degree in economics of Fudan University, Master's degree in management and a Bachelor's degree of Engineering of Tongji University. Currently, he serves as the deputy manager in the investment management department of TEDA Investment Holding Co., Ltd. (天津泰達投資控股有限公司) and the director of Tianjin Binhai Teda Aircraft Carrier Tourism Group Co., Ltd. Mr. Zheng is an FRM certification holder and also the member of Global Association of Risk Professionals (GARP).

As at the Latest Practicable Date, save as disclosed above, Mr. Zheng Yuying does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Zheng is appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as a non-executive Director. Mr. Zheng will be appointed for a term commencing on 19 June 2020 and ending on the expiry of the term of the then session of the Board. Mr. Zheng is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Zheng that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Ms. Peng Bo (彭渤), aged 48, joined the Company as a non-executive Director in July 2018, International Certified Public Accountant, Tax Accountant and Intermediate Accountant. She graduated from Tianjin Tangu Workers' University (天津塘沽職工大學) with major in financial accounting in 1998; in 2006, she graduated from Party School of the Central Committee of CPC (中共中央黨校) with major in economics and management. She served as the manager in the finance department of Tianjin Teda Gas Co., Ltd. (天津泰達燃氣有限責任公司) and the deputy head of assets and capital verification task force at Tianjin TEDA Investment Holding Co., Ltd.. She served as the director of Tianjin Teda Gas Co., Ltd. Currently, she serves as the manager in the asset management department of Tianjin TEDA Investment Holding Co., Ltd. and director of Tianjin Beacon Paint & Coatings Co., Ltd. (天津燈塔塗料有限公司), Tianjin Teda Assets Operation Management Co., Ltd. (天津泰達資產運營管理有限公司), Tianjin Yixian International Co., Ltd. (天津逸仙科學工業園國際有限公司), Tianjin Jinbin Development Co., Ltd. (天津津濱發展股份有限公司) (Shenzhen Stock Exchange stock code: 000897), Tianjin Teda Urban Rail Investment and Development Co., Ltd., Tianjin Taifeng Industrial Park Investment (Group) Co., Ltd., and Binhai Investment Company Limited (Stock Exchange stock code: 02886).

As at the Latest Practicable Date, save as disclosed above, Ms. Peng Bo does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. She has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does she have any interests in any Shares within the meanings of Part XV of the SFO. If Ms. Peng Bo is appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with her in respect of her appointment as a non-executive Director. Ms. Peng will be appointed for a term commencing on 19 June 2020 and ending on the expiry of the term of the then session of the Board. Ms. Peng is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to her positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Ms. Peng that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Li Jian (李健), aged 40, graduated from Beijing University of Chemical Technology in 2001 with a bachelor's degree in management engineering. He served as the Accounting Manager of the Enterprise Management Department of Beijing Capital Agribusiness Group, the Chief Financial Officer (CFO) of the Finance Department of Hulunbeier Sanyuan Dairy Co., Ltd., the Chief Financial Officer (CFO) of the Finance Department of Beijing Taiyang Pharmaceutical Industry Co., Ltd., the Senior Manager of the Finance Department of Chia Tai Pharmaceutical Group and the Chief Financial Officer (CFO) of CPTP Capital. He is currently the General Manager of New Business Cluster of Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd.

As at the Latest Practicable Date, save as disclosed above, Mr. Li Jian does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Li is appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as a non-executive Director. Mr. Li will be appointed for a term commencing on 19 June 2020 and ending on the expiry of the term of the then session of the Board. Mr. Li is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Li that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Xu Zhimin (徐志敏), aged 56, graduated from the Department of Hydraulic Engineering in Tsinghua University in July 1984, majoring in hydropower engineering and construction, with a bachelor's degree in engineering. He was admitted to the Graduate School of Engineering of Nagoya University, Japan,

APPENDIX I PARTICULARS OF DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND RE-ELECTED AT THE ANNUAL GENERAL MEETING

majoring in urban transportation planning, in October 1985 and obtained an engineering doctorate in urban transportation planning in March 1991. He established JCD Co., Ltd., in Tokyo in July 1993 and dedicated to promoting strategic cooperation between Chinese and Japanese companies; assisted in introducing strategic investors to Honma Golf in Japan in July 2010; assisted in the capital strategic cooperation between CP Group in Thailand and ITOCHU Corporation in Japan in July 2014; assisted in the capital contribution of HK\$80 billion (approximately USD10.5 billion) to Chia Tai Bright, a joint venture of CP Group in Thailand and ITOCHU Corporation in Japan and participated in the restructuring of CITIC Group in China in April 2015; joined CT Bright Corporate Godo Kaisha (Japan)* (日本正大光明企業合同會社) as the Chief Operating Officer and concurrently served as the president of JCD Co., Ltd., a subsidiary of CP Group in Japan, in January 2017.

As at the Latest Practicable Date, save as disclosed above, Mr. Xu Zhimin does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Xu is appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as a non-executive Director. Mr. Xu will be appointed for a term commencing on 19 June 2020 and ending on the expiry of the term of the then session of the Board. Mr. Xu is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Xu that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cheng Xinsheng (程新生), aged 57, joined the Company as an independent non-executive Director in June 2014. He is a professor of Business School of Nankai University as well as a Doctor and Postdoc of Management. From 2004 to 2005, he was the visiting scholar of University of Alberta in Canada and the assistant executive editor-in-chief of Nankai Business Review and was honored with the awards of outstanding result in social science for several times. In 1994, he became a fellow member of the Chinese Institute of Certified Public Accountants. He was in charge of four research projects in management funded by National Natural Science Foundation and four projects funded by the Foundation of the Ministry of Education. He also participated in over ten key topic projects funded by National Natural Science Foundation, National Philosophy and Social Science Foundation and the Humanities and Social Sciences Foundation of the Ministry of Education. He has published five books and over 50 articles and has a translated work. He was an independent director of Offshore Oil Engineering Co., Ltd (Stock Code: 600583, Shanghai Stock Exchange). Mr. Cheng is currently an independent supervisor of China Oilfield Services Limited (Stock Code: 601808, Shanghai Stock Exchange).

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APPENDIX I PARTICULARS OF DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND RE-ELECTED AT THE ANNUAL GENERAL MEETING

As at the Latest Practicable Date, save as disclosed above, Mr. Cheng Xinsheng does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Cheng is appointed as an independent non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as an independent non-executive Director. Mr. Cheng will be appointed for a term commencing on 19 June 2020 and ending on the expiry of the term of the then session of the Board. Mr. Cheng is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Cheng that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Japhet Sebastian Law (羅文鈺), aged 68, joined the Company as an independent non-executive Director in August 2012. He obtained his Doctorate degree of Philosophy in mechanical/industrial engineering from the University of Texas at Austin in 1976. He joined the Chinese University of Hong Kong in 1986. Mr. Law was the Associate Dean and subsequently the Dean of the Faculty of Business Administration of the Chinese University of Hong Kong from 1993 until 2002 and retired from the Chinese University of Hong Kong on 1 August 2012. Prior to returning to Hong Kong, Mr. Law was the director of Operations Research at the Cullen College of Engineering and director of Graduate Studies in Industrial Engineering at the University of Houston, and was also involved with the U.S. Space Program in his career with McDonnell Douglas and Ford Aerospace in the United States. Mr. Law has consulted with various corporations in Hong Kong and overseas. He is also active in public services, having served as a member of the Provisional Regional Council of The Government of the Hong Kong Special Administrative Region and various other committees, and is also active on the boards of profit, non-profit and charitable organisations in Hong Kong and overseas. From July 2010 to July 2013, he was an independent non-executive director of Cypress Jade Agricultural Holdings Limited (Stock Code: 00875). From August 2013 to July 2016, he was an independent non-executive director of Shanghai La Chapelle Fashion Co., Ltd. (Stock Code: 06116). Mr. Law is currently an independent non-executive director of Beijing Capital International Airport Co., Ltd. (Stock Code: 00694), Tianjin Port Development Holdings Limited (Stock Code: 03382), Regal Hotels International Holdings Limited (Stock Code: 00078), Shougang Fushan Resources Group Limited (Stock Code: 00639) and Binhai Investment Company Limited (Stock Code: 02886), being companies whose shares are listed on the main board of the Stock Exchange, and Global Digital Creations Holdings Limited (Stock Code: 08271), being company whose shares are listed on the GEM.

As at the Latest Practicable Date, save as disclosed above, Mr. Japhet Sebastian Law does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Law is appointed as an

APPENDIX I PARTICULARS OF DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND RE-ELECTED AT THE ANNUAL GENERAL MEETING

independent non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as an independent non-executive Director. Mr. Law will be appointed for a term commencing on 19 June 2020 and ending on the expiry of the term of the then session of the Board. Mr. Law is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Law that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Peng Zuowen (彭作文), aged 42, joined the Company as an independent non-executive Director in November 2018, graduated in Information Management from Beijing Forestry University (北京林業大學) in July 2000. He is now the General Manager of Zhongke Dianji (Beijing) Technology Company Limited (中科點擊(北京)科技有限公司), the Chief Executive Officer and the Chief Product Officer of Guoxin Youe Data Company Limited (國信優易資料有限公司), the Secretary of Big Data Applications Specialty Association of China Software Industry Association, the Specially-employed Expert of Beijing Forestry University Big Data Application Engineering Laboratory and the Guest Professor of Internet Public Sentiment of Communication University of China (中國傳媒大學網絡輿情專業). He had worked as the Deputy Director of the Information Center of China Flower and Gardening News (《中國花卉報》信息中心), a newspaper affiliated to the Economic Daily Newspaper Group (經濟日報報業集團). He is dedicated to three key areas including the management and the practical application of big data in various industries, the research and practice and application of big data empowerment in urban industrial development, and the construction and operation of smart cities by new-generation information technologies. As a result of his contribution to the aforesaid three key areas, he was interviewed in the CCTV program "Beyond" (CCTV《超越》欄目) and awarded with the title "China Outstanding Innovative Entrepreneur of the Year 2017".

As at the Latest Practicable Date, save as disclosed above, Mr. Peng Zuowen does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Peng is appointed as an independent non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as an independent non-executive Director. Mr. Peng will be appointed for a term commencing on 19 June 2020 and ending on the expiry of the term of the then session of the Board. Mr. Peng is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Peng that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

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Mr. Zhou Zisheng (周自盛), aged 71, joined the Company as an independent non-executive Director in June 2014. He is an associate professor of economics and a fellow of China National Democratic Construction Association. He once served as the Deputy Secretary and the Director of Practice Standards Working Committee of Securities Association of China. From December 2009 to February 2014, Mr. Zhou served as the independent director of Sihuan Pharmaceutical Company Limited (四環藥業股份有限公司) (Stock Code: 000605, Shenzhen Stock Exchange).

As at the Latest Practicable Date, save as disclosed above, Mr. Zhou Zisheng does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Zhou is appointed as the independent non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of this appointment as the independent non-executive Director. Mr. Zhou will be appointed for a term commencing on 19 June 2020 and ending on the expiry of the term of the then session of the Board. Mr. Zhou is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Zhou that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

SUPERVISORS

Shareholder Representative Supervisors

Mr. Li Chenjun (李晨君), aged 36, a member of the Communist Party of China, a graduate from Nankai University in June 2006 with a bachelor's degree in finance; and a postgraduate from Nankai University in June 2017 with a master's degree in business administration. Since June 2011, he has been working in the audit center of Tianjin TEDA Investment Holding Co., Ltd. and is currently the deputy director of such audit center. He concurrently serves as the chairman of the supervisory committee of Tianjin TEDA Co., Ltd. (stock code: 000652, Shenzhen Stock Exchange), Tianjin Jinbin Development Co., Ltd. (天津津濱發展股份有限公司) (stock code: 000897, Shenzhen Stock Exchange) and Tianjin TEDA Construction Real Estate Development Co., Ltd. (天津泰達建設房地產開發股份有限公司) and the supervisor of Tianjin TEDA Group Co., Ltd., Tianjin Teda International (Group) Holding Company Limited (天津市泰達國際控股(集團)有限公司) and Tianjin Teda Football Club Co., Ltd. (天津泰達足球俱樂部有限公司).

As at the Latest Practicable Date, save as disclosed above, Mr. Li Chenjun does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any

APPENDIX I PARTICULARS OF DIRECTORS AND SUPERVISORS PROPOSED TO BE ELECTED AND RE-ELECTED AT THE ANNUAL GENERAL MEETING

Shares within the meanings of Part XV of the SFO. If Mr. Li is appointed as the shareholder representative Supervisor at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as the Supervisor. Mr. Li will be appointed for a term commencing on 19 June 2020 and ending on the expiry of the term of the then session of the Supervisory Committee. Mr. Li is entitled to a Supervisor's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Li that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Han Wanjin (韓萬金), aged 54, joined the Company as Supervisor in November 2018, a postgraduate, senior economist. He was the office secretary and deputy director of Tianjin Harbour Second Stevedoring Company Limited, head of office department of Tianjin Port (Group) Company Limited, deputy director of the chairman's office of Tianjin Port Holdings Company Limited (Stock code: 600717, Shanghai Stock Exchange). He is currently a chief representative at the Tianjin Representative Office of Tianjin Port Development Holdings Limited (Stock code: 3382, Stock Exchange).

As at the Latest Practicable Date, save as disclosed above, Mr. Han Wanjin does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Han is appointed as the shareholder representative Supervisor at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as the Supervisor. Mr. Han will be appointed for a term commencing on 19 June 2020 and ending on the expiry of the term of the then session of the Supervisory Committee. Mr. Han is entitled to a supervisor's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Han that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Yan Jun (閻軍), aged 45, graduated from Jilin University of Finance and Economics (formerly Changchun Tax College), with a bachelor's degree in economics, and is an international Certified Internal Auditor ("CIA"). He once served as the head of the audit department of Ninetowns Internet Technology Group Co., Ltd. (NASDAQ: Nine), the head of the audit department of CAR Inc. (stock code: 699, Stock Exchange) and the senior audit director of Lashou Network Technology Co., Ltd. (拉手網絡技術有限公司) etc. He currently serves as the audit general manager of New Business Cluster of Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd.

As at the Latest Practicable Date, save as disclosed above, Mr. Yan Jun does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Yan is appointed as the shareholder representative Supervisor at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as the Supervisor. Mr. Yan will be appointed for a term commencing on 19 June 2020 and ending on the expiry of the term of the then session of the Supervisory Committee. Mr. Yan is entitled to a Supervisor's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Yan that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

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

(Stock Code: 8348)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (the “**Company**”) will be held on Friday, 19 June 2020 at 9:30 a.m. at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC for the purpose of considering, and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “**Director(s)**”) of the Company (the “**Board**”) for the year ended 31 December 2019.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2019.
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditor’s report for the year ended 31 December 2019.
4. To consider and approve the re-appointment of CAC CPA Limited Liability Partnership* (中審華會計師事務所(特殊普通合夥)) and HLB Hodgson Impey Cheng Limited as the PRC auditor and the international auditor of the Company respectively to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.
5. To consider and approve the re-election of Mr. Yang Weihong as an executive Director for a term beginning on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Yang Weihong, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and approve the re-election of Mr. Zheng Yuying as a non-executive Director for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Zheng Yuying, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.
7. To consider and approve the re-election of Ms. Peng Bo as a non-executive Director for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Ms. Peng Bo, to enter into a service agreement with her on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.
8. To consider and approve the re-election of Mr. Li Jian as a non-executive Director for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Li Jian, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.
9. To consider and approve the election of Mr. Xu Zhimin as a non-executive Director for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Xu Zhimin, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.
10. To consider and approve the re-election of Mr. Cheng Xinsheng as an independent non-executive Director for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Cheng Xinsheng, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.

NOTICE OF ANNUAL GENERAL MEETING

11. To consider and approve the re-election of Mr. Japhet Sebastian Law as an independent non-executive Director for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Japhet Sebastian Law, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.
12. To consider and approve the re-election of Mr. Peng Zuowen as an independent non-executive Director for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Peng Zuowen, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.
13. To consider and approve the re-election of Mr. Zhou Zisheng as an independent non-executive Director for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Zhou Zisheng, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.
14. To consider and approve the election of Mr. Li Chenjun as a shareholder representative supervisor of the Company (the “**Supervisor**”) for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Supervisory Committee, and authorize the Board to determine the remuneration of Mr. Li Chenjun, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.
15. To consider and approve the re-election of Mr. Han Wanjin as a shareholder representative Supervisor for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Supervisory Committee, and authorize the Board to determine the remuneration of Mr. Han Wanjin, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.
16. To consider and approve the election of Mr. Yan Jun as a shareholder representative Supervisor for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Supervisory Committee, and authorize the Board to determine the remuneration of Mr. Yan Jun, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

17. To grant a general mandate to issue, allot and deal with additional domestic shares of nominal value of RMB1.00 each in the share capital of the Company (the “**Domestic Shares**”) and/or overseas-listed foreign shares of nominal value of RMB1.00 each in the Share capital of the Company (the “**H Shares**”) (collectively, the “**Shares**”), not exceeding 20% of the issued Shares of that class as at the date of the resolution and authorize the Board to make corresponding amendments to the articles of association of the Company (the “**Articles**”) as it thinks fit so as to reflect the new capital structure upon the allotment, issuance and dealing of Shares:

“THAT

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the Articles and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as hereinafter defined) 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) 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 Domestic Shares and/or H Shares to be 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 issued Shares of that class as at the date of passing of this resolution; 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 the period within which the next annual general meeting of the Company is required to be held by the Articles or other applicable laws; or
- (iii) the revocation or variation of the authority given under this resolution by a special resolution in a general meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING

- (B) The Board be authorized to make corresponding amendments to the Articles as it thinks fit so as to reflect the new capital structure upon the allotment, issuance or dealing of Shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

By order of the Board

天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

Yang Weihong

Chairman

Tianjin, the PRC

20 May 2020

Notes:

- (i) A member of the Company (“**Member**”) entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of joint holders of any Domestic Share(s) or H Share(s), only the person whose name appears first in the register of Members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
- (ii) To be valid, the 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 that power of attorney or authority must be deposited with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in case of holders of Domestic Shares, to the Company’s mailing address at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC, not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iii) The register of Members in Hong Kong will be closed from 15 June 2020 to 19 June 2020, both days inclusive, during which period no transfer of H Shares will be effected. For the identification of Members eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 12 June 2020.
- (iv) Regarding resolutions nos. 5 to 16 of this notice, the particulars of Directors and Supervisors proposed to be elected and re-elected at the Meeting were set out in Appendix I to the circular of the Company dated 20 May 2020.
- (v) Whether or not holders of H Shares intend to attend the Meeting, they are requested to complete the enclosed form of proxy for the Meeting and return it, by hand or by post, to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 18 June 2020.
- (vi) Whether or not holders of Domestic Shares intend to attend the Meeting, they are requested to complete the enclosed form of proxy for the meeting and return it, by hand or by post, to the Company’s mailing address at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on or before 18 June 2020.

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NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the Board comprises of Mr. Yang Weihong as executive Director; Mr. Li Jian, Ms. Peng Bo, Mr. Yang Xiaoping and Mr. Zheng Yuying as non-executive Directors; and Mr. Cheng Xinsheng, Mr. Japhet Sebastian Law, Mr. Peng Zuowen and Mr. Zhou Zisheng as independent non-executive Directors.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this notice or any statement herein misleading.

This notice will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for 7 days from the date of its publication. This notice will also be posted on the Company’s website at www.tbtl.cn.