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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

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.
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.

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.
- (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.

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- (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.

As at the date of this announcement, 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 announcement, 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 announcement 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 announcement or any statement herein misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for 7 days from the date of its posting. This announcement will also be posted on the Company's website at www.tbtl.cn.