

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

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

**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 forms of proxy and reply slips to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



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 AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY  
AND  
(2) NOTICES OF EXTRAORDINARY GENERAL MEETING  
AND CLASS MEETINGS**

---

The notices convening the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class 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, 20 March 2020 at 9:30 a.m., 10:00 a.m. and 10:30 a.m. respectively are set out on pages 11 to 16 of this circular.

The relevant forms of proxy and reply slips for use at the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting are enclosed with this circular and such forms of proxy and reply slips are also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tbtl.cn](http://www.tbtl.cn)). Whether or not you intend to attend the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, you are requested to complete and return (i) the enclosed relevant reply slip(s) in accordance with the instructions printed thereon not later than 28 February 2020; and (ii) the enclosed relevant form(s) of proxy in accordance with the instructions printed thereon not less than 24 hours before the respective time fixed for the holding of the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting or any adjournment thereof (as the case may be). Completion and return of the relevant form(s) of proxy will not preclude you from attending the meeting(s) 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](http://www.hkgem.com) and on the Company's website at [www.tbtl.cn](http://www.tbtl.cn) for at least 7 days from the date of its publication.

3 February 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.

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> . . . . .	1
<b>Letter from the Board</b> . . . . .	3
1. Introduction . . . . .	3
2. Proposed Amendments to the Articles . . . . .	4
3. Extraordinary General Meeting and Class Meetings . . . . .	5
4. Recommendation . . . . .	5
<b>Appendix – Details of Amendments to the Articles</b> . . . . .	6
<b>Notice of Extraordinary General Meeting</b> . . . . .	11
<b>Notice of Domestic Shareholders’ Class Meeting</b> . . . . .	13
<b>Notice of H Shareholders’ Class Meeting</b> . . . . .	15

---

## DEFINITIONS

---

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

“Articles”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Class Meetings”	collectively, the Domestic Shareholders’ Class Meeting and the H Shareholders’ Class Meeting;
“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;
“Domestic Shareholder(s)”	holder(s) of the Domestic Share(s);
“Domestic Shareholders’ Class Meetings”	the class meeting of the Domestic Shareholders to be held at No.39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Friday, 20 March 2020 at 10:00 a.m., to consider and, if appropriate, to approve the resolution contained in the notice of the class meeting of the Domestic Shareholders which is set out on pages 13 to 14 of this circular, or any adjournment thereof;
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Friday, 20 March 2020 at 9:30 a.m., to consider and, if appropriate, to approve the resolution contained in the notice of the extraordinary general meeting which is set out on pages 11 to 12 of this circular, or any adjournment thereof;
“GEM”	the GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Group”	the Company and its subsidiaries;

\* *For identification purposes only*

---

## DEFINITIONS

---

“H Share(s)”	overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the GEM;
“H Shareholder(s)”	holder(s) of the H share(s);
“H Shareholders’ Class Meeting”	the class meeting of the H Shareholders to be held at No.39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Friday, 20 March 2020 at 10:30 a.m., to consider and, if appropriate, to approve the resolution contained in the notice of the class meeting of the H Shareholders which is set out on pages 15 to 16 of this circular, or any adjournment thereof;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“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;
“Share(s)”	the Domestic Shares and the H Shares;
“Shareholders”	collectively, the Domestic Shareholder(s) and the H Shareholder(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

---

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 of the Board*)

*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:*

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

3 February 2020

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION OF THE COMPANY  
AND  
(2) NOTICES OF EXTRAORDINARY GENERAL MEETING  
AND CLASS MEETINGS**

**1. INTRODUCTION**

Reference is made to the announcement of the Company dated 22 January 2020 in relation to the proposed amendments to the Articles.

\* For identification purposes only

---

## LETTER FROM THE BOARD

---

The purpose of this circular is, *inter alia*, to provide you with information regarding the special resolution to be proposed at the Extraordinary General Meeting and the Class Meetings for the amendments to the Articles and to give you notices of the Extraordinary General Meeting and the Class Meetings and to seek your approval of the special resolution to be proposed thereat.

### 2. PROPOSED AMENDMENTS TO THE ARTICLES

According to the “Notice of the Tianjin Municipal Transportation Commission on the Implementation of the Recordation Administration for the Cancellation of Administrative Licenses for Certain Business Operations of Ports” (Jin Jiao Fa [2018] No. 203) (《天津市交通運輸委員會關於部分港口經營業務取消行政許可實施備案管理的通知》(津交發[2018]203號)) issued by the Tianjin Municipal Transportation Commission of the PRC on 31 August 2018, the Company is required to add “port facilities and equipment leasing” in the business scope and complete the filing procedures for its yard leasing business. In order to reflect the above requisite changes, the Company intends to amend its business scope and the corresponding provisions in the Articles.

On 22 October 2019, the State Council of the PRC promulgated the “Reply of the State Council on the Adjustments of the Notice Period for Convening General Meetings and Other Matters Applicable to Overseas Listed Companies” (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019]97號)), approving that the requirements on the notice period for convening general meetings, shareholders’ proposal right and convening procedures for joint stock companies incorporated in the PRC and listed overseas shall be collectively governed by the relevant provisions under the Company Law of the People’s Republic of China, instead of the provisions under Articles 20 to 22 of the “Special Provisions of the State Council on Overseas Offering and Listing of Shares of Joint Stock Companies” (《國務院關於股份有限公司境外募集股份及上市的特別規定》).

On 14 November 2019, the China Securities Regulatory Commission issued the “Guidelines on the Application for “Full Circulation” of Domestic Unlisted Shares of H-share Companies” (CSRC Announcement [2019] No. 22) (《H股公司境內未上市股份申請「全流通」業務指引》(證監會公告[2019]22號)), officially launching the overall reform of the “full circulation” of H shares.

In accordance with the aforementioned stipulations, the Board proposes to amend the Articles in relation to the business scope, the notice period for convening general meetings, the shareholders’ proposal right and the convening procedures of the Company. Furthermore, to accommodate the arrangements for the Company’s potential application for “full circulation” of H shares in the future, the Board also proposes to modify the provisions relating to the “full circulation” of H shares. In the meantime, the Board proposes to amend the provision concerning the composition of the board of supervisors of the Company in the Articles.

The proposed amendments to the Articles are subject to the consideration and approval at the EGM and the Class Meetings by way of special resolution and all necessary approvals, authorizations or registration (if applicable) having been obtained from or filed with the relevant governmental or regulatory authorities in the PRC. Details of amendments to the Articles are set out in the appendix of this circular.

The Articles is written in Chinese and the English translated version is for reference only. In case of inconsistency between the Chinese and English versions of the Articles, the Chinese version shall prevail.

---

## LETTER FROM THE BOARD

---

### 3. EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS

The notices of the Extraordinary General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting are set out on pages 11 to 16 of this circular. At the Extraordinary General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, a special resolution will be proposed respectively to approve the proposed amendments to the Articles.

The relevant forms of proxy and reply slips for use at the Extraordinary General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting are enclosed with this circular and such forms of proxy and reply slips are also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tbtl.cn](http://www.tbtl.cn)). Whether or not you intend to attend the Extraordinary General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, you are requested to complete and return (i) the enclosed relevant reply slip(s) in accordance with the instructions printed thereon not later than 28 February 2020; and (ii) the enclosed relevant form(s) of proxy in accordance with the instructions printed thereon not less than 24 hours before the respective time fixed for the holding of the Extraordinary General Meeting, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting or any adjournment thereof (as the case may be). Completion and return of the relevant form(s) of proxy will not preclude you from attending the meeting(s) 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. Therefore, the resolution put to vote at each of the EGM and the Class Meetings will be taken by poll.

### 4. RECOMMENDATION

The Directors are of the view that the resolution to be proposed for consideration and approval by the Shareholders at the Extraordinary General Meeting and the Class Meetings is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution as set out in the notices of the Extraordinary General Meeting and the Class Meetings.

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



The proposed amendments to the Articles are as follows:

No.	Original Articles	Revised Articles
1.	<p><b>Article 18.</b> The scope of business of the company is in pursuant to those approved by the registration authorities.</p> <p>The scope of business of the Company includes: domestic freight forwarding; general warehousing services (excluding hazardous materials); cargo road transportation operation (operating activities with licenses); warehousing and logistics, storehouse and venue rental services; operation and management of commodity market, operation of port equipment and high-tech equipment; labour services; international delivery agent for import and export of goods, international exhibits, private orders and goods in transit from sea, land and air, including cargo canvassing, shipping, booking, warehousing, transiting, LCL service, charges clearing, inspection application, international multimodal transport, and bulk cargo business; wholesale and retail of metals, building materials, new chemical materials, hardware, machinery and electrical equipment, aviation, aerospace and maritime transport equipment, auto parts, hardware, software and peripherals for computer, electronic products, instruments, general merchandise, coke and by-products, coal and coal products, minerals, scrap steel, chemical raw materials and products, petroleum products (excluding crude oil and refined oil), textile raw materials, chemical fertilizers and edible agricultural products; sale of aquatic products and motor vehicles(excluding parallel imported cars) ; operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government); import, wholesale and retail of pre-packed food and bulk food, dairy products (including infant formula milk powder); re-export; inventory control management, logistics consultation, technology services and related information consultation (businesses regarding commodities which are subject to quota license and special franchise administration shall be operated in compliance with applicable regulations) (Projects subject to approval according to law may be operated after approval by relevant departments).</p>	<p><b>Article 18.</b> The scope of business of the company is in pursuant to those approved by the registration authorities.</p> <p>The scope of business of the Company includes: domestic freight forwarding; general warehousing services (excluding hazardous materials); cargo road transportation operation (operating activities with licenses); warehousing and logistics, storehouse and venue rental services; operation and management of commodity market, operation of port equipment and high-tech equipment; <b><u>port facilities and equipment leasing</u></b>; labour services; international delivery agent for import and export of goods, international exhibits, private orders and goods in transit from sea, land and air, including cargo canvassing, shipping, booking, warehousing, transiting, LCL service, charges clearing, inspection application, international multimodal transport, and bulk cargo business; wholesale and retail of metals, building materials, new chemical materials, hardware, machinery and electrical equipment, aviation, aerospace and maritime transport equipment, auto parts, hardware, software and peripherals for computer, electronic products, instruments, general merchandise, coke and by-products, coal and coal products, minerals, scrap steel, chemical raw materials and products, petroleum products (excluding crude oil and refined oil), textile raw materials, chemical fertilizers and edible agricultural products; sale of aquatic products and motor vehicles(excluding parallel imported cars) ; operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government); import, wholesale and retail of pre-packed food and bulk food, dairy products (including infant formula milk powder); re-export; inventory control management, logistics consultation, technology services and related information consultation (businesses regarding commodities which are subject to quota license and special franchise administration shall be operated in compliance with applicable regulations) (Projects subject to approval according to law may be operated after approval by relevant departments).</p>

No.	Original Articles	Revised Articles
2.	<p><b>Article 23. ....</b></p> <p>As approved by the Securities Regulatory Authority of the State Council, domestic shareholders can hand over their shares to foreign investors and these shares can be listed abroad, but shall comply with the process, regulations and requirements of supervision and management of a foreign security market. A classified shareholders meeting is unnecessary in such case.</p>	<p><b>Article 23. ....</b></p> <p>As approved by the Securities Regulatory Authority of the State Council, domestic shareholders can hand over <u>all or part of</u> their shares to foreign investors and these shares can be listed abroad, <u>and all or part of the domestic shares may be converted to foreign shares and the foreign shares so converted may be listed and traded on overseas stock exchange(s)</u>, but shall comply with the process, regulations and requirements of supervision and management of a foreign security market. <u>Any shareholders' general meeting or A-classified shareholders meeting is unnecessary in such case.</u></p> <p><u>Upon the same having been listed and having become tradable on overseas stock exchange(s), the original domestic shares shall belong to the same class of shares as the overseas listed foreign share then in issue.</u></p>
3.	<p><b>Article 48.</b> No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders' general meeting or 5 days prior to the reference date set by the Corporation for the purpose of distribution of dividends.</p>	<p><b>Article 48.</b> <del>No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders' general meeting or 5 days prior to the reference date set by the Corporation for the purpose of distribution of dividends</del> <u>are prescribed by the laws and regulations in the PRC and the securities regulation rules of the place(s) where the Corporation's shares are listed, such stipulations shall be adhered to such rules and regulations.</u></p>
4.	<p><b>Article 65.</b> When the Corporation is to hold a shareholders' general meeting, it shall issue a written notice 45 days (including the meeting day, but excluding the day when the notice is sent out) prior to the meeting informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of the meeting. Shareholders that intend to attend the shareholders' general meeting shall, within 20 days (excluding the meeting day, the same with following) prior to the meeting deliver a written reply to the Corporation on the meeting attendance.</p>	<p><b>Article 65.</b> When the Corporation is to hold <u>an annual</u> shareholders' <del>general</del> meeting, it shall issue a written notice <del>45 days (including the meeting day, but excluding the day when the notice is sent out) prior to the meeting</del> informing all the registered shareholders of the matters to be examined at the meeting as well as the date and place of the meeting. <del>Shareholders that intend to attend the shareholders' general meeting shall, within 20 days (excluding the meeting day, the same with following) prior to the meeting deliver a written reply to the Corporation on the meeting attendance.</del> <u>not less than 20 business days prior to the meeting; and where the Corporation is to hold an extraordinary general meeting, it shall notify the shareholders not less than 10 business days or 15 days (whichever is earlier) prior to the meeting.</u></p> <p><u>Regarding the calculation of the notice period, the date on which the meeting is convened shall not be included.</u></p>

No.	Original Articles	Revised Articles
5	<p><b>Article 66.</b> When the Corporation is to hold an annual shareholders’ general meeting, shareholders(either independently or jointly) holding 3% or more (including 3%) of the total number of the Corporation’s voting shares shall be entitled to propose new motions in writing to the Corporation. The Corporation shall include in the agenda for the meeting the matters in the motions that fall within the scope of duties of the shareholders’ general meeting. But the motions shall reach the Corporation 10 days prior to the proceeding meeting notice is made.</p>	<p><b>Article 66.</b> <del>When the Corporation is to hold an annual shareholders’ general meeting.</del><del>The</del> shareholder(s) (either independently or jointly) holding 3% or more (including 3%) of the total number of the Corporation’s voting shares shall be entitled to propose <u>temporary proposal(s) 10 days before the convening of the shareholders’ meeting and new motions</u>—in writing to the Corporation, the Corporation shall <u>notify other shareholders within 2 days upon receipt of such proposal(s), and</u> include in the agenda for the meeting the matters in the <del>motions</del><u>proposal(s)</u> that fall within the scope of <del>duties</del><u>functions and rights of the shareholders’ general meeting and with a clear topic of discussion and a specific matter to be resolved</u>of the shareholders’ general meeting. But the motions shall reach the Corporation 10 days prior to the proceeding meeting notice is made.</p>
6.	<p><b>Article 67.</b> Based on the written replies received 20 days prior to a shareholders’ general meeting, the Corporation shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of the Corporation’s voting shares, the Corporation may hold the shareholders’ general meeting. If not, the Corporation shall within five days inform the shareholders once again of the matters to be examined at the meeting as well as the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Corporation may hold the shareholders’ general meeting.</p> <p>Extraordinary shareholders’ general meeting may not decide on matters not specified in the notice or announcement.</p>	<p><b>Article 67.</b> <del>Based on the written replies received 20 days prior to a shareholders’ general meeting, the Corporation shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of the Corporation’s voting shares, the Corporation may hold the shareholders’ general meeting. If not, the Corporation shall within five days inform the shareholders once again of the matters to be examined at the meeting as well as the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Corporation may hold the shareholders’ general meeting.</del></p> <p><del>Extraordinary s</del>Shareholders’ general meeting may not decide on matters not specified in the notice or announcement.</p>
7.	<p><b>Article 69.</b> The notice of a shareholders’ general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by assigned persons or pre-paid mail to the recipient’s address shown in the register of shareholders. For holders of domestic investment shares, the notice of a shareholders’ general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers or periodicals designated by the State Council authorities in charge of securities during the period between 45 and 50 days before the meeting is held. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received the notice of the relevant shareholders’ meeting.</p>	<p><b>Article 69.</b> The notice of a shareholders’ general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by assigned persons or pre-paid mail to the recipient’s address shown in the register of shareholders. For holders of domestic investment shares, the notice of a shareholders’ general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers or periodicals designated by the State Council authorities in charge of securities during the period <del>between 45 and 50 days before the meeting is held</del><u>of not less than 20 business days prior to an annual general meeting and 10 business days or 15 days (whichever is earlier) prior to an extraordinary general meeting</u>. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received the notice of the relevant shareholders’ meeting.</p>

No.	Original Articles	Revised Articles
8.	<p><b>Article 99.</b> If the Corporation intends to change or abrogate the rights of shareholders of different categories, it may do so only after such change or abrogation has been approved by way of a special resolution of the shareholders' general meeting and by a separate shareholders' meeting convened by the affected shareholders of different class in accordance with Article 101 to Article 105.</p> <p>The replacement or cancellation of shareholders rights arising from the amendment of laws, administrative regulations and listing provisions of the place where the shares are listed or the decision lawfully made by Overseas Supervision and Management Authority may not need to be approved by a shareholders' general meeting or a classified shareholder's meeting.</p>	<p><b>Article 99.</b> If the Corporation intends to change or abrogate the rights of shareholders of different categories, it may do so only after such change or abrogation has been approved by way of a special resolution of the shareholders' general meeting and by a separate shareholders' meeting convened by the affected shareholders of different class in accordance with Article 101 to Article 105.</p> <p>The replacement or cancellation of shareholders rights arising from the amendment of laws, administrative regulations and listing provisions of the place where the shares are listed or the decision lawfully made by Overseas Supervision and Management Authority may not need to be approved by a shareholders' general meeting or a classified shareholder's meeting.</p> <p><b><u>The conversion of all or part of the domestic shares to overseas listed foreign shares for listing and trading on overseas stock exchange(s) by domestic shareholders of the Corporation shall not be deemed as the Corporation's intention to vary or abrogate the rights of class shareholders.</u></b></p>
9.	<p><b>Article 103.</b> When the Corporation is to hold a meeting of shareholders of different categories, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that category of the matters to be examined at the meeting as well as the date and place of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver a written reply to the Corporation on meeting attendance.</p> <p>If the number of share carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Corporation may hold the meeting of shareholders of different class. If not, the Corporation shall within five days inform the shareholders once again of the matters to be examined at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Corporation may hold the meeting of shareholders of different class.</p>	<p><b>Article 103.</b> When the Corporation is to hold a meeting of shareholders of different categories, it shall issue a <del>written</del> notice <del>45 days prior to the meeting in accordance with the requirements of holding a general meeting as set out in Article 65 of these Articles of Association</del> informing all the registered shareholders of that category of the matters to be examined at the meeting as well as the date and place of the meeting. <del>Shareholders that intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver a written reply to the Corporation on meeting attendance.</del><b><u>Regarding the calculation of the notice period the data on which the meeting is convened shall not be included.</u></b></p> <p><del>If the number of share carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is more than half of the total number of shares of that class carrying the right to vote at the meeting, the Corporation may hold the meeting of shareholders of different class. If not, the Corporation shall within five days inform the shareholders once again of the matters to be examined at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Corporation may hold the meeting of shareholders of different class.</del></p>

No.	Original Articles	Revised Articles
10.	<p><b>Article 105.</b> Excluding the shareholders of other category, shareholders of domestic investment share and shareholders of overseas listed foreign share shall be deemed as shareholders of different class.</p> <p>The special voting procedures for shareholders of different categories shall not apply:</p> <ol style="list-style-type: none"> <li>1. Where, as approved by way of a special resolution of the shareholders' general meeting, the Corporation issues, either separately or concurrently, domestic investment shares and foreign investment shares listed outside the People's Republic of China every 12 months, and the number of the domestic investment shares and foreign investment shares listed outside the People's Republic of China intended to be issued does not exceed 20% of the issued and outstanding shares of the respective categories; or</li> <li>2. Where the plan for issuance of domestic investment shares and foreign investment shares listed outside the People's Republic of China upon the establishment of the Corporation is completed within 15 months of being approved by the State Council Securities Commission.</li> </ol>	<p><b>Article 105.</b> Excluding the shareholders of other category, shareholders of domestic investment share and shareholders of overseas listed foreign share shall be deemed as shareholders of different class.</p> <p>The special voting procedures for shareholders of different categories shall not apply:</p> <ol style="list-style-type: none"> <li>1. Where, as approved by way of a special resolution of the shareholders' general meeting, the Corporation issues, either separately or concurrently, domestic investment shares and foreign investment shares listed outside the People's Republic of China every 12 months, and the number of the domestic investment shares and foreign investment shares listed outside the People's Republic of China intended to be issued does not exceed 20% of the issued and outstanding shares of the respective categories; <del>or</del></li> <li>2. Where the plan for issuance of domestic investment shares and foreign investment shares listed outside the People's Republic of China upon the establishment of the Corporation is completed within 15 months of being approved by the State Council Securities Commission; <u>or</u></li> <li>3. <u>Where, as approved by the securities regulatory authorities of the State Council, the transfer of domestic investment shares held by the holders of domestic investment shares of the Corporation to foreign investors or the conversion of domestic investment shares to overseas listed foreign investment shares and the listing and trading of such shares on overseas stock exchange(s).</u></li> </ol>
11.	<p><b>Article 145.</b> The board of supervisor shall be composed of six supervisors including worker representatives, shareholders representatives and independent supervisors, where the worker representatives shall not be less than 1/3, outside supervisors (supervisors who do not take any post in the Corporation) shall not be less than 1/2.</p>	<p><b>Article 145.</b> The board of supervisor shall be composed of six supervisors including worker representatives, <u>and</u> shareholders representatives <del>and independent supervisors</del>, where the worker representatives shall not be less than 1/3, outside supervisors (supervisors who do not take any post in the Corporation) shall not be less than 1/2.</p>

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the “**Company**”) will be held on Friday, 20 March 2020 at 9:30 a.m. at the registered office of the Company 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 resolution:

#### SPECIAL RESOLUTION

1. To review and approve the resolution on amendments to the Articles of Association of Tianjin Binhai Teda Logistics (Group) Corporation Limited.

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  
3 February 2020

*Notes:*

- (i) Details of the resolution were set out in the circular of the Company dated 3 February 2020.
- (ii) A member of the Company (“**Member**”) entitled to attend and vote at the EGM 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 EGM is enclosed herewith. In the case of joint holders of any domestic share(s) (“**Domestic Share(s)**”) or H share(s) (“**H Share(s)**”) of the Company (collectively, “**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 rights attached to such Share(s) at the EGM, and this notice shall be deemed to be given to all joint holders of such Share(s).

\* For identification purposes only

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (iii) 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 notorially 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 EGM or any adjournment thereof or the time appointed for passing the resolution. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) The register of Members of the Company will be closed from 19 February 2020 to 20 March 2020, both days inclusive, during which no transfer of Shares will be registered. For the identification of holders of H Shares eligible to attend and vote at the EGM, 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 18 February 2020.
- (v) Whether or not holders of H Shares intend to attend the EGM, they are requested to complete the enclosed reply slip for the EGM 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 28 February 2020.
- (vi) Whether or not holders of Domestic Shares of the Company intend to attend the EGM, they are requested to complete the enclosed reply slip for the EGM 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 28 February 2020.

*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 of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the 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 any statement herein or this notice misleading.*

*This notice will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for 7 days from the date of its posting. This notice will also be posted on the Company's website at [www.tbt.cn](http://www.tbt.cn).*

---

## NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



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 DOMESTIC SHAREHOLDERS' CLASS MEETING

**NOTICE IS HEREBY GIVEN** that a class meeting of the holders of the domestic shares (the “**Domestic Shareholders’ Class Meeting**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the “**Company**”) will be held on Friday, 20 March 2020 at 10:00 a.m. at the registered office of the Company 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 resolution:

#### SPECIAL RESOLUTION

1. To review and approve the resolution on amendments to the Articles of Association of Tianjin Binhai Teda Logistics (Group) Corporation Limited.

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  
3 February 2020

*Notes:*

- (i) Details of the resolution were set out in the circular of the Company dated 3 February 2020.
- (ii) A holder of the domestic share(s) of the Company (“**Domestic Shareholder**”) entitled to attend and vote at the Domestic Shareholders’ Class Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. A form of proxy for use at the Domestic Shareholders’ Class Meeting is enclosed herewith. In the case of joint holders of any domestic share(s) (“**Domestic Share(s)**”) of the Company, 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 rights attached to such Domestic Share(s) at the Domestic Shareholders’ Class Meeting, and this notice shall be deemed to be given to all joint holders of such Domestic Share(s).

\* For identification purposes only



---

## NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

---

- (iii) 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 at 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 Domestic Shareholders' Class Meeting or any adjournment thereof or the time appointed for passing the resolution. Delivery of the form of proxy shall not preclude a Domestic Shareholder from attending and voting in person at the Domestic Shareholders' Class Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) The register of members of the Company will be closed from 19 February 2020 to 20 March 2020, both days inclusive, during which no transfer of shares will be registered. Domestic Shareholders whose names appear on the register of members of the Company on 19 February 2020 will be entitled to attend and vote at the Domestic Shareholders' Class Meeting.
- (v) Whether or not Domestic Shareholders intend to attend the Domestic Shareholders' Class Meeting, they are requested to complete the enclosed reply slip for the Domestic Shareholders' Class 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 28 February 2020.

*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 of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the 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 any statement herein or this notice misleading.*

*This notice will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for 7 days from the date of its posting. This notice will also be posted on the Company's website at [www.tbt.cn](http://www.tbt.cn).*

---

## NOTICE OF H SHAREHOLDERS' CLASS MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



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 H SHAREHOLDERS' CLASS MEETING

**NOTICE IS HEREBY GIVEN** that a class meeting of the holders of the H shares (the “**H Shareholders' Class Meeting**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the “**Company**”) will be held on Friday, 20 March 2020 at 10:30 a.m. at the registered office of the Company 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 resolution:

#### SPECIAL RESOLUTION

1. To review and approve the resolution on amendments to the Articles of Association of Tianjin Binhai Teda Logistics (Group) Corporation Limited.

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  
3 February 2020

*Notes:*

- (i) Details of the resolution were set out in the circular of the Company dated 3 February 2020.
- (ii) A holder of the H share(s) of the Company (“**H Shareholder**”) entitled to attend and vote at the H Shareholders' Class Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. A form of proxy for use at the H Shareholders' Class Meeting is enclosed herewith. In the case of joint holders of any H share(s) (“**H Share(s)**”) of the Company, 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 rights attached to such H Share(s) at the H Shareholders' Class Meeting, and this notice shall be deemed to be given to all joint holders of such H Share(s).

\* *For identification purposes only*

---

## NOTICE OF H SHAREHOLDERS' CLASS MEETING

---

- (iii) 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, not later than 24 hours before the time appointed for holding the H Shareholders' Class Meeting or any adjournment thereof or the time appointed for passing the resolution. Delivery of the form of proxy shall not preclude a H Shareholder from attending and voting in person at the H Shareholders' Class Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) The register of members of the Company will be closed from 19 February 2020 to 20 March 2020, both days inclusive, during which no transfer of shares will be registered. For the identification of H Shareholders eligible to attend and vote at the H Shareholders' Class 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 18 February 2020.
- (v) Whether or not H Shareholders intend to attend the H Shareholders' Class Meeting, they are requested to complete the enclosed reply slip for the H Shareholders' Class 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 28 February 2020.

*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 of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the 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 any statement herein or this notice misleading.*

*This notice will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for 7 days from the date of its posting. This notice will also be posted on the Company's website at [www.tbitl.cn](http://www.tbitl.cn).*