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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* (天津濱海泰達物流集團股份有限公司), 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 THE BOARD
TO ISSUE SHARES AND REPURCHASE SHARES**
- (2) PROPOSED DECLARATION OF FINAL DIVIDEND**
- (3) PROPOSED ADOPTION OF ANNUAL FINANCIAL BUDGET FOR 2024**
- (4) PROPOSED ANNUAL COMPREHENSIVE LINE OF CREDIT**
- (5) PROPOSED RE-ELECTION OF DIRECTORS AND ELECTION OF SUPERVISOR
AND**
- (6) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 11 of this circular.

A notice convening the Annual General Meeting of Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司) to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Wednesday, 19 June 2024 at 9:30 a.m. is set out on pages 20 to 22 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 Listed Company Announcement" page of the Stock Exchange's website at www.hkexnews.hk and on the Company's website at www.tbtl.cn for 7 days from the date of its publication.

* 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 Wednesday, 19 June 2024 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of Annual General Meeting which is set out on pages 20 to 22 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 of the Company
“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 and whose H Shares are listed on the GEM (Stock code: 8348)
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities of GEM
“Group”	the Company and its subsidiaries
“H Share(s)” or “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
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with H Shares (including selling or transferring any treasury shares) not exceeding 20% of the aggregate number of H Shares (other than treasury shares) of the Company in issue as at the date of passing of the resolution granting of the issue mandate
“Latest Practicable Date”	16 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

* For identification purposes only

DEFINITIONS

“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
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase not exceeding 10% of the aggregate number of H Shares (other than treasury shares) of the Company in issue as at the date of passing of the resolution granting of the repurchase mandate
“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
“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
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“treasury share(s)”	has the meaning ascribed to it under the GEM Listing Rules which will come into effect on 11 June 2024
“%”	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 Directors:

Mr. Yang Weihong (*Chairman*)
Ms. Ma Xin (*General Manager*)

Non-executive Directors:

Mr. Li Jian
Ms. Meng Jun
Ms. Sun Jing

Independent non-executive Directors:

Professor Cheng Xinsheng
Mr. He Yongjun
Professor Japhet Sebastian Law
Mr. Peng Zuowen

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

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

Principal place of business in Hong Kong:

25th 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 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD
TO ISSUE SHARES AND REPURCHASE SHARES**
(2) PROPOSED DECLARATION OF FINAL DIVIDEND
(3) PROPOSED ADOPTION OF ANNUAL FINANCIAL BUDGET FOR 2024
(4) PROPOSED ANNUAL COMPREHENSIVE LINE OF CREDIT
**(5) PROPOSED RE-ELECTION OF DIRECTORS AND ELECTION OF SUPERVISOR
AND**
(6) 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 (1) the grant of the general mandate to the Board to issue Shares and repurchase Shares; (2) proposed declaration of final dividend; (3) proposed adoption of annual financial budget for 2024; (4) proposed annual comprehensive line of credit; (5) re-election of Directors and election of Supervisor; 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. ISSUE MANDATE

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 approval from Shareholders by way of a special resolution for the general mandate to allot, issue and otherwise deal with additional H Shares not exceeding 20% of the total number of H Shares in issue (excluding treasury shares) 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.

As at the Latest Practicable Date, the Company had 354,312,000 ordinary shares in issue, all of which are 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 70,862,400 H Shares on the basis that no further Shares will be issued by the Company prior to the Annual General Meeting.

Details of the special resolution for the Issue Mandate are as follows:

To grant a general mandate to issue, allot and deal with additional H shares of nominal value of RMB1.00 each in the share capital of the Company, not exceeding 20% of the aggregate number of H Shares (other than treasury shares) in issue as at the date of the resolution, and authorize the Board to make corresponding amendments to the Articles as it thinks fit so as to reflect the new capital structure upon the allotment, issuance and dealing of Shares:

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the GEM Listing Rules, 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 (including selling or transferring the treasury shares repurchased as may be necessary for protecting corporate value and the rights of the Shareholders) 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 (including selling or transferring any treasury shares) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of 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 aggregate number of H Shares (other than treasury shares) as at the date of passing of this resolution; and

LETTER FROM THE BOARD

- (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.

As at the Latest Practicable Date, the proposed amendments to the GEM Listing Rules in relation to the treasury shares have not yet become effective. Subject to Shareholders’ approval, the Company may only use the general mandate to sell or transfer the treasury shares, if any, after the amendments to the GEM Listing Rules relating to the treasury shares have become effective.

3. REPURCHASE MANDATE

In order to seize market opportunities, maintain the stability of the Company’s operation, development and share price, protect the long-term interests of investors and promote the maximization of the Shareholders’ value, a general mandate is proposed to be granted to the Board at the Annual General Meeting to repurchase Shares.

The PRC Company Law (to which the Company is subject and has incorporated in the Articles) provides that a joint stock limited company incorporated in the PRC may not buy back its shares unless such buy-back is effected for the purpose of (a) cancellation of shares for the purpose of reducing the capital of the company; (b) merging with other companies that hold shares in the company; (c) allocating shares for the purpose of the employee stock ownership plan or share incentive plan; (d) acquiring the shares of shareholders (upon their request) who vote against any resolution adopted at any general meeting on the merger or division of the company; (e) allocating shares for the conversion of corporate bonds which are convertible into shares issued by the company; or (f) as may be necessary for maintaining the value of the company and safeguarding the rights and interests of shareholders. Upon the approval of relevant regulatory authorities in the PRC and in compliance with the Articles, the Company may buy back its H Shares for the abovementioned purposes. Any repurchased H Shares may be cancelled or held for re-sale as treasury shares after the amendments to the GEM Listing Rules relating to treasury shares have become effective. Such repurchases will only be made when the Board believes that such repurchases will benefit the Company and its Shareholders as a whole.

PRC laws and regulations and the GEM Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the directors to buy back H shares of such company that are listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in a general meeting.

LETTER FROM THE BOARD

As the H Shares are traded on the Stock Exchange in Hong Kong dollars and the price payable by the Company upon any buy-back of H Shares will, therefore, be paid in Hong Kong dollars, and the approvals of the State Administration of Foreign Exchange of the PRC and other relevant authorities will be required.

If the Company decides to cancel the treasury shares, in accordance with the requirements of the Articles applicable to capital reduction, the Company will have to notify its creditors of the passing of the resolution for the reduction of the registered capital of the Company within 10 days after the passing of such resolution and also by way of the publication on a newspaper within 30 days after the passing of the resolution. Creditors shall have the right to require the Company to repay debts or provide corresponding guarantees for debt repayment within 30 days after receipt of the notice or within 45 days after the announcement if the creditors have not received the notice.

Details of the special resolution for the Repurchase Mandate are as follows:

1. To grant a general and unconditional mandate to the Board to determine to repurchase and deal with the Shares. The authorization granted to the Board includes but is not limited to:
 - (1) formulating and implementing specific repurchase plans, including but not limited to determining the timing of repurchase, repurchase period, repurchase price, repurchase quantity, etc.;
 - (2) notifying the creditors and making an announcement in accordance with the PRC Company Law and other relevant laws, regulations and normative documents and the Articles;
 - (3) opening an overseas stock account and going through the corresponding changes of the foreign exchange registration procedures;
 - (4) fulfilling the relevant approval and filing procedures (if any) in accordance with the requirements of the regulatory authorities and the Stock Exchange;
 - (5) handling the matters related to the cancellation of the repurchased Shares (if applicable), reducing the registered capital, making amendments to the Articles in relation to the total share capital, shareholding structure and other relevant contents, and fulfilling the relevant statutory registration and filing procedures within and outside the PRC; and
 - (6) signing and handling other documents and matters related to share repurchase.

Pursuant to the above approvals, the aggregate number of Shares that the Company is authorized to repurchase during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of H Shares (other than treasury shares) of the Company in issue as at the date on which this resolution is considered and approved at the Annual General Meeting.

LETTER FROM THE BOARD

2. 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.

The GEM Listing Rules require the Company to send an explanatory statement to the Shareholders in connection with the proposed Repurchase Mandate. Such explanatory statement is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

4. PROPOSED DECLARATION OF FINAL DIVIDEND

As stated in the announcement issued by the Company dated 18 March 2024 relating to the annual results of the Company for the year ended 31 December 2023, the Board proposed the declaration of a final dividend of RMB0.02 per share to the Shareholders, which is subject to the Shareholders’ approval at the Annual General Meeting, and a resolution will be proposed to the Shareholders for voting at the Annual General Meeting.

Final dividends for H Shares will be distributed in RMB and paid in Hong Kong dollars. The exchange rate will be calculated based on the average median exchange rate of RMB to Hong Kong dollars (RMB0.9072 to HK\$1.00) announced by the People’s Bank of China on the last five consecutive business days before the announcement of the final results (i.e. 11, 12, 13, 14 and 15 March 2024).

If the resolution for the proposed declaration of final dividend is passed at the Annual General Meeting, it is expected to be paid on or before 30 September 2024 to those Shareholders whose names appear on the register of members of the Company on 2 July 2024. The register of members of H Shares will be closed from Tuesday, 25 June 2024 to Tuesday, 2 July 2024, both days inclusive, in order to determine the Shareholders’ entitlements to the proposed final dividend, and registration of transfer of Shares will be suspended during the period. In order to be entitled to the proposed final dividend, holders of H Shares who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 24 June 2024.

According to the “Enterprise Income Tax Law of the People’s Republic of China (2018 Amendment)” (《中華人民共和國企業所得稅法(2018修正)》) and the “Detailed Rules for the Implementation of the Enterprise Income Tax Law of the People’s Republic of China” (《中華人民共和國企業所得稅法實施條例》) (collectively, the “**Enterprise Tax Law**”) which came into effect on 29

LETTER FROM THE BOARD

December 2018 and the relevant requirements of the tax supervisory authorities of the PRC, including, among others, the “Notification of Issues in relation to the Withholding and Payment of Enterprise Income Tax for Payment of Dividend to H Shareholders who are Overseas Non-resident Enterprises by Chinese Resident Enterprises (Guo Shui Han [2008] No. 897)” (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), the Company is required to withhold 10% enterprise income tax when it distributes the final dividends to all non-resident enterprise shareholders (including HKSCC Nominees Limited, other nominees, trustees or other entities and organisations, who will be deemed as non-resident enterprise shareholders) whose names appear on the H Share register of members of the Company on 2 July 2024. The term “non-resident enterprise(s)” when used in this circular has the same meaning as defined under the Enterprise Tax Law and its relevant rules and regulations.

Pursuant to the “Notice on the Issues Regarding Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (Guo Shui Han [2011] No. 348)” (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), the Company shall withhold and pay individual income tax for individual holders of H Shares. If the individual holders of H Shares are Hong Kong or Macau residents or residents of other countries or regions that have a tax rate of 10% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders.

If the individual holders of H Shares are residents of countries or regions that have a tax rate lower than 10% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders. If such Shareholders wish to claim refund of the amount in excess of the individual income tax payable under the relevant tax treaties, the Company may apply, on behalf of such Shareholders and according to the relevant tax treaties, for the relevant agreed preferential tax treatment, provided that the relevant Shareholders submit the relevant documents and information in a timely manner required by the “Administrative Measures on Enjoying Treatment under Tax Treaties by Nonresident Taxpayers (State Administration of Taxation Announcement 2015, No. 60)” (《非居民納稅人享受稅收協議待遇管理辦法》(國家稅務總局公告2015年第60號)) and the provisions of the relevant tax treaties. The Company will assist with the tax refund subject to the approval of the competent tax authorities.

If the individual holders of H Shares are residents of countries or regions that have a tax rate higher than 10% but lower than 20% under the tax treaties with the PRC, the Company will withhold and pay individual income tax at the applicable tax rates stated in such tax treaties on behalf of such Shareholders.

If the individual holders of H Shares are residents of countries or regions that have a tax rate of 20% under the tax treaties with the PRC, or that have not entered into any tax treaties with the PRC, or otherwise, the Company will withhold and pay individual income tax at the rate of 20% on behalf of such Shareholders. Shareholders are recommended to consult their tax advisors regarding the ownership and disposal of H Shares in the PRC and in Hong Kong and other tax implications.

LETTER FROM THE BOARD

5. PROPOSED ADOPTION OF ANNUAL FINANCIAL BUDGET FOR 2024

Based on the Company's overall operational policies in 2024, the Company's management takes into account the actual situation and fully considers the changes of internal and external environment, and has prepared the annual financial budget for 2024 while putting risk under control. Details of the financial budget are set out in Appendix II of this circular.

6. PROPOSED ANNUAL COMPREHENSIVE LINE OF CREDIT

In order to improve the efficiency of decision-making and to meet the needs of the production and operation and business development of the Company for 2024, the Company intends to apply for a comprehensive line of credit from banks and other financial institutions for an aggregate amount of RMB703 million, and within the scope of the line to deal with, among other things, including comprehensive line of credit, liquidity loans, bank acceptance bills of exchange, project loans, finance lease borrowings, and other forms of financing. The above comprehensive line of credit will be subject to the final signing of certain agreements with the relevant banks and financial institutions, and the final amount shall not exceed the actual financing amount of the Company. Certain land, properties or production equipment held by the Group may be provided as security for the application of the credit and loans.

Details of the ordinary resolution for the mandate are as follows: to authorize the management of the Company to conduct financing business within the scope of the financing limit according to the actual needs of the Company, and to authorize the chairman of the Company or the legal representative of the financing entity of the Company to examine and sign the contracts, agreements and other legal documents relating to the relevant financing contracts (including but not limited to the credit, loans, financing) with the lenders within the aforesaid scope according to the needs of the actual needs of the operation of the Company; the authorization period is from the date of consideration and approval on 19 June 2024 to the date of the next annual general meeting. The consolidated credit lines can be used in a revolving manner during the authorization period. The Board and general meetings will not separately consider the individual credit and loan business as authorised under the proposed annual comprehensive line of credit.

7. PROPOSED RE-ELECTION OF DIRECTORS AND ELECTION OF SUPERVISOR

According to the Articles, the Directors and Supervisors shall have terms of three years, and are eligible for re-election upon expiry of their terms. The board of directors may appoint a director to fill a casual vacancy on the board of directors, and any person appointed by the board of directors to fill a casual vacancy on the board of directors shall hold office only until the next annual general meeting and shall then be eligible for re-election.

Among the current Board members, Ms. Ma Xin and Ms. Meng Jun were appointed as an executive Director and a non-executive Director on 25 January 2024 and 21 June 2023 respectively (as detailed in the relevant announcements of the Company dated 25 January 2024 and 21 June 2023). The terms of both of them will expire on the date of the 2023 annual general meeting. Accordingly, the Board has proposed to the Shareholders the re-election of Ms. Ma Xin (executive Director) and Ms. Meng Jun (non-executive Director) as candidates for Director and for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

The Board considers that the current composition of the Board of the Company, including but not limited to gender, age, educational background, professional experience, past performance, skills and knowledge, was in line with the development needs of the Company and the requirements of the diversity policy. At the same time, the Board considers that the expertise and general business acumen of the above retiring Directors will continue to make a significant contribution to the Board, the Company and the Shareholders as a whole. Accordingly, the Board has proposed the re-election of above retiring Directors at the Annual General Meeting.

Mr. Yang Zhengliang has resigned as the shareholder representative Supervisor of the Company due to personal work arrangements (as detailed in the relevant announcement of the Company dated 24 November 2023), and his resignation will take effect upon the appointment of a new shareholder representative Supervisor by the Company. In order to fill the vacancy of Supervisor arising from the resignation of Mr. Yang Zhengliang, the Supervisory Committee intends to appoint Mr. Han Wanjin as a Supervisor of the sixth Supervisory Committee of the Company, and the appointment of Mr. Han Wanjin will take effective upon the passing of the resolution at the Annual General Meeting.

The biographical information of the candidates who will be proposed as Directors and shareholder representative Supervisor at the Annual General Meeting are set out in Appendix III of this circular.

8. ANNUAL GENERAL MEETING

The notice of Annual General Meeting is set out on pages 20 to 22 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the grant of the General Mandate, the re-election of Directors and election of Supervisor 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.

Holders of treasury shares, if any, are required to abstain from voting at the Annual General Meeting of the Company on matters requiring shareholder approval.

LETTER FROM THE BOARD

9. 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 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*

This explanatory statement contains an explanatory statement required to be sent to the Shareholders under the GEM Listing Rules in connection with the proposed Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was 354,312,000 ordinary Shares, all of which were H Shares of nominal value of RMB1.0 each.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased from the Latest Practicable Date to the date of Annual General Meeting, the Directors will be allowed to repurchase a maximum of 35,431,200 Shares (represent 10% of the aggregate number of H Shares (other than treasury shares)) from the date of the resolution granting the Repurchase Mandate up to the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the date on which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

2. REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

In repurchasing the Shares, the Company intends to apply funds from the Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles and the applicable laws, rules and regulations of the PRC. The Company may not repurchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full, it may not have adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, being the date on which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE PRICES

The highest and lowest prices per Share at which Shares have traded on the GEM during each of the twelve months immediately preceding the Latest Practicable Date were as follows:

Month	Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>
May 2023	0.380	0.345
June 2023	0.355	0.320
July 2023	0.390	0.305
August 2023	0.340	0.300
September 2023	0.305	0.250
October 2023	0.355	0.335
November 2023	0.350	0.300
December 2023	0.340	0.325
January 2024	0.380	0.325
February 2024	0.335	0.330
March 2024	0.325	0.300
April 2024	0.305	0.305
May 2024 (up to the Latest Practicable Date)	0.310	0.290

4. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 354,312,000 to 318,880,800.

As at the Latest Practicable Date, Tianjin TEDA Investment Holding Co., Ltd. ("**TEDA Holding**") is interested in 150,420,051 Shares, representing approximately 42.45% of the total share capital in issue of the Company. The decrease of issued Shares resulted from the full exercise of the Repurchase Mandate will cause the percentage shareholding of TEDA Holding to increase to approximately 47.17%. Such increase may lead to a mandatory general offer obligation under Rule 26 and 32 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to an extent that would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or would lead to the total number of H Shares to be lower than the prescribed minimum percentage as required by the Stock Exchange.

Save as disclosed above, the Directors are not aware of any other consequence which would arise according to the Takeovers Code.

5. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any close associate (as defined under the GEM Listing Rules) of any Director, have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined under the GEM Listing Rules) has notified the Company that he/she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make Share repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of PRC.

According to the prevailing GEM Listing Rules, the Company shall cancel any Share repurchased by the Company as soon as reasonable and available after repurchase. The Company has been informed that the GEM Listing Rules will be amended to cancel the requirement of cancelling repurchased Shares and adopt a framework of governing the treasury shares, with effect from 11 June 2024. In light of the amendments to the GEM Listing Rules, in the event that the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will cancel the repurchased Shares and/or hold such Shares as the treasury shares according to market conditions and capital management needs of the Company at such time of repurchasing Shares. If the Company holds any treasury share, any sale or transfer of treasury share shall abide by the terms of the Issue Mandate in the special resolution and is subject to the GEM Listing Rules and the applicable laws and regulations of PRC.

If any treasury share is deposited in The Central Clearing and Settlement System (“CCASS”) pending resale in GEM, the Company will take appropriate measures to ensure that it will not exercise any Shareholders’ right or receive any right (relevant rights will be terminated pursuant to applicable laws if such Shares are registered as the treasury shares in the Company’s own name). Such measures may include the Board approving that (a) the Company will not (or will procure its brokers not to) issue any direction to Hong Kong Securities Clearing Company Limited, requiring it to vote on the treasury shares deposited in the CCASS at general meetings; and (b) in respect of dividends or distributions, the Company will withdraw the treasury shares from the CCASS prior to the date of dividends or distributions and re-register such shares as the treasury shares or cancel such treasury shares in its own name or take any other measures to ensure that it will not exercise any Shareholders’ right or receive any right that should have been suspended pursuant to applicable laws (if such Shares are registered as the treasury shares in its own name).

The Company confirms that neither this explanatory statement nor the Repurchase Mandate proposed has unusual features.

6. REPURCHASED SHARES

During the six months prior to the Latest Practicable Date, the Company did not repurchase any Share in GEM.

I. EXPLANATION ON THE PREPARATION OF BUDGET

This budget is prepared by the Company's operating management pursuant to the overall operating principles of 2024, which takes into account the actual situation and fully considers the change of internal and external environment while keeping financial risks well managed.

The preparation of this budget is legal, authentic, comprehensive and scientific, where it fully manages the Company's business activities with the aim of improving economic efficiency, by taking financial management as the core and focusing on capital management. This budget includes the Company and its subsidiaries.

II. BASIC ASSUMPTIONS

This budget regards the Company as a going concern as its basic assumption.

III. KEY INDICATORS OF THE BUDGET OF 2024

The revenue is expected to record a year-on-year increase of approximately RMB365.85 million in 2024.

The profit attributable to the owners of the Company is expected to record a year-on-year increase of approximately RMB1.23 million in 2024.

IV. MEASURES TO ENSURE THE PERFORMANCE OF FINANCIAL BUDGET

In 2024, the market competition pattern is intensified, especially the weak trend of fuel vehicles market remains unchanged. The operation management team of the Company will continue to take high-quality development as the primary goal and insist in taking operation as the core mission. The Company, with activating stocks, nurturing increment and improving quality as directions, will make the utmost of internal and external resources, grasp opportunities and deal with challenges, to continuously enhance self-operation capability and core competitiveness, thus realising quality and efficiency improvement of overall operation and management of the Company.

Special note: This budget is an internal management and control indicator of the Company's 2024 business plan for the Company's shareholders' and potential investors' references, which does not represent the Company's 2024 profit forecast. Whether the budget can be realized depends on various factors such as changes in the market conditions and the efforts of the operating management with significant uncertainties. Investors are advised to pay attention to the investment risk.

EXECUTIVE DIRECTOR

Ms. Ma Xin (馬欣), aged 41, joined the Company in July 2023 and was appointed as the deputy general manager of the Company (presiding work), and then as the executive Director and general manager of the Company on 25 January 2024 (which is equivalent to the position of chief executive). She graduated from Nankai University majoring in logistics with a master's degree in economics. She was a senior auditor of Deloitte Huayong Accounting Firm Limited in Tianjin, the minister of finance and assistant to general manager of Tianjin Jinran Public Utilities Company Limited (the Stock Exchange, stock code: 1265), the manager of financial management department of the Finance Center of Southern Entrepreneurship (Tianjin) Technology Development Co., Ltd., the assistant to the minister of the asset management department of Tianjin Tsinlien Investment Holding Co., Ltd. and the chief financial officer of Tianjin Teda Asset Operation Management Co., Ltd. She is currently the deputy secretary of Party Branch, executive Director, and general manager of the Company.

As at the Latest Practicable Date, save as disclosed above, Ms. Ma Xin has confirmed that she (i) does not have any relationship with any Directors, Supervisors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) 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; and (iv) does not hold any other positions with the Company and other members of the Group or any other major appointments and professional qualification.

If Ms. Ma Xin is re-appointed as an executive Director at the Annual General Meeting, the Company will enter into a service agreement with her in respect of her appointment as an executive Director. Ms. Ma Xin will be appointed for a term commencing on 19 June 2024 and ending on the expiry of the term of the then session of the Board. Ms. Ma Xin will not receive any Director remuneration.

Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Ms. Ma Xin 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.

NON-EXECUTIVE DIRECTOR

Ms. Meng Jun (孟隽), aged 44, joined the Company in June 2023 and served as a non-executive Director. She is a member of China Zhigong Party, member of Beijing Youth Working Committee of China Zhigong Party, member of Beijing Tongzhou Youth Federation, fund practitioner of Asset Management Association of China, Certified Management Accountant of the United States (CMA). She graduated from Jilin University with a bachelor's degree in international trade in 2001 and graduated from University of Bath in the United Kingdom with a Master's degree in corporate finance in 2002. She has worked as the investment manager of the international business department of Delong International Strategic Investment Co., Ltd., and the assistant to the president of Chia Tai

Land Co., Ltd. She is currently the senior vice president of Chia Tai Bright Investment Co., Ltd. and also holds key positions in the Edge Fund established by Chia Tai and a Japanese investment organization, as well as the Vietnam Development Investment Fund established by Chia Tai and a Vietnamese investment organization.

As at the Latest Practicable Date, save as disclosed above, Ms. Meng Jun has confirmed that she (i) does not have any relationship with any Directors, Supervisors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (iii) 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; and (iv) does not hold any other positions with the Company and other members of the Group or any other major appointments and professional qualification.

If Ms. Meng Jun is re-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. Meng Jun will be appointed for a term commencing on 19 June 2024 and ending on the expiry of the term of the then session of the Board. Ms. Meng Jun 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. Meng Jun 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.

SHAREHOLDER REPRESENTATIVE SUPERVISOR

Mr. Han Wanjin (韓萬金), aged 58, a postgraduate and a 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), director at the Tianjin representative office of Tianjin Port Development Holdings Limited (the Stock Exchange, stock code: 3382), deputy secretary of the party committee and secretary of the discipline inspection committee of Tianjin Port Union Eurasia Container Terminal Co., Ltd. He also served as the shareholder representative Supervisor of the Company from 12 November 2018 to 11 August 2021. He is currently the second level full-time director supervisor of Tianjin Port Co., Ltd.

As at the Latest Practicable Date, save as disclosed above, Mr. Han Wanjin has confirmed that he (i) does not have any relationship with any Directors, Supervisors, senior management or substantial shareholders or controlling shareholders of the Company; (ii) does not have any interest in any share of the Company within the meaning of Part XV of the SFO; (iii) has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not hold any other positions with the Company and other members of the Group or any other major appointments or professional qualification.

If Mr. Han Wanjin is appointed as a shareholder representative supervisor at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as a supervisor. Mr. Han Wanjin will be appointed for a term commencing on 19 June 2024 and ending on the expiry of the term of the then session of the Supervisory Committee. Mr. Han Wanjin has confirmed that he waives the entitlement of supervisor remuneration.

Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Han Wanjin 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* (天津濱海泰達物流集團股份有限公司) will be held on Wednesday, 19 June 2024 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 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 2023.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2023.
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 2023.
4. To consider and approve the distribution of a final dividend of RMB0.02 per share as proposed by the Board to all the shareholders of the Company whose names appear on the register of members of the Company on 2 July 2024.
5. To consider and approve annual financial budget for 2024.
6. To consider and approve annual comprehensive line of credit of the Company for 2024.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and approve the appointment of Zhongxingcai Guanhua Certified Public Accountants LLP (中興財光華會計師事務所(特殊普通合夥)) and the re-appointment of 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.
8. To consider and approve the re-election of Ms. Ma Xin as an executive Director for a term beginning on 19 June 2024 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Ms. Ma Xin (if any), to enter into a service agreement with her at and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.
9. To consider and approve the re-election of Ms. Meng Jun as a non-executive Director for a term beginning on 19 Jun 2024 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Ms. Meng Jun (if any), to enter into a service agreement with her at and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.
10. To consider and approve the election of Mr. Han Wanjin as a shareholder representative Supervisor for a term beginning on 19 June 2024 and ending upon expiry of the term of the then session of the Supervisory Committee, and authorize the Board to enter into a service agreement with him at and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.

SPECIAL RESOLUTIONS

11. To consider and approve the grant of general mandate to the Board to issue Shares.
12. To consider and approve the grant of general mandate to the Board to repurchase Shares.

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 2024

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Unless otherwise stated or the context otherwise requires herein, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 20 May 2024 (the “Circular”). The relevant full text of the resolutions referred to in this notice is set out in the Circular.
2. 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 needs not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of joint holders of any 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(s) at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share(s).
3. 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 (“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 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.
4. The register of Members in Hong Kong will be closed from 13 June 2024 to 19 June 2024, 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 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 2024.
5. Whether or not holders of H Shares intend to attend the Meeting, they are requested to complete the enclosed form of proxy and return it, by hand or by post, to the Company’s H share registrar, at 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the Meeting.

As at the date of this notice, the Board comprises Mr. Yang Weihong and Ms. Ma Xin as executive Directors; Mr. Li Jian, Ms. Meng Jun and Ms. Sun Jing as non-executive Directors; and Prof. Cheng Xinsheng, Mr. He Yongjun and Prof. Japhet Sebastian Law and Mr. Peng Zuowen as independent non-executive Directors.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 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 Listed Company Announcements” page of the Stock Exchange’s website at www.hkexnews.hk for 7 days from the date of its publication. This notice will also be posted on the Company’s website at www.tbitl.cn.