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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 ISSUE SHARES**
 - (2) PROPOSED DECLARATION OF FINAL DIVIDEND**
 - (3) PROPOSED ADOPTION OF ANNUAL FINANCIAL BUDGET FOR 2023**
 - (4) PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS**
 - (5) PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY**
- AND**
- (6) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 9 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 12 May 2023 at 9:30 a.m. is set out on pages 25 to 30 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 Friday, 12 May 2023 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 25 to 30 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;
“Domestic Share(s)”	ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities of GEM;
“General Mandate”	the mandate proposed to be brought at the Annual General Meeting to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of each of the aggregated nominal value of Domestic Shares and H Shares in issue as at the date of the passing of the resolution;
“Group”	the Company and its subsidiaries;
“H Share(s)”	overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the GEM;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

* For identification purposes only

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	6 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	the Domestic Shares and the H Shares;
“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; and
“%”	per cent.

LETTER FROM THE BOARD



天津濱海泰達物流集團股份有限公司
Tianjin Binhai Teda Logistics (Group) Corporation Limited*

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

(Stock Code: 8348)

Executive Director:

Mr. Yang Weihong (*Chairman*)

Non-executive Directors:

Mr. Li Jian

Mr. Jo Shibin

Mr. Zhou Zhiyuan

Mr. Zhang Yan

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

12 April 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES**
(2) PROPOSED DECLARATION OF FINAL DIVIDEND
(3) PROPOSED ADOPTION OF ANNUAL FINANCIAL BUDGET FOR 2023
(4) PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS AND SUPERVISORS
(5) PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY
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 Directors; (2) information on proposed declaration of final dividend; (3) proposed adoption of annual financial budget for 2023; (4) proposed election and re-election of Directors and Supervisors; and (5) proposed amendments to the Articles of the Company; and to give you a notice of the Annual General Meeting and to seek your approval of, among others, these resolutions to be proposed thereat.

* *For identification purposes only*

LETTER FROM THE BOARD

2. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

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

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

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

3. PROPOSED DECLARATION OF FINAL DIVIDEND

As stated in the announcement issued by the Company dated 23 March 2023 relating to the annual results of the Company for the year ended 31 December 2022, the Board proposed the declaration of a final dividend of RMB0.03 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 payable for the Domestic Shares will be distributed and paid in RMB whereas 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 (RMB0.8778 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. 16, 17, 20, 21 and 22 March 2023).

LETTER FROM THE BOARD

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 31 July 2023 to those Shareholders whose names appear on the register of members of the Company on 23 May 2023. The register of members of H Shares will be closed from Thursday, 18 May 2023 to Tuesday, 23 May 2023, 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 17 May 2023.

According to 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》) 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 1 January 2008 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 23 May 2023. 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.

LETTER FROM THE BOARD

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.

4. PROPOSED ADOPTION OF ANNUAL FINANCIAL BUDGET FOR 2023

Based on the Company's overall operational policies in 2023, 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 2023 while putting risk under control. Details of the financial budget are set out in Appendix I of this circular.

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

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 terms of all existing Directors and Supervisors will expire on the date of the Annual General Meeting.

Mr. Yang Weihong (being the executive Director and the chairman of the Board), Mr. Li Jian, Mr. Jo Shibin, Mr. Zhou Zhiyuan and Mr. Zhang Yan (all being non-executive Directors), Professor Cheng Xinsheng, Mr. He Yongjun, Professor Japhet Sebastian Law and Mr. Peng Zuowen (all being independent non-executive Directors) will retire at the Annual General Meeting. Mr. Zhou Zhiyuan will not offer himself for re-election at the Annual General Meeting. Based on the review and nomination made by the Nomination Committee, the Board has proposed to the Shareholders Ms. Sun Jing as a candidate for non-executive Director. Mr. Yang Weihong, Mr. Li Jian, Mr. Jo Shibin, Mr. Zhang Yan, Professor Cheng Xinsheng, Mr. He Yongjun, Professor Japhet Sebastian Law and Mr. Peng Zuowen are eligible and willing to offer themselves for re-election at the Annual General Meeting.

After enquiry on independence, Professor Cheng Xinsheng declared and confirmed his independence in accordance with the provisions on the independence of independent non-executive directors set out in Rule 5.09 of the GEM Listing Rules. To the best knowledge of the Company, there is no matter that may affect Professor Cheng's independent judgment. Professor Cheng does not have any relationship with any substantial shareholder, Director, supervisor and other senior management of the Company that would affect his independence. At least one member of the Board must be an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules. Professor Cheng is a fellow member of the Chinese Institute of Certified Public Accountants, so he has extensive experience in financial accounting and corporate governance. Professor Cheng's professional background meets the above requirements of the composition of the Board. Professor Cheng knows the Company well and provides a lot of valuable advice for the development of the Company. Professor Cheng has the experience, skills, knowledge, morality, integrity and independence required as an independent non-executive director of the Company and he is qualified to act as an independent non-executive Director of the sixth session of director meeting of the Company.

LETTER FROM THE BOARD

After enquiry on independence, Mr. He Yongjun declared and confirmed his independence in accordance with the provisions on the independence of independent non-executive directors set out in Rule 5.09 of the GEM Listing Rules. To the best knowledge of the Company, there is no matter that may affect Mr. He's independent judgment. Mr. He does not have any relationship with any substantial shareholder, Director, supervisor and other senior management of the Company that would affect his independence. Mr. He has extensive experience in project investment, finance and industrial interactive development, whose skills and knowledge can complement the professional background of the composition of the Board in these areas. Mr. He could bring a new perspective to the business development of the Company and enhance the diversity of the Board. Further, the addition of Mr. He will increase the number of Directors under the age of 50, and increase the proportion of Directors with a term of 0-3 years, which is in line with the board diversity policy of the Company. Mr. He has the experience, skills, knowledge, morality, integrity and independence required to act as an independent non-executive Director of the sixth session of director meeting of the Company.

After enquiry on independence, Professor Japhet Sebastian Law declared and confirmed his independence in accordance with the provisions on the independence of independent non-executive directors set out in Rule 5.09 of the GEM Listing Rules. To the best knowledge of the Company, there is no matter that may affect Professor Law's independent judgment. Professor Law does not have any relationship with any substantial shareholder, Director, supervisor and other senior management of the Company that would affect his independence. Professor Law has extensive professional experience in corporate management and governance, academic and public service, and he knows the Company well. As an independent non-executive director who has a deep understanding of the Company's business, Professor Law has been expressing objective views and giving independent guidance to the Company over the years, and he has provided a lot of valuable opinions for the Company's development based on his rich professional knowledge and experience. Professor Law has the experience, skills, knowledge, morality, integrity and independence required as an independent non-executive director of the Company and he is qualified to act as an independent non-executive Director of the sixth session of director meeting of the Company.

After enquiry on independence, Mr. Peng Zuowen declared and confirmed his independence in accordance with the provisions on the independence of independent non-executive directors set out in Rule 5.09 of the GEM Listing Rules. To the best knowledge of the Company, there is no matter that may affect Mr. Peng's independent judgment. Mr. Peng does not have any relationship with any substantial shareholder, Director, supervisor and other senior management of the Company that would affect his independence. Mr. Peng has extensive experience in big data industry management and application. This could bring diverse perspectives and recommendations to the Board of the Company for its decision-making and provide a lot of valuable opinions for the Company's development. Mr. Peng has the experience, skills, knowledge, morality, integrity and independence required as an independent non-executive director of the Company, and he is qualified to act as an independent non-executive Director of the sixth session of director meeting of the Company.

Having considered the above, the Company is of the view that Professor Cheng, Mr. He, Professor Law and Mr. Peng can complement each other and integrate well in terms of professional fields, work experience, age composition and term of office. This could bring all-around diversity perspectives to the development of the Company and is in line with the diversity policy of the Board of the Company.

LETTER FROM THE BOARD

Mr. Wang Guanghua, Mr. Yan Jun and Mr. Yang Zhengliang (all being shareholder representative Supervisors), Mr. Huang Fei, Ms. Lan Lingyan and Ms. Wang Linlin (all being employee representative Supervisors) will retire at the Annual General Meeting. The Supervisory Committee has nominated Mr. Wang Guanghua, Mr. Yan Jun and Mr. Yang Zhengliang as candidates for shareholder representative Supervisors. Another meeting for the election of the employee representative Supervisors will be held by the employees of the Company on or before the date of the Annual General Meeting.

At the Annual General Meeting, resolutions will be proposed to elect new Directors or re-elect retiring Directors who have had terms of three years, to authorize the Board to enter into new service contract or letter of appointment (as the case may be) with the newly-elected Directors, to elect shareholder representative Supervisors for the next session and to authorize the Board to enter into a new letter of appointment with the newly-elected Supervisors. The employee representative Supervisors will be elected by employees of the Company democratically. The term of the newly-elected Directors and Supervisors is three years and is proposed to commence on 12 May 2023 and expire at the conclusion of the annual general meeting to be held in 2026.

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

6. PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY

Reference is made to the announcement in relation to the proposed amendments to the Articles published by the Company on 23 March 2023. In order to enhance the corporate governance structure and promote the standardized operation of the Company, the Board reviewed the Articles and proposed to amend relevant provisions of the Articles in accordance with the “Company Law”, the “Guidelines on the Standardized Operation of Listed Companies”, the “Guidelines on the Articles of Association of Listed Companies” and other laws and regulations in connection with the Company’s actual situation.

In respect of the proposed amendments to the Articles, six articles are amended only, and no article is added or deleted. The number of the articles of the amended Articles remains unchanged. The proposed amendments to the Articles are subject to the consideration and approval at the AGM by way of a special resolution and all necessary approvals, authorizations or registration (if applicable) having been obtained from or filed with the relevant government or regulatory authorities in the PRC. Details of the proposed amendments to the Articles are set out in Appendix III of this circular.

The Articles is prepared 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

7. ANNUAL GENERAL MEETING

The notice of Annual General Meeting is set out on pages 25 to 30 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the grant of the General Mandate, the election and re-election of Directors and Supervisors, the amendments to the Articles of the Company 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.

8. 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

I. EXPLANATION ON THE PREPARATION OF BUDGET

This budget is prepared by the Company's operating management pursuant to the overall operating principles of 2023, 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 2023

The revenue is expected to record a year-on-year increase of no less than 10% in 2023.

The comprehensive income attributable to the owners of the Company is expected to record a year-on-year increase of no less than 10% in 2023.

IV. MEASURES TO ENSURE THE PERFORMANCE OF FINANCIAL BUDGET

In 2023, facing the external VUCA environment and the continuous adverse impact on the global supply chains brought about by the Russia-Ukraine war, the management team of the Company will continue to enhance risk control and adhere to the business development strategy of "tactic operation with flexible approaches". Based on the existing resources, it will expand offerings and step up efforts in innovation and development of the physical logistics business. Internal management is to be constantly improved through enhanced internal control and promotion of the "three systems" reform.

Special note: This budget is an internal management and control indicator of the Company's 2023 business plan for the Company's shareholders' and potential investors' references, which does not represent the Company's 2023 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.

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

EXECUTIVE DIRECTOR

Mr. Yang Weihong (楊衛紅), aged 54, was appointed as the General Manager of the Company on 20 March 2018 and was appointed as the executive Director and Chairman of the Company on 11 May 2018. He graduated from the Department of Computing Mathematics and Application Software of the Faculty of Mathematics of Nankai University in July 1990 with a science bachelor's degree, and graduated with a master's degree in public management from Renmin University of China in 2005 and graduated from the School of Law of Nankai University with a master's degree in law (civil law and business law) in 2008. He served as a staff at the planning department of Tianjin Dynamic Factory (天津動力機廠計劃處) from July 1990 to October 1992, a clerk at Tianjin Talent Exchange and Service Center (天津市人才交流服務中心) from October 1992 to June 1995, and worked at the Labor Personnel Bureau of Tianjin Economic and Technological Development Area from June 1995 to June 2002, where he held various positions including a clerk at the Employment Agency (職業介紹所), deputy director of the General Office (presiding), head of the Labor Protection Supervision Department (勞動保護監察科), head of the Special Equipment Inspection and Management Station (特種設備檢測管理站), head of the Social Security Division (社會保障科), etc. From 2002 to March 2018, he worked for Tianjin TEDA Investment Holdings Co., Ltd., and held various positions including deputy manager of the Human Resources Department (presiding), the manager, director of the General Office and the head of the Party Committee office, etc. During the period, he also served as the director and a member of the appraisal and remuneration committee of the board of directors of Tianjin TEDA Investment Holdings Co., Ltd.. He served as the director of Tianjin Teda Football Club Co., Ltd. (天津泰達足球俱樂部有限公司). Currently, he serves as the Secretary of the Party General Branch, Chairman and General Manager of the Company and the chairman of Tianjin Fengtian Logistics Co., Ltd., Tedahang Cold Chain Logistics Co., Ltd., Tianjin Teda Alps Logistics Co., Ltd. and Dalian Alps Teda Logistics Co., Ltd. (all being subsidiaries of the Group).

As at the Latest Practicable Date, save as disclosed above, Mr. Yang Weihong does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Yang is appointed as an executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as an executive Director. Mr. Yang will be appointed for a term commencing on 12 May 2023 and ending on the expiry of the term of the then session of the Board. Mr. Yang is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Yang that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

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NON-EXECUTIVE DIRECTORS

Mr. Zhang Yan (張炎), aged 45, joined the Company in September 2022. He is a doctor of management and a senior economist. He is a specially-invited expert of Sichuan, an expert of the “Thousand Talents Plan” (千人計劃), and holds the certificate of Financial Risk Manager. In 2000, he graduated from the School of Business Administration, Northeastern University, majoring in management science and engineering, with a bachelor’s degree in management. In 2003, he graduated from the Chinese Academy of Sciences, majoring in management science and engineering, with a master’s degree in management; In 2010, he graduated from the Chinese Academy of Sciences, majoring in management science and engineering, with a doctorate in management. He worked for the head office of Industrial and Commercial Bank of China, and successively served as a staff member, deputy chief staff member, and chief staff member of the credit evaluation department, senior manager of the industry policy center of the credit management department, deputy director of the policy division and the system division of the credit and investment management department, and head of the preparatory team for inter-bank management of the credit and investment management department. He has served as the deputy secretary general of the Zigong Municipal People’s Government of Sichuan Province (temporary post), assistant general manager of Sichuan Development (Holding) Co., Ltd.* (四川發展(控股)有限責任公司) and general manager of its financial business department (concurrently), director of Sichuan Financial Holding Group Co., Ltd. (四川金融控股集團有限公司), senior vice president of Macrolink Group (新華聯集團), president of its financial division (concurrently), and chairman of the Macrolink Holding Group Financial Limited Liability Company (新華聯控股集團財務公司) (concurrently). He is currently the deputy secretary of the Party Committee and general manager of Tianjin Teda International (Group) Holding Company Limited (天津市泰達國際控股(集團)有限公司).

As at the Latest Practicable Date, save as disclosed above, Mr. Zhang Yan does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Zhang is appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as a non-executive Director. Mr. Zhang will be appointed for a term commencing on 12 May 2023 and ending on the expiry of the term of the then session of the Board. Mr. Zhang is entitled to a Director’s fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group’s performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Zhang that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

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Ms. Sun Jing (孫靜), aged 42, holds the title of economist. In 2008, she graduated from St. Mary's University in Canada, majoring in finance, and obtained a master's degree. She served as a deputy director of the office of Tianjin Teda Gas Co., Ltd. and a member of the asset management department of Tianjin TEDA Investment Holdings Co., Ltd.. She is currently the deputy general manager of the asset management department of Tianjin TEDA Investment Holdings Co., Ltd., and a director of Tianjin Binhai Energy & Development Co.,Ltd. (stock code: 000695, Shenzhen Stock Exchange).

As at the Latest Practicable Date, save as disclosed above, Ms. Sun Jing does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. She has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does she have any interests in any Shares within the meanings of Part XV of the SFO. If Ms. Sun is appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with her in respect of her appointment as a non-executive Director. Ms. Sun will be appointed for a term commencing on 12 May 2023 and ending on the expiry of the term of the then session of the Board. Ms. Sun 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. Sun that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Li Jian (李健), aged 43, joined the Company in May 2019. He graduated from Beijing University of Chemical Technology in 2001 with a bachelor's degree in management engineering. He served as the Accounting Manager of the Enterprise Management Department of Beijing Capital Agribusiness Group, the Chief Financial Officer (CFO) of the Finance Department of Hulunbeier Sanyuan Dairy Co., Ltd., the Chief Financial Officer (CFO) of the Finance Department of Beijing Taiyang Pharmaceutical Industry Co., Ltd., the Senior Manager of the Finance Department of Chia Tai Pharmaceutical Group and the Chief Financial Officer (CFO) of CPTP Capital. He is currently the Deputy General Manager of New Business Cluster of Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd.

As at the Latest Practicable Date, save as disclosed above, Mr. Li Jian does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Li is appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as a non-executive Director. Mr. Li will be appointed for a term commencing on 12 May 2023 and ending on the expiry of the term of the then session of the Board. Mr. Li is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market

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

rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Li that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Jo Shibin (徐志敏), aged 59, joined the Company in June 2020. He graduated from the Department of Hydraulic Engineering in Tsinghua University in July 1984, with a bachelor's degree in hydropower engineering and construction. He was admitted to the Graduate School of Engineering of Nagoya University, Japan, majoring in urban transportation planning, in October 1985 and obtained an engineering doctorate in urban transportation planning in March 1991. He established JCD Co., Ltd., in Tokyo in July 1993. He joined CT Bright Corporate Godo Kaisha (Japan) (日本正大光明企業合同會社) in January 2017 and currently serves as the Chief Operating Officer and concurrently serves as the president of JCD Co., Ltd., a subsidiary of CP Group in Japan.

As at the Latest Practicable Date, save as disclosed above, Mr. Jo Shibin does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Jo is appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as a non-executive Director. Mr. Jo will be appointed for a term commencing on 12 May 2023 and ending on the expiry of the term of the then session of the Board. Mr. Jo is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Jo that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Prof. Cheng Xinsheng (程新生), aged 60, joined the Company in June 2014. He is a Doctor and Postdoc of Management. From 2004 to 2005, he was the visiting scholar of University of Alberta in Canada and the professional editor of Nankai Business Review and was honored with the awards of outstanding result in social science for several times. In 1994, he became a fellow member of the Chinese Institute of Certified Public Accountants. He was in charge of four research projects in management funded by the National Natural Science Foundation and four projects funded by the Foundation of the Ministry of Education. He also participated in over ten key topic projects funded by National Natural Science Foundation, National Philosophy and Social Science Foundation and the Humanities and Social Sciences Foundation of the Ministry of Education. He has published five books and over 50 articles and has a translated work. He was an independent director of Offshore Oil Engineering Co., Ltd (Stock Code: 600583, Shanghai Stock Exchange). He is currently a Professor and doctoral supervisor of Accounting Department of Business School of Nankai University. He is

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also an independent director of CSSC (Handan) Pairui Special Gas Co., Ltd. (中船(邯鄲)派瑞特種氣體股份有限公司) and Hua Xia Bank Co., Ltd. (stock code: 600015, Shanghai Stock Exchange), an independent supervisor of China Oilfield Services Limited (Stock Code: 601808, Shanghai Stock Exchange), and a member of the Chinese Academy of Management.

As at the Latest Practicable Date, save as disclosed above, Prof. Cheng Xinsheng does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Prof. Cheng is appointed as an independent non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as an independent non-executive Director. Prof. Cheng will be appointed for a term commencing on 12 May 2023 and ending on the expiry of the term of the then session of the Board. Prof. Cheng is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Prof. Cheng that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. He Yongjun (何勇軍), aged 44, joined the Company in June 2022. He graduated in Technical Economics and Management from Tianjin University (天津大學) with a master's degree and a doctorate degree. He served as the deputy general manager of Tianjin Haitai Advantage Venture Capital Management Company Limited* (天津海泰優點創業投資管理有限公司). He is currently the chairman of Tianjin Ruiyi Jinrong Enterprise Management Consulting Company Limited* (天津銳意津融企業管理諮詢有限公司), the general manager of Tianjin Beiyang Haitang Venture Capital Management Company Limited* (天津北洋海棠創業投資管理有限公司), the partner of Beiyang Haitang Fund* (北洋海棠基金), the general manager of Tianjin University Science Park* (天津大學科技園) (Nankai Park, Jinnan Park), the director of Tianjin Science and Technology and Finance Center* (天津科技金融中心), and the chairman and the executive director of the Tianjin Zhongzheng Logistics Company Limited* (天津中正物流有限公司). He is also an independent director of Tianjin Rianlon New Materials Company Limited* (天津利安隆新材料股份有限公司) (stock code: 300596, Shenzhen Stock Exchange ChiNext) and Tianjin King-meter Technology Company Limited* (天津金米特科技股份有限公司) (stock code: 872249, National Equities Exchange and Quotations).

As at the Latest Practicable Date, save as disclosed above, Mr. He Yongjun does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. He is appointed as an independent non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as an independent non-executive Director.

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Mr. He will be appointed for a term commencing on 12 May 2023 and ending on the expiry of the term of the then session of the Board. Mr. He is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. He 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.

Prof. Japhet Sebastian Law (羅文鈺), aged 71, joined the Company in August 2012. He obtained his Doctorate degree of Philosophy in mechanical/industrial engineering from the University of Texas at Austin in 1976. He was a professor of the Department of Decision Sciences and Managerial Economics of the Chinese University of Hong Kong from 1986 to 2012. Mr. Law was the Associate Dean and subsequently the Dean of the Faculty of Business Administration of the Chinese University of Hong Kong from 1993 to 2002. Prior to returning to Hong Kong, he was the director of Operations Research at the Cullen College of Engineering and director of Graduate Studies in Industrial Engineering at the University of Houston, and was also involved with the U.S. Space Program in his career with McDonnell Douglas and Ford Aerospace in the United States. He was the consultant of various corporations in Hong Kong and overseas. He is also active in public services, having served as a member of the Provisional Regional Council of The Government of the Hong Kong Special Administrative Region and various other committees, and is also active on the boards of profit, non-profit and charitable organisations in Hong Kong and overseas. From July 2010 to July 2013, he was an independent non-executive director of Cypress Jade Agricultural Holdings Limited (Stock Code: 00875). From August 2013 to July 2016, he was an independent non-executive director of Shanghai La Chapelle Fashion Co., Ltd. (Stock Code: 06116, Hong Kong Stock Exchange). From June 2008 to June 2020, he was an independent non-executive director of Beijing Capital International Airport Co., Ltd. (Stock Code: 00694, Hong Kong Stock Exchange). He currently serves as an independent non-executive director of Tianjin Port Development Holdings Limited (Stock Code: 03382) (a company listed on Hong Kong Stock Exchange), Regal Hotels International Holdings Limited (Stock Code: 00078), Shougang Fushan Resources Group Limited (Stock Code: 00639) and Binhai Investment Company Limited (Stock Code: 02886) and Global Digital Creations Holdings Limited (Stock Code: 08271), and an independent supervisor of Beijing Capital International Airport Company Limited (Stock Code: 00694), all being companies listed on the Hong Kong Stock Exchange.

As at the Latest Practicable Date, save as disclosed above, Prof. Japhet Sebastian Law does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Prof. Law is appointed as an independent non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as an independent non-executive Director. Prof. Law will be appointed for a term commencing on 12 May 2023 and ending on the expiry of the term of the then session of the Board. Prof. Law is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties

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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 Prof. Law that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Peng Zuowen (彭作文), aged 45, joined the Company in November 2018, graduated in Information Management from Beijing Forestry University (北京林業大學) in July 2000. He had worked as the Deputy Director of the Information Center of China Flower and Gardening News (《中國花卉報》信息中心), a newspaper affiliated to the Economic Daily Newspaper Group (經濟日報報業集團). He is now the General Manager of Zhongke Dianji (Beijing) Technology Company Limited (中科點擊(北京)科技有限公司), the Chief Executive Officer and the Chief Product Officer of Guoxin Youe Data Company Limited (國信優易數據有限公司), the Secretary of Big Data Applications Specialty Association of China Software Industry Association, the Specially-employed Expert of Beijing Forestry University Big Data Application Engineering Laboratory and the Guest Professor of Internet Public Sentiment of Communication University of China (中國傳媒大學網絡輿情專業). He was the author of "Big Data Analysis by Industry" (《大數據分行業大解析》) and the business definer of "big data". He is dedicated to three key areas including the management and the practical application of big data in various industries, the research and practice and application of big data empowerment in urban industrial development, and the construction and operation of smart cities by new-generation information technologies. As a result of his contribution to the aforesaid three key areas, he was interviewed in the CCTV program "Beyond" (CCTV《超越》欄目) and awarded with the title "China Outstanding Innovative Entrepreneur of the Year 2017".

As at the Latest Practicable Date, save as disclosed above, Mr. Peng Zuowen does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Peng is appointed as an independent non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as an independent non-executive Director. Mr. Peng will be appointed for a term commencing on 12 May 2023 and ending on the expiry of the term of the then session of the Board. Mr. Peng is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Peng that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

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SUPERVISORS

Shareholder Representative Supervisors

Mr. Wang Guanghua (王光華), aged 38, joined the Company in May 2021 and was appointed as the Chairman of the Supervisory Board. He is an accountant. He graduated from Jilin College of Construction and Engineering with a bachelor's degree in business administration in 2007 and graduated from Jilin University with a master's degree in accounting in 2009. He has worked in Tianjin TEDA Investment Holdings Co., Ltd. as a staff member of the Audit Department, a staff member of the Office Secretary Section, a staff member of the Board Office, a Deputy Director of the Board Office and a Director of the Board Office. He is currently the Director of the Audit Centre of TEDA Holding, as well as a Supervisor of Tianjin TEDA City Comprehensive Development Investment Co., Ltd. (天津泰達城市綜合開發投資集團有限公司) and Tianjin TEDA Green Group Company Limited.

As at the Latest Practicable Date, save as disclosed above, Mr. Wang Guanghua does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Wang 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. Wang will be appointed for a term commencing on 12 May 2023 and ending on the expiry of the term of the then session of the Supervisory Committee. Mr. Wang is entitled to a Supervisor's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Wang that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Yan Jun (閻軍), aged 48, joined the Company in June 2020. He graduated from Jilin University of Finance and Economics (formerly Changchun Tax College), with a bachelor's degree in economics, and is an international Certified Internal Auditor ("CIA"). He once served as the head of the audit department of Ninetowns Internet Technology Group Co., Ltd. (NASDAQ: Nine), the head of the audit department of CAR Inc. and the senior audit director of Lashou Network Technology Co., Ltd. (拉手網絡技術有限公司) etc. He currently serves as the deputy general manager of New Business Cluster of Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd.

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As at the Latest Practicable Date, save as disclosed above, Mr. Yan Jun does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Yan is appointed as 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. Yan will be appointed for a term commencing on 12 May 2023 and ending on the expiry of the term of the then session of the Supervisory Committee. Mr. Yan is entitled to a Supervisor's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Yan that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Yang Zhengliang (楊政良), aged 42, joined the Company in August 2021. He is a Master's degree holder, a senior accountant and an international CIA, a member of Certified Public Accountants of Australia, an accounting consultant of Tianjin and a mentor-mentee of Master of Professional Accounting of Tianjin University. He was a section officer, section head and middle rank of Tianjin Steel Pipe Group Company Limited, the audit director of Beijing Naiwei Technology Company Limited, the deputy director of the investment department and the deputy general manager of the investment development department of Tianjin Port (Group) Company Limited. He is currently an executive director and vice general manager of Tianjin Port Development Holdings Limited (stock code: 03382, Hong Kong Stock Exchange), a shareholder, and the chief representative of Tianjin Representative Office.

As at the Latest Practicable Date, save as disclosed above, Mr. Yang Zhengliang does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Yang is appointed as 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. Yang will be appointed for a term commencing on 12 May 2023 and ending on the expiry of the term of the then session of the Supervisory Committee. Mr. Yang will not receive any Supervisor's remuneration. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Yang that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

The proposed amendments to the Articles are as follows:

No.	Original Articles	Revised Articles
1.	<p>Article 51.</p> <p>Any shareholder who is registered in the register of shareholders or requires his name to be entered into the register of shareholders may apply to the Corporation for issuance of a replacement certificate in respect of such shares (Relevant Shares) if his share certificate (Original Share Certificate) is lost. As to the bearer of warrant, the Corporation shall not issue a new warrant to replace the old one unless it is convinced that the old one is destroyed.</p> <p>Applications for the replacement of share certificates from holders of domestic investment shares that have lost their certificates shall be dealt with in accordance with Article 144 of the <i>Company Law</i>.</p> <p>... ..</p>	<p>Article 51.</p> <p>Any shareholder who is registered in the register of shareholders or requires his name to be entered into the register of shareholders may apply to the Corporation for issuance of a replacement certificate in respect of such shares (Relevant Shares) if his share certificate (Original Share Certificate) is lost. As to the bearer of warrant, the Corporation shall not issue a new warrant to replace the old one unless it is convinced that the old one is destroyed.</p> <p>Applications for the replacement of share certificates from holders of domestic investment shares that have lost their certificates shall be dealt with in accordance with Article 144 of the <i>Company Law</i>.</p> <p>... ..</p>

No.	Original Articles	Revised Articles
2.	<p>Article 83.</p> <p>The following matters shall be resolved by way of an ordinary resolution of the shareholders' general meeting :</p> <ol style="list-style-type: none"> 1. Work reports of the board of directors and the board of supervisors ; 2. Plans for the distribution of profits and making up of losses drafted by the board of directors ; 3. Removal of members of the board of directors and the board of supervisors, their remuneration and method of payment of their remuneration ; 4. The Corporation's annual budget, final accounts, balance sheet, profit statement and other financial statements; 5. The extension or termination of the contract with an Accounting Office; and 6. Matters other than those that laws, administrative regulations or the Corporation's Articles of Association require to be passed by way of a special resolution. <p>The remuneration mentioned in the proceeding Item3 includes (but not limited to) the remuneration payable to relative board of directors and supervisors when they lose their positions or retire from the Corporation.</p>	<p>Article 83.</p> <p>The following matters shall be resolved by way of an ordinary resolution of the shareholders' general meeting :</p> <ol style="list-style-type: none"> 1. work reports of the board of directors and the board of supervisors ; 2. plans for the distribution of profits and making up of losses drafted by the board of directors ; 3. removal of members of the board of directors and the board of supervisors, their remuneration and method of payment of their remuneration ; 4. the Corporation's annual budget, final accounts, balance sheet, profit statement and other financial statements; 5. the extension or termination of the contract with an Accounting Office;and 6. matters other than those that laws, administrative regulations or the Corporation's Articles of Association require to be passed by way of a special resolution; and <u>7. according to the GEM Listing Rules, the guarantee matters subject to the resolution of the shareholders' meeting, except the guarantee matters subject to the special resolution of the shareholders' meeting as stipulated in Article 84 of the Articles of Association.</u> <p>The remuneration mentioned in the proceeding Item3 includes (but not limited to) the remuneration payable to relative board of directors and supervisors when they lose their positions or retire from the Corporation.</p>

No.	Original Articles	Revised Articles
3.	<p>Article 84.</p> <p>The following matters shall be resolved by way of a special resolution of the shareholders' general meeting:</p> <p>... ..</p> <p>8. Buying or selling significant assets of the Corporation within one year or giving a guarantee having the amount of more than 30% that of the total assets in the latest audit;</p> <p>9. Recall of the board of directors not having finished their term of service; and</p> <p>10. Other matters that, as resolved by way of an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Corporation and require adoption by way of a special resolution.</p> <p>... ..</p>	<p>Article 84.</p> <p>The following matters shall be resolved by way of a special resolution of the shareholders' general meeting:</p> <p>... ..</p> <p>8. Buying or selling significant assets of the Corporation within one year or giving a guarantee having the amount of more than 30% that of the total assets in the latest audit; and</p> <p>9. Recall of the board of directors not having finished their term of service; and</p> <p>10. Other matters that, as resolved by way of an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Corporation and require adoption by way of a special resolution.</p> <p>... ..</p>
4.	<p>Article 108.</p> <p>The Party Organisation of the Corporation shall play a leading role, supervising the Corporation's direction of development, monitoring the whole picture and promoting implementation, discussing and making decisions on significant matters of the Corporation in accordance with the regulations. The main responsibilities are:</p> <p>... ..</p>	<p>Article 108.</p> <p>The Party Organisation of the Corporation shall play a leading role, supervising the Corporation's direction of development, monitoring the whole picture and promoting ensuring implementation, discussing and making decisions on significant matters of the Corporation in accordance with the regulations. The main responsibilities are:</p> <p>... ..</p>

No.	Original Articles	Revised Articles
5.	<p>Article 122.</p> <p>The board of directors is accountable to the shareholders’ committee, and it formulates strategies, makes decisions and prevents risks, and shall exercise the following powers:</p> <p>... ..</p> <p>15. determining the risk management system, the internal control system, the system for accountability for non-compliant operation and investment, and legal compliance management system of the Corporation, and to monitor and assess operation thereof; and</p> <p>16. Other authorities authorized by shareholders’ meeting and the Articles of Association.</p> <p>Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in Items 6, 7, 12 and 13, which shall require the affirmative vote of more than two-thirds of the directors.</p> <p>... ..</p>	<p>Article 122.</p> <p>The board of directors is accountable to the shareholders’ committee, and it formulates strategies, makes decisions and prevents risks, and shall exercise the following powers:</p> <p>... ..</p> <p>15. determining the risk management system, the internal control system, the system for accountability for non-compliant operation and investment, and legal compliance management system of the Corporation, and to monitor and assess operation thereof; and</p> <p><u>16. deciding on the guarantee matters other than those stipulated in Articles 83 and 84 of the Articles of Association, including but not limited to providing guarantee to wholly-owned subsidiaries, non-wholly-owned subsidiaries within the scope of consolidated statements and participating companies in proportion to their capital contribution; and</u></p> <p>1617. Other authorities authorized by shareholders’ meeting and the Articles of Association;</p> <p>Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in Items 6, 7, 12 and 13, which shall require the affirmative vote of more than two-thirds of the directors.</p> <p>... ..</p>

No.	Original Articles	Revised Articles
6.	<p>Article 216.</p> <p>In any of the following circumstances, a Corporation may be dissolved and liquidated according to relevant laws, regulations, rules and measures:</p> <ol style="list-style-type: none"> 1. the term of operation prescribed by the Corporation's Articles of Association has expired, or any other cause for dissolution prescribed by the Corporation's Articles of Association has occurred; 2. the shareholders' committee has adopted a resolution for dissolution; 3. if dissolution is necessary as a result of the merger or division of the Corporation; 4. if the Corporation is declared bankrupt according to law because it is unable to pay its debts upon maturity; or 5. the Corporation is dissolved by People's Court in accordance with the Article 183 of Corporation Law; 6. if the Corporation is lawfully ordered to close down as a result of violation of laws and administrative regulations. 	<p>Article 216.</p> <p>In any of the following circumstances, a Corporation may be dissolved and liquidated according to relevant laws, regulations, rules and measures:</p> <ol style="list-style-type: none"> 1. the term of operation prescribed by the Corporation's Articles of Association has expired, or any other cause for dissolution prescribed by the Corporation's Articles of Association has occurred; 2. the shareholders' committee has adopted a resolution for dissolution; 3. if dissolution is necessary as a result of the merger or division of the Corporation; 4. if the Corporation is declared bankrupt according to law because it is unable to pay its debts upon maturity; or 5. the Corporation is dissolved by People's Court in accordance with the Article 183 of Corporation Law<u>Company Law</u>; 6. if the Corporation is lawfully ordered to close down as a result of violation of laws and administrative regulations.

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) (the “**Company**”) will be held on Friday, 12 May 2023 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 2022.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2022.
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 2022.
4. To consider and approve the distribution of a final dividend of RMB0.03 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 23 May 2023.
5. To consider and approve annual financial budget for 2023.
6. To consider and approve the re-appointment of CAC CPA Limited Liability Partnership* (中審華會計師事務所(特殊普通合夥)) and HLB Hodgson Impey Cheng Limited as the PRC auditor and the international auditor of the Company respectively to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and approve the re-election of Mr. Yang Weihong as an executive Director for a term beginning on 12 May 2023 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Yang Weihong, to enter into a service agreement with him 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.
8. To consider and approve the re-election of Mr. Zhang Yan as a non-executive Director for a term beginning on 12 May 2023 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Zhang Yan, 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.
9. To consider and approve the election of Ms. Sun Jing as a non-executive Director for a term beginning on 12 May 2023 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Ms. Sun Jing, 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 re-election of Mr. Li Jian as a non-executive Director for a term beginning on 12 May 2023 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Li Jian, to enter into a service agreement with him 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.
11. To consider and approve the re-election of Mr. Jo Shibin as a non-executive Director for a term beginning on 12 May 2023 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Jo Shibin, 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.
12. To consider and approve the re-election of Mr. Cheng Xinsheng as an independent non-executive Director for a term beginning on 12 May 2023 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Cheng Xinsheng, to enter into a service agreement with him 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.

NOTICE OF ANNUAL GENERAL MEETING

13. To consider and approve the re-election of Mr. He Yongjun as an independent non-executive Director for a term beginning on 12 May 2023 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. He Yongjun, 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.
14. To consider and approve the re-election of Mr. Japhet Sebastian Law as an independent non-executive Director for a term beginning on 12 May 2023 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Japhet Sebastian Law, to enter into a service agreement with him 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.
15. To consider and approve the re-election of Mr. Peng Zuowen as an independent non-executive Director for a term beginning on 12 May 2023 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Peng Zuowen, to enter into a service agreement with him 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.
16. To consider and approve the re-election of Mr. Wang Guanghua as a shareholder representative supervisor of the Company (the “**Supervisor**”) for a term beginning on 12 May 2023 and ending upon expiry of the term of the then session of the Supervisory Committee, and authorize the Board to determine the remuneration of Mr. Wang Guanghua, 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.
17. To consider and approve the re-election of Mr. Yan Jun as a shareholder representative supervisor for a term beginning on 12 May 2023 and ending upon expiry of the term of the then session of the Supervisory Committee, and authorize the Board to determine the remuneration of Mr. Yan Jun, to enter into a service agreement with him 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.
18. To consider and approve the re-election of Mr. Yang Zhengliang as a shareholder representative supervisor for a term beginning on 12 May 2023 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.

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SPECIAL RESOLUTIONS

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

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

“**THAT**

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the Articles and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of Domestic Shares and/or H Shares to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the issued Shares of that class as at the date of passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

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

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

By order of the Board
天津濱海泰達物流集團股份有限公司
Tianjin Binhai Teda Logistics (Group) Corporation Limited*
Yang Weihong
Chairman

Tianjin, the PRC
12 April 2023

Notes:

1. 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 Domestic Share(s) or H Share(s), only the person whose name appears first in the register of Members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share(s) at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share(s).
2. 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, and in case of holders of Domestic Shares, to the Company’s mailing address at Third floor of the Office Building, No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC, not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purposes only

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3. The register of Members in Hong Kong will be closed from 9 May 2023 to 12 May 2023, 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 8 May 2023.
4. Whether or not holders of H Shares intend to attend the Meeting, they are requested to complete the enclosed form of proxy for the Meeting and return it, by hand or by post, to the Company's H share registrar, at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before on 11 May 2023.
5. Whether or not holders of Domestic Shares intend to attend the Meeting, they are requested to complete the enclosed form of proxy for the meeting and return it, by hand or by post, to the Company's mailing address at Third floor of the Office Building, No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on or before 9:30 a.m. on 11 May 2023.

As at the date of this notice, the Board comprises Mr. Yang Weihong as executive Director; Mr. Li Jian, Mr. Jo Shibin, Mr. Zhou Zhiyuan and Mr. Zhang Yan as non-executive Directors; and Mr. Cheng Xinsheng, Mr. He Yongjun and Mr. 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.tbt.cn.