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

If you have sold or transferred all your shares in Logory Logistics Technology Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Logory Logistics Technology Co., Ltd.**  
**合肥維天運通信息科技股份有限公司**

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

**(Stock Code: 2482)**

- (1) 2023 ANNUAL REPORT**
- (2) WORK REPORT OF THE BOARD OF DIRECTORS FOR 2023**
- (3) WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2023**
- (4) PROFIT DISTRIBUTION PLAN FOR 2023**
- (5) PROPOSED RE-APPOINTMENT OF AUDITORS FOR 2024**
- (6) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**
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AND**
- (13) NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING**

The notices convening the Annual General Meeting, the H Shareholders' Class and the Domestic Shareholders' Class Meeting to be held at 9/F, No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China on Wednesday, May 29, 2024 at 2:00 p.m., 2:30 p.m. (or immediately after the conclusion of the Annual General Meeting) and 2:45 p.m. (or immediately after the conclusion of the H Shareholders' Class Meeting), respectively, are set out in this circular and being despatched to the Shareholders.

Whether or not you are able to attend the Annual General Meeting, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting, please complete, sign and return the enclosed form of proxy for use at the Annual General Meeting, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting in accordance with the instructions printed thereon. The form of proxy must be signed by you or your attorney duly authorized in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorized to sign the same. If the form of proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarially certified. In the case of joint holders of Shares, only the holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the Annual General Meeting and the Class Meetings either in person or by proxy in respect of such Shares. For holders of H Shares, please return the proxy form together with any documents of authority to the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 24 hours before the respective time appointed for the Annual General Meeting and the H Shareholders' Class Meeting or any adjournment thereof. For holders of the Domestic Shares, please return the proxy form together with any documents of authority to the Company's registered office, at No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China as soon as possible but in any event not less than 24 hours before the respective time appointed for the Annual General Meeting and the Domestic Shareholders' Class Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting, the H Shareholders' Class Meeting and the Domestic Shareholders' Class Meeting or any adjournment thereof if they so wish and in such event, the form of proxy shall be deemed revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.logory.com](http://www.logory.com)).

April 26, 2024



## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 9/F, No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China on Wednesday, May 29, 2024 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“China” or “PRC”	the mainland of the People’s Republic of China, for the purpose of this circular and geographical reference only, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Class Meetings”	the H Shareholders’ Class Meeting proposed to be held at 2:30 p.m. on May 29, 2024 (or immediately after conclusion of the Annual General Meeting to be held on the same date or any adjournment thereof) and the Domestic Shareholders’ Class Meeting proposed to be held at 2:45 p.m. on May 29, 2024 (or immediately after conclusion of H Shareholders’ Class Meeting to be held on the same date or any adjournment thereof), notices of the Class Meetings or any adjournment thereof are set out on pages 26 to 31 of this circular
“Company”	Logory Logistics Technology Co., Ltd., a joint stock company incorporated in the People’s Republic of China with limited liability, H Shares of which are listed on the Main Board of the Stock Exchange
“Company Law”	the Company Law of the PRC
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the registered share capital of the Company, with a nominal value of RMB0.0625 each, which are subscribed for and paid up in Renminbi by domestic investors
“Domestic Shareholder(s)”	the registered holder(s) of the Domestic Shares

## DEFINITIONS

“Domestic Shareholders’ Class Meeting”	the class meeting for Domestic Shareholders to be held at 9/F, No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China on Wednesday, May 29, 2024 at 2:45 p.m. (or immediately after the conclusion of the Annual General Meeting and the H Shareholders’ Class Meeting or any adjournment thereof)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“H Share(s)”	the overseas listed foreign shares with a nominal value of RMB0.0625 each in the share capital of the Company, which are listed on the Stock Exchange and subscribed for and traded in Hong Kong Dollars
“H Shareholder(s)”	the registered holder(s) of the H Shares
“H Shareholders’ Class Meeting”	the class meeting for H Shareholders to be held at 9/F, No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China on Wednesday, May 29, 2024 at 2:30 p.m. (or immediately after the conclusion of the Annual General Meeting or any adjournment thereof)
“Issue General Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional H Shares of not exceeding 20% of the total number of issued H shares of the Company as at the date on which the Issue General Mandate is approved by the Shareholders
“Latest Practicable Date”	April 22, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	March 9, 2023, the date on which the H Shares of the Company were listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time

## DEFINITIONS

“Notices of Class Meetings”	notices convening the Class Meetings as set out on pages 26 to 31 of this circular
“Repurchase General Mandate”	a general mandate proposed to be granted to the Directors to repurchase the H Shares in issue of not exceeding 10% of the total number of issued H shares of the Company as at the date on which the Repurchase General Mandate is approved by the Shareholders
“RMB” or “Renminbi”	Renminbi Yuan, the lawful currency of China
“SAFE”	State Administration of Foreign Exchange of the PRC
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of our Company with a nominal value of RMB0.0625 each including our Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time

LETTER FROM THE BOARD



**Logory Logistics Technology Co., Ltd.**  
**合肥維天運通信息科技股份有限公司**

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

**(Stock Code: 2482)**

*Executive Directors:*

Mr. Feng Lei  
Mr. Du Bing  
Mr. Ye Sheng  
Ms. Wang Yao

*Non-executive Director:*

Mr. Chen Zhijie

*Independent Non-executive Directors:*

Mr. Dai Dingyi  
Mr. Li Dong  
Mr. Liu Xiaofeng

*Registered Office:*

No. 2700 Chuangxin Avenue  
High-tech District  
Hefei, Anhui Province  
China

*Head Office:*

No. 2700 Chuangxin Avenue  
High-tech District  
Hefei, Anhui Province  
China

*Principal Place of Business  
in Hong Kong:*

5/F, Manulife Place  
348 Kwun Tong Road  
Kowloon, Hong Kong

April 26, 2024

*To the Shareholders*

Dear Sir/Madam,

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## LETTER FROM THE BOARD

### 1. INTRODUCTION

The Annual General Meeting of the Company will be held at 9/F, No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China at 2:00 p.m. on Wednesday, May 29, 2024, the notice of which is set out on pages 21 to 25 of this circular.

The H Shareholders' Class Meeting will be held at 9/F, No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China at 2:30 p.m. on Wednesday, May 29, 2024 (or immediately after conclusion of the Annual General Meeting to be held on the same date or any adjournment thereof), the notice of which is set out on pages 26 to 28 of this circular.

The Domestic Shareholders' Class Meeting will be held at 9/F, No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China at 2:45 p.m. on Wednesday, May 29, 2024 (or immediately after conclusion of the Annual General Meeting and the H Shareholders' Class Meeting to be held on the same date or any adjournment thereof), the notice of which is set out on pages 29 to 31 of this circular.

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting and Class Meetings to be held on Wednesday, May 29, 2024.

### 2. 2023 ANNUAL REPORT

The Company has prepared its financial statements for 2023 in accordance with the International Accounting Standards and engaged Ernst & Young to audit the Company's financial statements. Ernst & Young has issued a standard unqualified auditor's report to the Company. For the details of the above statements, please refer to the financial report in the Company's 2023 annual report published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.logory.com](http://www.logory.com)) on April 25, 2024.

The 2023 annual report has been considered and approved by the Board on March 27, 2024, and is hereby proposed at the Annual General Meeting for consideration.

### 3. WORK REPORT OF THE BOARD OF DIRECTORS FOR 2023

The work report of the Board for 2023 has been considered and approved by the Board on March 27, 2024, and is hereby proposed at the Annual General Meeting for consideration.

For the full text of the work report of the Board for 2023, please refer to the report of the Directors set out in the Company's 2023 annual report published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.logory.com](http://www.logory.com)) on April 25, 2024.

### 4. WORK REPORT OF THE BOARD OF SUPERVISORS FOR 2023

The work report of the Board of Supervisors for 2023 has been considered and approved by the Board of Supervisors on March 27, 2024, and is hereby proposed at the Annual General Meeting for consideration.

## LETTER FROM THE BOARD

For the full text of the work report of the Board of Supervisors for 2023, please refer to the report of the Board of Supervisors set out in the Company's 2023 annual report published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.logory.com](http://www.logory.com)) on April 25, 2024.

### 5. PROFIT DISTRIBUTION PLAN FOR 2023

Based on the operating results and financial position of the Company, the Board proposes not to distribute final dividend for 2023.

The profit distribution plan for 2023 has been considered and approved by the Board on March 27, 2024, and is hereby proposed at the Annual General Meeting for consideration.

### 6. PROPOSED RE-APPOINTMENT OF AUDITORS FOR 2024

In accordance with the relevant provisions of the Articles of Association and the audit requirements of the Company, the Company intends to re-appoint Ernst & Young as the Company's auditors for 2024 for a term of one year.

The Company confirms that it will pay Ernst & Young RMB2.0 million (including audit fees and non-audit fees of each subsidiary) respectively as its remuneration for serving as the Company's auditors for the year of 2024, and proposes to the Annual General Meeting to authorize the Board or a person authorized by the Board to determine the remuneration of Ernst & Young for serving as the Company's auditors for the year of 2024.

### 7. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated December 29, 2023 in relation to, among other things, the resignation of Mr. Liu Junjie as a non-executive Director of the Company and the proposed appointment of non-executive Director of the fifth session of the Board. On December 29, 2023, the Board has resolved and approved to nominate Mr. Fu Da (傅達) (“**Mr. Fu**”) as a non-executive Director. Pursuant to article 96 of the Articles of Association, the appointment of Mr. Fu shall be subject to the approval by the Shareholders at the Annual General Meeting.

At the Annual General Meeting, ordinary resolution will be proposed to appoint Mr. Fu as a non-executive Director with the term of office commencing from the date of obtaining approval at the Annual General Meeting and ending upon the expiry of the term of the fifth session of the Board. The biographical details of Mr. Fu are set out as follows:

Mr. Fu, aged 37, currently serves as the deputy general manager, chief risk officer, secretary to the Board and a joint company secretary of Haitong Unitrust International Financial Leasing Co., Ltd. (海通恆信國際融資租賃股份有限公司) (“**Haitong Unitrust**”), a listed company on the Stock Exchange (stock code: 01905). He joined Haitong Unitrust in December 2014 as the general manager of High-End Customers Department, and has served as its assistant to general manager since November 2015, its secretary to the Board since May



## LETTER FROM THE BOARD

2017 and its deputy general manager and chief risk officer since March 2019. Mr. Fu has also been serving as a director of Haitong Unitrust International Financial Leasing (Tianjin) Corporation\* (海通恒信國際融資租賃(天津)有限公司) since November 2021.

Mr. Fu has served in various positions in Haitong Securities Co., Ltd. (海通證券股份有限公司), a listed company on the Stock Exchange (stock code: 06837) and listed on the Shanghai Stock Exchange (stock code: SH.600837) from September 2009 to December 2014, including an officer, manager and senior manager of the investment banking department.

Mr. Fu obtained his bachelor's degree in finance from Jinan University (暨南大學), the PRC, in June 2008 and obtained his master's degree in finance and economics from the London School of Economics and Political Science, the United Kingdom, in July 2009.

Taking into consideration of the diversity perspectives (including but not limited to skill sets, gender, age, qualifications, ethnicity, professional experience, independence and knowledge), the Board is satisfied that Mr. Fu is of such character, integrity and experience commensurate with the office of a non-executive Director.

Mr. Fu shall be eligible for re-election upon the expiry of his term of office according to the Articles of Association. The Company will enter into a director service agreement with Mr. Fu for a term commencing from the date of approval at the Annual General Meeting to the expiry of the term of the fifth session of the Board. Under such service agreement, Mr. Fu will not receive any remuneration for holding his office as a non-executive Director.

In view of the foregoing, the Board has recommended Mr. Fu to be appointed as non-executive Director at the Annual General Meeting.

Biographical details (including the details required under Rule 13.51(2) of the Listing Rules) of Mr. Fu who is proposed to be appointed at the Annual General Meeting are set out in Appendix I to this circular.

### **8. BANK CREDIT AND BANK LOANS IN 2024**

To ensure the normal business and operation development, the Company intends to apply for consolidated credit lines of RMB500 million in 2024 from licensed banks and/or authorized financial institutions. Within the scope of the lines, the Group intends to apply for working capital loans, project loans, trade financing, credit (pledge) loans, entrusted loans and other related businesses. The subject of credit is the Company. For the above credit lines, the Company intends to use its own credit as security.

It is hereby proposed that the management of the Company be authorized by the Annual General Meeting to have full authority to conduct specific business on behalf of the Company, including but not limited to signing various legal documents such as contracts and agreements relating to the granting of lines (including but not limited to credit, loans and financing), with an authorization period starting from the date of consideration and approval at the Annual General Meeting to the date of holding the 2024 annual general meeting of the Company. The

## LETTER FROM THE BOARD

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.

The above consolidated credit lines are subject to certain agreements finally entered in with the relevant banks and financial institutions and the final amount may not be equal to the actual financing amount of the Company. The management of the Company will adjust the number of credit-granting financial institutions and the credit limits among such financial institutions according to the actual situation. The Company will actively secure credit resources from banks and other financial institutions in accordance with the principles of maximizing competition and appropriate adjustment. The specific use of lines will be based on the conditions to satisfy the needs of the Company and are most beneficial to the Company.

This resolution was considered and approved by the Board on March 27, 2024 and is being proposed as an ordinary resolution for consideration and approval of the Shareholders at the Annual General Meeting.

### **9. PROVISION OF GUARANTEE IN FAVOUR OF WHOLLY-OWNED SUBSIDIARIES IN 2024**

In order to meet the consolidated credit lines and financing needs of the Company and its wholly-owned subsidiaries, and to ensure the sustainable and stable development of the Group's production and operation, in conjunction with the actual implementation of the Company's guarantee in 2023 and the financing plan for 2024, it is estimated that the amount of guarantee (including but not limited to joint and several liability guarantee and mortgage guarantee) to be provided to the wholly-owned subsidiaries in 2024 shall not exceed RMB100 million. The guarantee provided for each wholly-owned subsidiary shall not exceed RMB50 million. The specific amount is subject to the actual guarantee contract signed.

It is hereby proposed that, within the scope of the above total guarantee amount, the chairman of the Company be authorized by the Annual General Meeting to decide, adjust and approve the specific guarantee amount for the wholly-owned subsidiaries in accordance with the actual situation, and the management of the Company be authorized to have full authority to go through relevant procedures on behalf of the Company within the above guarantee amount, including but not limited to signing relevant legal documents. The authorisation period is from the date of consideration and approval at the Annual General Meeting to the date of holding the 2024 annual general meeting. Such guarantee is subject to the consideration and approval of the Shareholders at the Annual General Meeting.

The above-mentioned entities guaranteed are limited to the Company's wholly-owned subsidiaries, including Hubei Log Logistics Co., Ltd.\* (湖北路歌物流有限公司), Anhui Jinwang Express Logistics Technology Co., Ltd.\* (安徽金網運通物流科技有限公司), Kayou Zone Logistics Technology Co., Ltd.\* (卡友地帶物流科技有限公司), Anhui Qiantong Logistics Technology Co., Ltd.\* (安徽乾通物流科技有限公司), Sichuan Quanwang Express Logistics Technology Co., Ltd.\* (四川全網運通物流科技有限公司), Ma'anshan Cloud Net Logistics Technology Co., Ltd.\* (馬鞍山雲網物流科技有限公司), Anhui Log Transportation Co., Ltd.\* (安徽路歌運輸有限公司), Log Logistics Co., Ltd.\* (路歌物流有限公司), Log Information Technology Co., Ltd.\* (路歌信息科技有限公司), Log Logistics (Dalian) Co.,

## LETTER FROM THE BOARD

Ltd.\* (路歌物流(大連)有限公司), Log Energy Technology (Tianjin) Co., Ltd.\* (路歌能源科技(天津)有限公司), Fujian Huilian Logistics Technology Co., Ltd.\* (福建慧連物流科技有限公司), Tianjin Log Logistics Technology Co., Ltd.\* (天津路歌物流科技有限公司), Huainan Log Logistics Co., Ltd.\* (淮南路歌物流運輸有限公司), Sichuan Jinwang Logistics Technology Co., Ltd.\* (四川金網物流科技有限公司), Anhui Yuntongda Logistics Technology Co., Ltd.\* (安徽運通達物流科技有限公司), Huangshan Log Logistics Technology Co., Ltd.\* (黃山路歌物流科技有限公司), Kajia Technology Co., Ltd.\* (卡加科技有限公司), Fujian Jinwang Express Logistics Technology Co., Ltd.\* (福建金網運通物流科技有限公司), Anqing Jinwang Express Transportation Co., Ltd.\* (安慶金網運通運輸有限公司), Hefei Huika Automobile Service Co., Ltd.\* (合肥惠卡汽車服務有限公司), Anhui Haoyunbao Network Technology Service Co., Ltd.\* (安徽路歌好運寶網絡技術服務有限公司), Tianjin Log Network Technology Co., Ltd.\* (天津路歌網絡科技有限公司) and Lianjiang Data Communication Information Service Co., Ltd.\* (連江數通信息服務有限公司).

The above guarantee amount of RMB100 million includes the guarantees provided by the Company for its wholly-owned subsidiaries and the guarantees provided between wholly-owned subsidiaries. The guarantees mentioned above include security, pledge, charge, lien and deposits as stipulated in the Civil Code of the People's Republic of China in the form of integrated credit facilities, loans, letters of credit and acceptance notes etc., and the determination of the guarantee period and guarantee conditions will depend on the financing needs of the guaranteed parties and will be subject to the signed guarantee contract.

This resolution was considered and approved by the Board on March 27, 2024 and is being proposed as an ordinary resolution for consideration and approval of the Shareholders at the Annual General Meeting.

### 10. PROPOSED GRANT OF ISSUE GENERAL MANDATE

The Company will put forward a special resolution at the Annual General Meeting to grant the Issue General Mandate to the Board to allot, issue and deal with additional H Shares not exceeding 20% of the H Shares in issue as at the date on which the Issue General Mandate is approved by the Shareholders, subject to the conditions as set out in the Notice of Annual General Meeting. As at the Latest Practicable Date, there were 527,431,924 H Shares in issue. Therefore, a maximum of 105,486,384 H Shares, representing 20% of the number of each of the existing issued H Shares, can be separately or concurrently allotted, issued and/or dealt with by the Board pursuant to the Issue General Mandate to be granted by the Shareholders.

Any exercise of the power by the Board under the Issue General Mandate will have to comply with the Articles of Association, the Company Law of the PRC and the Listing Rules and all other applicable laws, rules, regulations and requirements of relevant governmental and/or regulatory authorities.

In order to ensure flexibility and discretion for the Board to issue new H Shares, the Board believes that it is in the best interests of the Company and the Shareholders as a whole for the Issue General Mandate to be granted.

## LETTER FROM THE BOARD

The Issue General Mandate will end on the earliest of (i) the conclusion of the next annual general meeting following the passing of the relevant resolution; (ii) the expiration of a period of 12 months from the date of passing the relevant resolution at the Annual General Meeting; or (iii) the date upon which such authority is revoked or varied by a special resolution of the Shareholders at a general meeting.

### 11. PROPOSED GRANT OF REPURCHASE GENERAL MANDATE

The Company Law and the Articles of Association provide for certain restrictions on share repurchase which are applicable to all classes of Shares of the Company.

The Company Law (to which the Company is subject to) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its registered capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as reward to the staff of the company; or (d) the repurchase is made at the request of its shareholders who disagrees with shareholders' resolutions in connection with a merger or division.

Article 29 of the Articles of Association provides that, among others, the Company may, subject to the procedures set out in the Articles of Association and with the approval of the state competent authorities, repurchase its outstanding shares in accordance with legal procedures under the following circumstances: (I) cancelling its shares for the purpose of reducing the registered capital of the Company; (II) merging with another company which holds the shares of the Company; (III) using shares for employee stock ownership plan or equity incentives; (IV) a shareholder who objects to the resolution on merger or division of the Company passed by a shareholders' general meeting may request the Company to acquire his/her/its shares; (V) utilizing the shares for conversion of corporate bonds issued by the Company which are convertible into shares; (VI) it is necessary for the Company to maintain corporate value and shareholders' interests; and (VII) other circumstances as permitted by laws, administrative regulations and listing rules of the place where the Company's shares are listed and approved by regulatory authorities. Except for the aforesaid circumstances, the Company shall not trade in its own shares.

The Listing Rules permit the shareholders of a PRC joint stock limited company to grant a general mandate to its directors to repurchase shares of such company that is listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by its shareholders in general meeting.

H Shares are traded on the Stock Exchange in Hong Kong dollars. Therefore, the repurchase of H Shares by the Company is subject to the approval of the SAFE (or its successor authority), and the price payable by the Company upon any repurchase of H Shares will be paid in Hong Kong dollars.

In accordance with the requirements of the Articles of Association 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. In addition, the Company Law provides that the shares repurchased by a company will have to be cancelled and the registered capital of that company will therefore be reduced by an amount equivalent to the aggregate nominal

## LETTER FROM THE BOARD

value of the shares so cancelled. In the event of a reduction of registered capital, the Company shall inform its creditors by way of written notice and announcement within a prescribed period after the passing of the relevant resolutions approving such reduction. The creditors shall be entitled to request the Company for repayment of loan and/or provision of guarantee. The statutory notification requirement allows the creditors an opportunity for the recovery and/or security of the debt (in particular for those unsecured debts) where the Company's registered capital is to be reduced.

### **Conditions to repurchase of H Shares**

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any H Shares (including where such repurchase may lead to an enhancement of the net asset value per Share and/or the earnings per Share), approval is proposed to be sought from the Shareholders for the grant of the Repurchase General Mandate to the Directors. In accordance with the legal and regulatory requirements described above, the Directors give notices to convene the Annual General Meeting and the Class Meetings. At each such meeting, a special resolution will be proposed to grant to the Directors the Repurchase General Mandate, i.e. a conditional general mandate to repurchase H Shares in issue on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of H Shares in issue of the Company as at the date on which the Repurchase General Mandate is approved by the Shareholders.

The Repurchase General Mandate will be conditional upon (a) the special resolution for approving the grant of the Repurchase General Mandate being passed at each of the Annual General Meeting and the Class Meetings; and (b) the approvals of SAFE (or its successor authority) and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate. If the above conditions are not fulfilled, the Repurchase General Mandate will not be exercisable by the Directors.

The Repurchase General Mandate would expire on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of a period of 12 months from the date of passing of the relevant resolution at the Annual General Meeting and the Class Meetings; or (iii) the date on which the authority conferred by the special resolution is revoked or varied by a special resolution of the Shareholders in a general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares at their respective class meetings.

The H Shares which may be repurchased by the Company pursuant to the Repurchase General Mandate shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of the resolution approving the Repurchase General Mandate at the Annual General Meeting and the Class Meetings.

An explanatory statement giving certain information regarding the Repurchase General Mandate is set out in Appendix II to this circular.

## LETTER FROM THE BOARD

### 12. NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting at 9/F, No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China at 2:00 p.m. on Wednesday, May 29, 2024 is set out on pages 21 to 25 in this circular. In order to ascertain Shareholders who are entitled to attend the Annual General Meeting, the register of members of the Company will be closed from Thursday, May 23, 2024 to Wednesday, May 29, 2024 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Wednesday, May 29, 2024 are entitled to attend and vote at the Annual General Meeting. Holders of H Shares who intend to attend the Annual General Meeting are required to deposit the share certificates together with the transfer documents at the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Wednesday, May 22, 2024. Holders of Domestic Shares who intend to attend the Annual General Meeting are required to deposit the share certificates together with the transfer documents at the Company's registered office, at No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China before 4:30 p.m. on Wednesday, May 22, 2024.

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](http://www.hkexnews.hk)) and the Company ([www.logory.com](http://www.logory.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at (i) the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares); or (ii) the Company's registered office, at No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China (for holders of Domestic Shares) as soon as possible but in any event not less than 24 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Tuesday, May 28, 2024) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 13. NOTICE OF H SHAREHOLDERS' CLASS MEETING

The notice convening the class meeting for holders of H Shares at 9/F, No. 2700 Chuangxin Avenue, Hightech District, Hefei, Anhui Province, China at 2:30 p.m. on Wednesday, May 29, 2024 (or immediately after the conclusion of the Annual General Meeting) is set out on pages 26 to 28 in this circular.

Proxy forms to be used at the class meeting for holders of H Shares is also enclosed herein and published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.logory.com](http://www.logory.com)). Holders of H Shares who intend to appoint a proxy to attend the above meeting shall complete and return the appropriate proxy form in accordance with the instructions printed thereon.

## **LETTER FROM THE BOARD**

For holders of H Shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the time for holding the class meeting for holders of H Shares in order for such documents to be valid.

In order to ascertain holders of H Shares who are entitled to attend the class meeting for holders of H Shares, the register of members of holders of H Shares of the Company will be closed from Thursday, May 23, 2024 to Wednesday, May 29, 2024 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company on Wednesday, May 29, 2024 are entitled to attend and vote at the class meeting for holders of H Shares. Holders of H Shares who intend to attend the class meeting for holders of H Shares are required to deposit the share certificates together with the transfer documents at the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Wednesday, May 22, 2024.

### **14. NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING**

The notice convening the class meeting for holders of Domestic Shares at 9/F, No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China at 2:45 p.m. on Wednesday, May 29, 2024 (or immediately after the conclusion of the Annual General Meeting and the class meeting for the holders of H Shares) is set out on pages 29 to 31 in this circular.

Proxy forms to be used at the class meeting for holders of Domestic Shares is also enclosed herein and published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.logory.com](http://www.logory.com)). Holders of Domestic Shares who intend to appoint a proxy to attend the above meeting shall complete and return the appropriate proxy form in accordance with the instructions printed thereon.

In order to ascertain holders of Domestic Shares who are entitled to attend the class meeting for holders of Domestic Shares, the register of members of holders of Domestic Shares of the Company will be closed from Thursday, May 23, 2024 to Wednesday, May 29, 2024 (both days inclusive). Holders of Domestic Shares whose names appear on the register of members of the Company on Wednesday, May 29, 2024 are entitled to attend and vote at the class meeting for holders of Domestic Shares. Holders of Domestic Shares who intend to attend the class meeting for holders of Domestic Shares are required to deposit the share certificates together with the transfer documents at the Company's registered office, at No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China before 4:30 p.m. on Wednesday, May 22, 2024.

**LETTER FROM THE BOARD**

**15. RECOMMENDATION**

The Directors believes that all the resolutions proposed for consideration and approval as set out in this circular are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting and the Class Meetings.

Yours faithfully,  
For and on behalf of the Board  
**Logory Logistics Technology Co., Ltd.**  
**FENG Lei**  
*Chairman and Executive Director*

\* *For identification purpose only*



Mr. Fu, aged 37, currently serves as the deputy general manager, chief risk officer, secretary to the Board and a joint company secretary of Haitong Unitrust International Financial Leasing Co., Ltd. (海通恆信國際融資租賃股份有限公司) (“**Haitong Unitrust**”), a listed company on the Stock Exchange (stock code: 01905). He joined Haitong Unitrust in December 2014 as the general manager of High-End Customers Department, and has served as its assistant to general manager since November 2015, its secretary to the Board since May 2017 and its deputy general manager and chief risk officer since March 2019. Mr. Fu has also been serving as a director of Haitong Unitrust International Financial Leasing (Tianjin) Corporation\* (海通恆信國際融資租賃(天津)有限公司) since November 2021.

Mr. Fu has served in various positions in Haitong Securities Co., Ltd. (海通證券股份有限公司), a listed company on the Stock Exchange (stock code: 06837) and listed on the Shanghai Stock Exchange (stock code: SH.600837) from September 2009 to December 2014, including an officer, manager and senior manager of the investment banking department.

Mr. Fu obtained his bachelor’s degree in finance from Jinan University (暨南大學), the PRC, in June 2008 and obtained his master’s degree in finance and economics from the London School of Economics and Political Science, the United Kingdom, in July 2009.

To the best knowledge of the Board, save as disclosed above and as at the Latest Practicable Date: (1) Mr. Fu did not hold any directorship or supervisorship in public companies whose securities are listed in Hong Kong or any overseas securities markets in the past three years; (2) Mr. Fu is not connected to any Director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company; (3) before Mr. Fu’s appointment as a non-executive Director comes into effect, he does not hold any other positions in the Company or any other member companies of the Group; and (4) Mr. Fu does not have any interests in the shares of the Company or its associated corporations within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information that needs to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters in relation to the appointment of Mr. Fu that need to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the Repurchase General Mandate to the Board.

## **LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below. The Company is empowered by the Articles of Association to repurchase its own securities.

## **SHARE CAPITAL**

As at the Latest Practicable Date, the registered share capital of the Company was RMB87,117,257 comprising 866,444,180 Domestic Shares and 527,431,924 H Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase General Mandate and on the basis that no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the Annual General Meeting and the Class Meetings, the Company will be allowed under the Repurchase General Mandate to repurchase a maximum of 52,743,192 H Shares, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution.

## **REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase General Mandate is in the interests of the Company and the Shareholders. An exercise of the Repurchase General Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

## **FUNDING OF REPURCHASES**

In repurchasing its H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC, including but not limited to surplus funds and undistributed profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the repurchase.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase General Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at December 31, 2023, being disclosed in the Company's latest published audited accounts contained in the annual report for the year ended December 31, 2023. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased on

any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company.

### STATUS OF REPURCHASED H SHARES

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

### H SHARE PRICES

The highest and lowest prices at which the H Shares have traded on the Stock exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>2023</b>	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
April	2.83	2.70
May	2.78	1.68
June	2.74	1.59
July	2.28	2.00
August	2.23	1.97
September	2.11	1.72
October	2.09	1.72
November	1.76	1.06
December	1.21	1.00
<b>2024</b>		
January	1.04	0.88
February	1.00	0.70
March	0.79	0.69
April (up to the Latest Practicable Date)	0.78	0.70

### DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases pursuant to the Repurchase General Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

## DISCLOSURE OF INTERESTS

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell to the Company any of the H Shares in the Company if the Repurchase General Mandate is approved at the Annual General Meeting and the Class Meetings.

As at the Latest Practicable Date, no connected person of the Company has notified the Company that he/she/it has a present intention to sell any H Shares nor has such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase General Mandate is granted.

## IMPLICATION UNDER THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase General Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following substantial shareholders held interests in the Shares as follows:

Name of Shareholder	Capacity Nature of interest	Class of Shares held	Number of Shares held	Approximate percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase General Mandate is exercised in full <sup>(1)</sup>
Mr. Feng Lei ("Mr. Feng")	Beneficial owner/Interest in controlled corporation/ Interest held jointly with another person <sup>(2)</sup>	Domestic Shares	551,866,025	39.59%	41.15%
		H Shares	8,062,151	0.58%	0.60%
		<b>Sub-total</b>	<b>559,928,176</b>	<b>40.17%</b>	<b>41.75%</b>
Mr. Du Bing ("Mr. Du")	Beneficial owner/Interest in controlled corporation/ Interest held jointly with another person <sup>(2)</sup>	Domestic Shares	551,866,025	39.59%	41.15%
		H Shares	8,062,151	0.58%	0.60%
		<b>Sub-total</b>	<b>559,928,176</b>	<b>40.17%</b>	<b>41.75%</b>

Name of Shareholder	Capacity Nature of interest	Class of Shares held	Number of Shares held	Approximate percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase General Mandate is exercised in full <sup>(1)</sup>
Shanghai Yunxin Venture Capital Company Limited* (上海雲鑫創業投資有限 公司) ("Shanghai Yunxin")	Beneficial owner	Domestic Shares	72,103,345	5.17%	5.38%
		H Shares	116,947,759	8.39%	8.72%
		<b>Sub-total</b>	<b>189,051,104</b>	<b>13.56%</b>	<b>14.10%</b>
Ant Group Co., Ltd. (螞蟻科技集團股份有限 公司) ("Ant Group")	Interested in controlled corporation <sup>(3)</sup>	Domestic Shares	72,103,345	5.17%	5.38%
		H Shares	116,947,759	8.39%	8.72%
		<b>Sub-total</b>	<b>189,051,104</b>	<b>13.56%</b>	<b>14.10%</b>
Mr. Ye Sheng (葉聖)	Beneficial owner/Interest in controlled corporation <sup>(4)</sup>	Domestic Shares	28,287,476	2.03%	2.11%
		H Shares	45,880,764	3.29%	3.42%
		<b>Sub-total</b>	<b>74,168,240</b>	<b>5.32%</b>	<b>5.53%</b>

## Notes:

- The calculation is based on the total number of 1,341,132,911 Shares in issue assuming the Repurchase General Mandate is exercised in full.
- Shanghai Chuyan Enterprise Management Partnership (Limited Partnership)\* (上海褚岩企業管理合夥企業(有限合夥)) ("Shanghai Chuyan") directly holds approximately 0.93% of the issued share capital of our Company. Mr. Feng is the general partner of Shanghai Chuyan and owns 52% of the equity interests of Shanghai Chuyan. Mr. Du is the sole limited partner of Shanghai Chuyan and owns 48% of the equity interests of Shanghai Chuyan. As such, both Mr. Feng and Mr. Du are deemed under the SFO to be interested in the Shares held by Shanghai Chuyan, including 4,970,665 Domestic Share and 8,062,151 H Shares. By virtue of the concert party agreement entered into by and between Mr. Feng and Mr. Du on July 31, 2021, Mr. Feng and Mr. Du are deemed under the SFO to be interested in each other's interests in the Shares.
- Shanghai Yunxin is a direct wholly-owned subsidiary of Ant Group. As such, Ant Group shall be deemed under the SFO to be interested in the Shares held by Shanghai Yunxin. As at December 31, 2023, Hangzhou Junhan Equity Investment Partnership (Limited Partnership)\* (杭州君瀚股權投資合夥企業(有限合夥)) ("Junhan") and Hangzhou Junao Equity Investment Partnership (Limited Partnership)\* (杭州君澳股權投資合夥企業(有限合夥)) ("Junao") held approximately 31% and 22% of Ant Group's total issued shares, respectively. Hangzhou Xingtao Enterprise Management Consultancy Co., Ltd.\* (杭州星滔企業管理諮詢有限公司) ("Xingtao") is the executive partner and general partner of Junhan; Hangzhou Yunbo Investment Consultancy Co., Ltd.\* (杭州雲鉅投資諮詢有限公司) ("Yunbo") is the executive partner and general partner of Junao; and each of Xingtao and Yunbo is held by five individuals as to 20% each. The remaining issued shares in Ant Group are held as to approximately 33% by Taobao (China) Software Co., Ltd.\* (淘寶(中國)軟件有限公司), an indirect wholly-owned subsidiary of Alibaba Holding, and as to approximately 14% by other minority shareholders.

- (4) Mr. Ye Sheng (葉聖), Tianjin Mingyin, Tianjin Mingtong, Tianjin Mingyun and Tianjin Mingwei directly hold approximately 1.84%, 2.22%, 0.47%, 0.45% and 0.34% of the issued share capital of our Company. Mr. Ye Sheng is the general partner of and has full control over Tianjin Mingyin, Tianjin Mingtong, Tianjin Mingyun and Tianjin Mingwei. As such, Mr. Ye Sheng is deemed under the SFO to be interested in the Shares held by Tianjin Mingyin, Tianjin Mingtong, Tianjin Mingyun and Tianjin Mingwei.

As shown above, the Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law as a result of any repurchases to be made under the Repurchase General Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

### **SECURITIES REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any H Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date up to the Latest Practicable Date.

\* *For identification purpose only*

## NOTICE OF ANNUAL GENERAL MEETING



### **Logory Logistics Technology Co., Ltd.** **合肥維天運通信科技股份有限公司**

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

**(Stock Code: 2482)**

Notice is hereby given that the Annual General Meeting of Logory Logistics Technology Co., Ltd. (the “**Company**”) will be held at 9/F, No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China on Wednesday, May 29, 2024 at 2:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular dated April 26, 2024 issued by the Company (the “**Circular**”):

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the 2023 annual report.
2. To consider and approve the work report of the Board for 2023.
3. To consider and approve the work report of the Board of Supervisors for 2023.
4. To consider and approve the profit distribution plan for 2023.
5. To consider and approve the re-appointment of auditors for 2024 and to authorize the Board to fix their remuneration for 2024.
6. To consider and approve the appointment of Mr. Fu Da as a non-executive Director of the Company and to authorize the Board to fix his remuneration.
7. To consider and approve the bank credit and bank loans in 2024.
8. To consider and approve the provision of guarantee in favour of wholly-owned subsidiaries in 2024.

## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL RESOLUTIONS

9. For the purpose of increasing the flexibility and efficiency in operation of the Company, to give a general mandate to the Board to allot, issue and deal with additional H Shares of which the number does not exceed 20% of the number of H Shares in issue as at the date of this resolution and authorise the Board to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the allotment or issuance of shares:

**“THAT**

- (A) (a) subject to paragraph (c) below and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC, the exercise by the Board during the Relevant Period of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional H 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) above shall authorise 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 H Shares 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 each of the aggregate number of the issued H Shares in issue as at the date of passing this resolution, other than pursuant to (i) a Rights Issue or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association; and
- (d) for the purposes of this resolution:
- “Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of a period of 12 months from the date of passing the relevant resolution at the Annual General Meeting; or
- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company at a general meeting.



## NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or the requirements, of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

(B) the Board is authorised to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the allotment or issuance of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

10. To consider and approve the granting of a general mandate to the Board to repurchase H Shares, during the Relevant Period (as defined in paragraph (c) below):

**“THAT:**

- (a) by reference to market conditions and in accordance with needs of the Company, repurchase the H Shares not exceeding 10% of the aggregate nominal amount of the H Shares in issue as at the date when this resolution is passed;
- (b) the Board be authorised to (including but not limited to the following):
  - (i) determine detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, timing of repurchase and period of repurchase, etc.;
  - (ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas; and
  - (iii) carry out cancellation procedures for repurchased shares, reduce registered capital of the Company in order to reflect the amount of shares repurchased in accordance with the authorisation received by the Board under paragraph (a) of this special resolution and make corresponding amendments to the articles of association of the Company as it thought fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this special resolution.

## NOTICE OF ANNUAL GENERAL MEETING

- (c) For the purposes of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until the earliest of:
- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
  - (ii) the expiration of a period of 12 months from the date of passing the relevant resolution at the Annual General Meeting; or
  - (iii) the date on which the authority conferred to the Board set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company (the “**Shareholders**”) at a general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares at their respective class meetings.”

Yours faithfully,  
For and on behalf of the Board  
**Logory Logistics Technology Co., Ltd.**  
**FENG Lei**  
*Chairman and Executive Director*

Hefei, the People’s Republic of China  
April 26, 2024

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at (i) the Company’s H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares); or (ii) the Company’s registered office, at No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China (for holders of Domestic Shares) not less than 24 hours before the time appointed for the meeting (i.e. not later than 2:00 p.m. on Tuesday, May 28, 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

## NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, May 23, 2024 to Wednesday, May 29, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, May 22, 2024.
5. Holders of Shares shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the Annual General Meeting. If corporate Shareholders appoints authorized representative to attend the Annual General Meeting, the authorized representative shall produce his/her identity documents and a notarially certified copy of the relevant authorization instrument signed by the board of directors or other authorized parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy forms signed by the Shareholders or their attorneys when attending the Annual General Meeting.
6. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board of Directors comprises Mr. FENG Lei, Mr. DU Bing, Mr. YE Sheng and Ms. WANG Yao as executive Directors, Mr. CHEN Zhijie as non-executive Director, and Mr. DAI Dingyi, Mr. LI Dong and Mr. LIU Xiaofeng as independent non-executive Directors.*

## NOTICE OF H SHAREHOLDERS' CLASS MEETING



### Logory Logistics Technology Co., Ltd. 合肥維天運通信科技股份有限公司

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

**(Stock Code: 2482)**

## NOTICE OF THE H SHAREHOLDERS' CLASS MEETING

Notice is hereby given that the class meeting of holders of H Shares of Logory Logistics Technology Co., Ltd. (the “**Company**”) will be held at 9/F, No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China on Wednesday, May 29, 2024 at 2:30 p.m. for considering, and if thought fit, passing the following resolution. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular dated April 26, 2024 issued by the Company (the “**Circular**”):

### SPECIAL RESOLUTION

To consider and approve the granting of a general mandate to the Board to repurchase H Shares, during the Relevant Period (as defined in paragraph (c) below):

**“THAT:**

- (a) by reference to market conditions and in accordance with needs of the Company, repurchase the H Shares not exceeding 10% of the aggregate nominal amount of the H Shares in issue as at the date when this resolution is passed;
- (b) the Board be authorised to (including but not limited to the following):
  - (i) determine detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, timing of repurchase and period of repurchase, etc.;
  - (ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas; and
  - (iii) carry out cancellation procedures for repurchased shares, reduce registered capital of the Company in order to reflect the amount of shares repurchased in accordance with the authorisation received by the Board under paragraph (a) of this special resolution and make corresponding amendments to the articles of association of the Company as it thought fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this special resolution.

## NOTICE OF H SHAREHOLDERS' CLASS MEETING

- (c) For the purposes of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until the earliest of:
- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
  - (ii) the expiration of a period of 12 months from the date of passing the relevant resolution at the Annual General Meeting; or
  - (iii) the date on which the authority conferred to the Board set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company (the “**Shareholders**”) at a general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares at their respective class meetings.”

Yours faithfully,  
For and on behalf of the Board  
**Logory Logistics Technology Co., Ltd.**  
**FENG Lei**  
*Chairman and Executive Director*

Hefei, the People's Republic of China  
April 26, 2024

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time appointed for the meeting (i.e. not later than 2:30 p.m. on Tuesday, May 28, 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

## NOTICE OF H SHAREHOLDERS' CLASS MEETING

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Thursday, May 23, 2024 to Wednesday, May 29, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the H Shareholders' Class Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, May 22, 2024.
5. Holders of H Shares shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the H Shareholders' Class Meeting. If corporate Shareholders appoints authorized representative to attend the class meeting of holders of H Shares, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy forms signed by the Shareholders or their attorneys when attending the H Shareholders' Class Meeting.
6. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board of Directors comprises Mr. FENG Lei, Mr. DU Bing, Mr. YE Sheng and Ms. WANG Yao as executive Directors, Mr. CHEN Zhijie as non-executive Director, and Mr. DAI Dingyi, Mr. LI Dong and Mr. LIU Xiaofeng as independent non-executive Directors.*

## NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING



### Logory Logistics Technology Co., Ltd. 合肥維天運通信息科技股份有限公司

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

**(Stock Code: 2482)**

#### NOTICE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

Notice is hereby given that the class meeting of holders of Domestic Shares of Logory Logistics Technology Co., Ltd. (the “**Company**”) will be held at 9/F, No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China on Wednesday, May 29, 2024 at 2:45 p.m. for considering, and if thought fit, passing the following resolution. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular dated April 26, 2024 issued by the Company (the “**Circular**”):

#### SPECIAL RESOLUTION

To consider and approve the granting of a general mandate to the Board to repurchase H Shares, during the Relevant Period (as defined in paragraph (c) below):

**“THAT:**

- (a) by reference to market conditions and in accordance with needs of the Company, repurchase the H Shares not exceeding 10% of the aggregate nominal amount of the H Shares in issue as at the date when this resolution is passed;
- (b) the Board be authorised to (including but not limited to the following):
  - (i) determine detailed repurchase plan, including but not limited to repurchase price, number of shares to repurchase, timing of repurchase and period of repurchase, etc.;
  - (ii) open overseas share accounts and carry out the foreign exchange approval and the foreign exchange change registration procedures in relation to transmission of repurchase fund overseas; and
  - (iii) carry out cancellation procedures for repurchased shares, reduce registered capital of the Company in order to reflect the amount of shares repurchased in accordance with the authorisation received by the Board under paragraph (a) of this special resolution and make corresponding amendments to the articles of association of the Company as it thought fit and necessary in order to reflect the reduction of the registered capital of the Company and carry out any other necessary actions and deal with any necessary matters in order to repurchase relevant shares in accordance with paragraph (a) of this special resolution.

## NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

- (c) For the purposes of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until the earliest of:
- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
  - (ii) the expiration of a period of 12 months from the date of passing the relevant resolution at the Annual General Meeting; or
  - (iii) the date on which the authority conferred to the Board set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company (the “**Shareholders**”) at a general meeting or by a special resolution of holders of H Shares or holders of Domestic Shares at their respective class meetings.”

Yours faithfully,  
For and on behalf of the Board  
**Logory Logistics Technology Co., Ltd.**  
**FENG Lei**  
*Chairman and Executive Director*

Hefei, the People’s Republic of China  
April 26, 2024

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s registered office, at No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China not less than 24 hours before the time appointed for the meeting (i.e. not later than 2:45 p.m. on Tuesday, May 28, 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.



## NOTICE OF DOMESTIC SHAREHOLDERS' CLASS MEETING

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Thursday, May 23, 2024 to Wednesday, May 29, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Domestic Shareholders' Class Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's registered office, at No. 2700 Chuangxin Avenue, High-tech District, Hefei, Anhui Province, China for registration not later than 4:30 p.m. on Wednesday, May 22, 2024.
5. Holders of Domestic Shares shall produce their identity documents and supporting documents in respect of the shares of the Company held when attending the Domestic Shareholders' Class Meeting. If corporate Shareholders appoints authorized representative to attend the Domestic Shareholders' Class Meeting, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy forms signed by the Shareholders or their attorneys when attending the Domestic Shareholders' Class Meeting.
6. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board of Directors comprises Mr. FENG Lei, Mr. DU Bing, Mr. YE Sheng and Ms. WANG Yao as executive Directors, Mr. CHEN Zhijie as non-executive Director, and Mr. DAI Dingyi, Mr. LI Dong and Mr. LIU Xiaofeng as independent non-executive Directors.*