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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) POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 12 MAY 2023
AND
(2) CHANGE OF NON-EXECUTIVE DIRECTOR**

References are made to the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) issued by 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**”) on 12 April 2023. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Notice and Circular.

POLL RESULTS OF THE AGM

The AGM was 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..

As at the date of the AGM, the issued share capital of the Company was 354,312,000 Shares of nominal value of RMB1.00 each, which was divided into 256,068,800 Domestic Shares and 98,243,200 H Shares. The total number of shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM was 354,312,000 Shares. None of the Shareholders who was entitled to attend the AGM was required to abstain from voting in favour of the resolutions as set out in Rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on the resolutions at the AGM, or has stated his/her/its intention in the Circular to vote against or to abstain from voting on the resolutions at the AGM. Shareholders or their proxies holding an aggregate of 276,068,800 Shares with voting rights (which represented approximately 77.92% of the total issued share capital of the Company) were present at the AGM.

Apart from Mr. Zhou Zhiyuan and Mr. Jo Shibin, who could not attend due to other engagements, all Directors attended the AGM in person or by electronic means.

The Board is pleased to announce that all the resolutions as set out in the Notice were duly passed by the

Shareholders by way of poll. The poll results of the AGM are as follows:

ORDINARY RESOLUTIONS		Number of votes (approximate percentage)	
		FOR	AGAINST
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.	276,068,800 (100%)	0 (0%)
2.	To consider and approve the report of the supervisory committee of the Company (the “ Supervisory Committee ”) for the year ended 31 December 2022.	276,068,800 (100%)	0 (0%)
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.	276,068,800 (100%)	0 (0%)
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.	276,068,800 (100%)	0 (0%)
5.	To consider and approve annual financial budget for 2023.	276,068,800 (100%)	0 (0%)
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.	276,068,800 (100%)	0 (0%)
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.	276,068,800 (100%)	0 (0%)
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.	276,068,800 (100%)	0 (0%)
9.	To consider and approve the election of Ms. Sun Jing as a	276,068,800	0

	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.	(100%)	(0%)
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.	276,068,800 (100%)	0 (0%)
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.	276,068,800 (100%)	0 (0%)
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.	276,068,800 (100%)	0 (0%)
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.	276,068,800 (100%)	0 (0%)
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	276,068,800 (100%)	0 (0%)

	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.	276,068,800 (100%)	0 (0%)
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.	276,068,800 (100%)	0 (0%)
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.	276,068,800 (100%)	0 (0%)
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.	276,068,800 (100%)	0 (0%)
SPECIAL RESOLUTIONS		Number of votes (approximate percentage)	
		FOR	AGAINST
19.	To consider and approve the resolution on amendments to the Articles of Association of Tianjin Binhai Teda Logistics	276,068,800 (100%)	0 (0%)

	(Group) Corporation Limited.		
20.	<p>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:</p> <p>“THAT</p> <p>(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;</p> <p>(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;</p> <p>(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</p> <p>(d) for the purposes of this resolution:</p> <p>“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p>	276,068,800 (100%)	0 (0%)

	<p>(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</p> <p>(iii) the revocation or variation of the authority given under this resolution by a special resolution in a general meeting of the Company.</p> <p>(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 subparagraph (a) of paragraph (A) of this resolution.”</p>		
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As more than half of the votes were respectively cast in favour of the resolutions Nos. 1 to 18 at the AGM, these resolutions were duly passed as ordinary resolutions of the Company. As more than two-third of the votes were respectively cast in favour of the resolutions No. 19 and 20 at the AGM, these resolutions were duly passed as special resolutions of the Company.

The H share registrar of the Company, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer of the AGM for the purpose of vote-taking at the AGM.

CHANGE OF NON-EXECUTIVE DIRECTOR

As disclosed in the Circular, Mr. Zhou Zhiyuan retired by rotation at the conclusion of the AGM and did not stand for re-election.

Ms. Sun Jing (“**Ms. Sun**”) was appointed as a non-executive Director with effect from 12 May 2023 until the expiry of the term of the then session of the Board.

Ms. Sun, 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).

The Company proposes to enter into a service agreement with Ms. Sun for a term starting from 12 May 2023 until the expiry of the term of the then session of the Board. Pursuant to the terms of the proposed service agreement, Ms. Sun will receive an emolument of RMB50,000 per annum which is at the same rate as that payable by the Company to the other non-executive Directors.

Save as disclosed above, as at the date of this announcement, Ms. Sun has confirmed that she (i) does not have any relationship with any Director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company; (ii) does not have any interests in the Shares within the meaning of Part XV of the SFO; (iii) has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) does not hold any other position in the Company and other members of the Group, or have any other

major appointments and professional qualifications.

Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Ms. Sun that needs 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.

Following the appointment of Ms. Sun, the Board has achieved gender diversity and thus fulfils the requirement under Rule 17.104 of the GEM Listing Rules.

The Board wishes to take this opportunity to express its sincere gratitude to Mr. Zhou Zhiyuan for his valuable contributions to the development of the Company during his terms of office and welcome the new director.

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 May 2023

As at the date of this announcement, the Board comprises Mr. Yang Weihong as executive Director; Mr. Li Jian, Ms. Sun Jing, Mr. Jo Shibin and Mr. Zhang Yan as non-executive Directors; and Prof. Cheng Xinsheng, Mr. He Yongjun, Prof. Japhet Sebastian Law and Mr. Peng Zuowen as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this announcement or any statement herein misleading.

This announcement will remain on the “Latest Listed Company Announcements” page of the Stock Exchange’s website at www.hkexnews.hk for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.tbtl.cn.