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

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

**If you have sold or transferred** all your shares in Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (天津濱海泰達物流集團股份有限公司), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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

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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 company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 8348)**

- (1) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD  
TO ISSUE SHARES AND REPURCHASE SHARES**
- (2) PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY**
- (4) PROPOSED CHANGE OF PRC AUDITOR AND RE-APPOINTMENT OF  
INTERNATIONAL AUDITOR AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

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

A notice convening the Annual General Meeting of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (天津濱海泰達物流集團股份有限公司) to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Monday, 22 June 2026 at 9:30 a.m. is set out on pages 29 to 32 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tbtl.cn](http://www.tbtl.cn)). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish.

This circular will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and on the Company's website at [www.tbtl.cn](http://www.tbtl.cn) for 7 days from the date of its publication.

\* For identification purposes only

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Main Board. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

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## DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Monday, 22 June 2026 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of Annual General Meeting which is set out on pages 29 to 32 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“CCASS”	The Central Clearing and Settlement System established and operated by the HKSCC
“Company”	Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司), a joint stock company incorporated in the PRC with limited liability and whose H Shares are listed on GEM (Stock code: 8348)
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities of GEM
“Group”	the Company and its subsidiaries
“H Share(s)” or “Share(s)”	overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

\* For identification purposes only

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## DEFINITIONS

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“Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with H Shares (including selling or transferring any treasury shares) not exceeding 20% of the aggregate number of H Shares (excluding treasury shares) of the Company in issue as at the date of passing of the resolution granting of the issue mandate
“Latest Practicable Date”	27 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase not exceeding 10% of the aggregate number of H Shares (excluding treasury shares) of the Company in issue as at the date of passing of the resolution granting of the repurchase mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“treasury share(s)”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent

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LETTER FROM THE BOARD

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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 company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 8348)**

*Executive Directors:*

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

*Non-executive Directors:*

Mr. Li Jian  
Ms. Meng Jun  
Ms. Hu Shanshan

*Independent non-executive Directors:*

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

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

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

*Principal place of business in Hong Kong:*

25th Floor, Neich Tower,  
128 Gloucester Road,  
Wanchai, Hong Kong

*Hong Kong share registrar and transfer office:*

Computershare Hong Kong Investor  
Services Limited  
Shops 1712-1716, 17/F,  
Hopewell Centre,  
183 Queen's Road East,  
Wanchai, Hong Kong

29 May 2026

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD  
TO ISSUE SHARES AND REPURCHASE SHARES**  
**(2) PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS**  
**(3) PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY**  
**(4) PROPOSED CHANGE OF PRC AUDITOR AND RE-APPOINTMENT OF  
INTERNATIONAL AUDITOR**  
**AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is, inter alia, to provide you with information regarding the resolutions to be proposed at the Annual General Meeting for (1) the grant of the general mandate to the Board to issue Shares and repurchase Shares; (2) proposed election and re-election of directors; (3) proposed amendments to the Articles of the Company; and (4) proposed change of PRC auditor and re-appointment of international auditor; and to give you a notice of the Annual General Meeting and to seek your approval of, among others, these resolutions to be proposed thereat.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES AND REPURCHASE SHARES

#### Issue Mandate

To increase the flexibility and efficiency in operation, and to give discretion to the Board in the event that it becomes desirable to issue new Shares, the Company proposes to obtain the approval from Shareholders by way of a special resolution for the general mandate to allot, issue and otherwise deal with additional H Shares not exceeding 20% of the total number of H Shares in issue (excluding treasury shares) as at the date of the passing of the relevant resolution. Any exercise of the power by the Directors under the general mandate shall be subject to the relevant requirements of the GEM Listing Rules, the Articles and the applicable laws and regulations of the PRC. The Board has no present plan to issue new Shares pursuant to the general mandate.

As at the Latest Practicable Date, the Company had 354,312,000 ordinary shares in issue, all of which are H Shares, including 522,000 H Shares held as treasury shares. Subject to the passing of the resolution for the approval of the general mandate and in accordance with the terms of the general mandate, the Company will be authorised to allot, issue and deal with up to 70,758,000 H Shares on the basis that no further Shares will be issued by the Company prior to the Annual General Meeting.

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

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

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the GEM Listing Rules, the Articles and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Shares and to make or grant offers, agreements, options and rights of exchange or conversion (including selling or transferring any treasury shares) which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion (including selling or transferring any treasury shares) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of H Shares to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the aggregate number of H Shares (excluding treasury shares) as at the date of passing of this resolution; and

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## LETTER FROM THE BOARD

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- (d) for the purposes of this resolution: “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or other applicable laws; or
  - (iii) the revocation or variation of the authority given under this resolution by a special resolution in a general meeting of the Company.

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

### Repurchase Mandate

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

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

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

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

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## LETTER FROM THE BOARD

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

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

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

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

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## LETTER FROM THE BOARD

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2. For the purposes of this resolution: “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or other applicable laws; or
  - (iii) the revocation or variation of the authority given under this resolution by a special resolution in a general meeting of the Company.

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

### 3. PROPOSED ELECTION AND RE-ELECTION OF DIRECTORS

Pursuant to the Articles, the term of office of the Directors shall be three years and Directors shall be eligible for re-election upon expiry of their terms of office. The terms of office of all existing Directors will expire on the date of the Annual General Meeting.

Mr. Yang Weihong (being the executive Director and the chairman of the Board), Ms. Ma Xin (being the executive Director and General Manager), Mr. Li Jian, Ms. Meng Jun and Ms. Hu Shanshan (all being non-executive Directors), and Prof. Cheng Xinsheng, Mr. He Yongjun, Prof. Japhet Sebastian Law and Mr. Peng Zuowen (all being independent non-executive Directors) will retire at the Annual General Meeting. Mr. Li Jian will not stand for re-election at the Annual General Meeting. Based on the review and nomination made by the Nomination Committee of the Company, the Board has proposed to the Shareholders Ms. Guan Danyi as a candidate for non-executive Director. Mr. Yang Weihong, Ms. Ma Xin, Ms. Meng Jun, Ms. Hu Shanshan, Prof. Cheng Xinsheng, Mr. He Yongjun, Prof. Japhet Sebastian Law and Mr. Peng Zuowen are eligible and willing to stand for re-election at the Annual General Meeting.

After enquiry on independence, Prof. Cheng Xinsheng declared and confirmed his independence in accordance with the provisions on the independence of independent non-executive directors set out in Rule 5.09 of the GEM Listing Rules. To the best knowledge of the Company, there is no matter that may affect Professor Cheng’s independent judgment. Professor Cheng does not have any relationship with any substantial shareholder, Director and other senior management of the Company that would affect his independence. At least one member of the Board must be an independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules. Professor Cheng is a member of the Chinese Institute of Certified Public Accountants and has extensive experience in financial accounting and corporate governance. Professor Cheng contributes to the diversity of the Board from the perspectives of accounting, business management and corporate governance. Professor Cheng knows the Company well. Although Professor Cheng has served as an independent non-executive Director of the Company for more than nine years, after the Board reviewed the results of the enquiry

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## LETTER FROM THE BOARD

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on his independence, assessed his contribution at meetings during his term of office and specifically discussed whether his service for more than nine years would affect his objective judgment, the Board is still of the view that Professor Cheng's length of service has not diminished his independence in any respect. The Board considers that Professor Cheng possesses the experience, skills, knowledge, morality, integrity and independence required to continue to serve as an independent non-executive Director of the Company and he is qualified to act as an independent non-executive Director of the seventh session of the Board of the Company.

After enquiry on independence, Mr. He Yongjun declared and confirmed his independence in accordance with the provisions on the independence of independent non-executive directors set out in Rule 5.09 of the GEM Listing Rules. To the best knowledge of the Company, there is no matter that may affect Mr. He's independent judgment. Mr. He does not have any relationship with any substantial shareholder, Director and other senior management of the Company that would affect his independence. Mr. He has extensive experience in project investment, finance and industrial interaction and development. Mr. He's skills and knowledge complement the professional background of the Board in such areas, which could bring fresh perspectives to the business development of the Company and enhance the diversity of the Board. In addition, after review by the Nomination Committee of the Company, Mr. He possesses the experience, skills, knowledge, morality, integrity and independence required to continue to serve as an independent non-executive Director of the Company and he is qualified to act as an independent non-executive Director of the seventh session of the Board of the Company.

After enquiry on independence, Prof. Japhet Sebastian Law declared and confirmed his independence in accordance with the provisions on the independence of independent non-executive directors set out in Rule 5.09 of the GEM Listing Rules. To the best knowledge of the Company, there is no matter that may affect Professor Law's independent judgment. Professor Law does not have any relationship with any substantial shareholder, Director and other senior management of the Company that would affect his independence. Professor Law has frequently expressed independent views and provided objective guidance at Board meetings and Board committee meetings. Professor Law knows the Company well and contributes to the diversity of the Board through his professional skills, knowledge and valuable experience in corporate management and governance, academia and public service. Leveraging his extensive professional knowledge and practical experience, Professor Law has provided much valuable advice for the development of the Company. Although Professor Law has served as an independent non-executive Director of the Company for more than nine years, after the Board reviewed the results of the enquiry on his independence, assessed his contribution at meetings during his term of office and specifically discussed whether his service for more than nine years would affect his objective judgment, the Board is still of the view that Professor Law's length of service has not diminished his independence in any respect. The Board considers that Professor Law possesses the experience, skills, knowledge, morality, integrity and independence required to continue to serve as an independent non-executive Director of the Company and he is qualified to act as an independent non-executive Director of the seventh session of the Board of the Company.

After enquiry on independence, Mr. Peng Zuowen declared and confirmed his independence in accordance with the provisions on the independence of independent non-executive directors set out in Rule 5.09 of the GEM Listing Rules. To the best knowledge of the Company, there is no matter that may affect Mr. Peng's independent judgment. Mr. Peng does not have any relationship with any substantial shareholder, Director and other senior management of the Company that would affect his

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## LETTER FROM THE BOARD

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independence. Mr. Peng has extensive experience in the management and application of the big data industry and has brought diversified perspectives and recommendations to the decision-making of the Board and provided much valuable advice for the development of the Company. Mr. Peng's length of service will reach nine years in November 2027. Nevertheless, the Board is still of the view that Mr. Peng's length of service has not diminished his independence in any respect. The Board considers that Mr. Peng possesses the experience, skills, knowledge, morality, integrity and independence required to continue to serve as an independent non-executive Director of the Company and he is qualified to act as an independent non-executive Director of the seventh session of the Board of the Company.

At the Annual General Meeting, resolutions will be proposed for the election of a new Director or the re-election of retiring Directors for a term of three years and to authorise the Board to enter into new service contracts or letters of appointment (as the case may be) with the newly elected Directors. The term of office of the newly elected Directors shall be three years, proposed to commence on 22 June 2026 and end upon the conclusion of the annual general meeting to be held in 2029.

Biographical details of the candidates proposed to be elected as Directors at the Annual General Meeting are set out in Appendix II to this circular.

#### **4. PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY**

Reference is made to the announcement of the Company dated 18 March 2026 in relation to the proposed amendments to the Articles.

In order to further improve the Articles and reflect the latest amendments to laws and regulations, the Board has reviewed the Articles and, having considered the actual circumstances of the Company, proposes to amend the relevant provisions of the Articles to, among other things, (i) align the Articles with the new requirements under the Company Law, relevant laws and regulations and the GEM Listing Rules in relation to hybrid general meetings and electronic voting; and (ii) incorporate certain other housekeeping and consequential amendments.

The legal advisers of the Company have confirmed that the proposed amendments to the Articles conform with the requirements of the GEM Listing Rules (where applicable), and the laws of the PRC. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

The proposed amendments to the Articles are subject to the consideration and approval at the Annual General Meeting by way of a special resolution and all necessary approvals, authorisations or registration (if applicable) having been obtained from or filed with the relevant government or regulatory authorities in the PRC. Details of the proposed amendments to the Articles are set out in Appendix III of this circular.

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

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## LETTER FROM THE BOARD

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### 5. PROPOSED CHANGE OF PRC AUDITOR AND RE-APPOINTMENT OF INTERNATIONAL AUDITOR

Rongcheng (Hong Kong) CPA Limited has consecutively provided audit services for the financial statements of the Company for the years 2024 and 2025, and is relatively familiar with the operation, management and financial position of the Company. The communication between the parties has been smooth and the cooperation has been satisfactory. Accordingly, the Company proposes to re-appoint Rongcheng (Hong Kong) CPA Limited as the international auditor of the Company with an annual service fee of HK\$1.18 million for a term ending upon the conclusion of the next annual general meeting of the Company.

Meanwhile, commencing from the audit of the financial statements of the Company for the year ended 2024, Zhongxingcai Guanghua Certified Public Accountants LLP Tianjin Branch\* (中興財光華會計師事務所(特殊普通合夥)天津分所) was appointed as the PRC auditor of the Company. As its head office has been subject to an administrative penalty imposed by the Ministry of Finance, resulting in the suspension of its business operations for one year, it is unable to continue to provide audit services for the year 2026. In order to ensure the stable and smooth implementation of the audit work of the Company for the year 2026, the Company has decided to change its PRC auditor for the year 2026 and, through a public tender process, selected WUYIGE Certified Public Accountants LLP\* (大信會計師事務所(特殊普通合夥)) as the PRC auditor of the Company with an annual service fee of RMB550,000 for a term ending upon the conclusion of the next annual general meeting of the Company.

The above fees were determined by the Company and Rongcheng (Hong Kong) CPA Limited and WUYIGE Certified Public Accountants LLP\* (大信會計師事務所(特殊普通合夥)) after careful consideration and arm's length negotiation, taking into account, among other factors, historical audit fees, prevailing market rates, the complexity of the Group's business and business plans, the expected audit scope, the expected audit time required and the resources required by the auditors. Such estimated audit fees also assume that there will be no material changes in the Group's operations, accounting policies or regulatory environment during the relevant financial year, and that the Company will provide timely and sufficient assistance and information as reasonably required for the audit.

### 6. ANNUAL GENERAL MEETING

The notice of Annual General Meeting is set out on pages 29 to 32 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the grant of the general mandate, the re-election and election of Directors, the proposed amendments to the Articles and the change of PRC auditor and the re-appointment of international auditor.

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.tbtl.cn](http://www.tbtl.cn)). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Annual General Meeting and voting in person if you so wish. According to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll.

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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Directors are of the view that all resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of Annual General Meeting.

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

\* *For identification purposes only*

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

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the registered capital of the Company was 354,312,000 ordinary Shares, all of which were H Shares of nominal value of RMB1.0 each, including 522,000 H Shares held as treasury shares.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased from the Latest Practicable Date to the date of Annual General Meeting, the Directors will be allowed to repurchase a maximum of 35,379,000 Shares (representing 10% of the aggregate number of H Shares (excluding treasury shares)) from the date of the resolution granting the Repurchase Mandate up to the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the date on which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

## **2. REASONS AND FUNDING OF REPURCHASES**

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

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

The Directors consider that if the Repurchase Mandate was to be exercised in full, it may not have adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2025, being the date on which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### 3. SHARE PRICES

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

Month	Highest Price HK\$	Lowest Price HK\$
May 2025	0.490	0.430
June 2025	0.480	0.435
July 2025	0.520	0.440
August 2025	0.580	0.445
September 2025	0.840	0.445
October 2025	0.450	0.410
November 2025	0.455	0.385
December 2025	0.425	0.390
January 2026	0.415	0.380
February 2026	0.460	0.375
March 2026	0.420	0.370
April 2026	0.410	0.400
May 2026 (up to the Latest Practicable Date)	0.380	0.325

### 4. TAKEOVERS CODE

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

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the Annual General Meeting, on exercise in full of the Repurchase Mandate, the number of issued Shares (excluding treasury shares) will decrease from 353,790,000 to 318,411,000.

As at the Latest Practicable Date, Tianjin TEDA Investment Holding Co., Ltd. ("**TEDA Holding**") is interested in 150,420,051 Shares, representing approximately 42.52% of the total share capital in issue of the Company (excluding treasury shares). The decrease of issued Shares resulting from the full exercise of the Repurchase Mandate will cause the percentage shareholding of TEDA Holding to increase to approximately 47.24%. Such increase may lead to a mandatory general offer obligation under Rules 26 and 32 of the Takeovers Code.

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

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

## **5. GENERAL**

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

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

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

According to the GEM Listing Rules, in the event that the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will cancel the repurchased Shares and/or hold such Shares as the treasury shares according to market conditions and capital management needs of the Company at such time of repurchasing Shares. If the Company holds any treasury share, any sale or transfer of treasury share shall abide by the terms of the Issue Mandate in the special resolution and is subject to the GEM Listing Rules and the applicable laws and regulations of PRC.

For any treasury shares deposited in CCASS, the Company will take appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as treasury shares. Such measures may include an approval by the Board that (a) the Company will not (or will procure its broker not to) give any directions to HKSCC to vote at general meetings for the treasury shares deposited in CCASS; and (b) in the case of dividends or distributions, the Company will withdraw the treasury shares from the CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as treasury shares.

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

**6. REPURCHASED SHARES**

During the six months prior to the Latest Practicable Date, the Company did not repurchase any Shares on GEM or any other stock exchange.

## EXECUTIVE DIRECTORS

**Mr. Yang Weihong** (楊衛紅), aged 57, joined the Company on 20 March 2018 and was appointed as the general manager of the Company (which is equivalent to the position of chief executive), and was appointed as the executive Director and Chairman of the Company on 11 May 2018. He graduated from the Department of Mathematics of Nankai University in July 1990 with a science bachelor degree in Computational Mathematics and Applied Software, and graduated with a master's degree in public management from Renmin University of China in 2005 and graduated from the School of Law of Nankai University with a master's degree in law (civil law and business law) in 2008. He served as a staff at the planning department of Tianjin Dynamic Factory (天津動力機廠計劃處) from July 1990 to October 1992, a clerk at Tianjin Talent Exchange and Service Center (天津市人才交流服務中心) from October 1992 to June 1995, and worked at the Labor Personnel Bureau of Tianjin Economic and Technological Development Area from June 1995 to June 2002, where he held various positions including a clerk at the Employment Agency (職業介紹所), deputy director of the General Office (presiding), head of the Labor Protection Supervision Department (勞動保護監察科), head of the Special Equipment Inspection and Management Station (特種設備檢測管理站), head of the Social Security Division (社會保障科), etc. From 2002 to March 2018, he worked for Tianjin TEDA Investment Holdings Co., Ltd., and held various positions including deputy manager of the Human Resources Department (presiding), the manager, director of the General Office and the head of the Party Committee office, etc. During that period, he also served as the director and a member of the appraisal and remuneration committee of the board of directors of Tianjin TEDA Investment Holdings Co., Ltd., and served as the director of Tianjin Teda Football Club Co., Ltd. (天津泰達足球俱樂部有限公司). He resigned as the general manager of the Company in July 2023. Currently, he serves as the Secretary of the Party General Branch, Chairman of the Company and the chairman of Tianjin Fengtian Logistics Co., Ltd., Tianjin Teda Alps Logistics Co., Ltd. and Dalian Alps Teda Logistics Co., Ltd. (all being subsidiaries of the Group).

As at the Latest Practicable Date, save as disclosed above, Mr. Yang Weihong does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Yang Weihong is re-appointed as an executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as an executive Director. Mr. Yang Weihong will be appointed for a term commencing on 22 June 2026 and ending on the expiry of the term of the then session of the Board. Mr. Yang Weihong will not receive any Director's remuneration. Save as disclosed above, the Board is not aware of any matters in relation to the proposed appointment of Mr. Yang Weihong that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**Ms. Ma Xin (馬欣)**, aged 42, joined the Company in July 2023 and was appointed as the deputy general manager of the Company (presiding work), and then as the executive Director and general manager of the Company (which is equivalent to the position of chief executive) on 25 January 2024. She graduated from Nankai University majoring in logistics with a master's degree in economics. She was a senior auditor of Deloitte Huayong Accounting Firm Limited in Tianjin, the minister of finance and assistant to general manager of Tianjin Jinran Public Utilities Company Limited (stock code: 01265, Hong Kong Stock Exchange), the manager of financial management department of the Finance Center of Southern Entrepreneurship (Tianjin) Technology Development Co., Ltd., the assistant to the minister of the asset management department of Tianjin Tsinlien Investment Holding Co., Ltd. and the chief financial officer of Tianjin Teda Asset Operation Management Co., Ltd. She is currently the deputy secretary of Party Branch, executive Director, and general manager of the Company and the directors of Tianjin Teda Alps Logistics Co., Ltd. and Dalian Alps Teda Logistics Co., Ltd. (all being subsidiaries of the Group).

As at the Latest Practicable Date, save as disclosed above, Ms. Ma Xin does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. She has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, nor does she have any interests in any Shares within the meanings of Part XV of the SFO. If Ms. Ma Xin is re-appointed as an executive Director at the Annual General Meeting, the Company will enter into a service agreement with her in respect of her appointment as an executive Director. Ms. Ma Xin will be appointed for a term commencing on 22 June 2026 and ending on the expiry of the term of the then session of the Board. Ms. Ma Xin will not receive any Director's remuneration. Save as disclosed above, the Board is not aware of any matters in relation to the proposed appointment of Ms. Ma Xin that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

#### **NON-EXECUTIVE DIRECTORS**

**Ms. Hu Shanshan (胡姗姗)**, aged 40, joined the Company in August 2025. She graduated in International Economics and Trade from Flinders University in Australia with a master's degree. She served as an employee of Tianjin TEDA Gas Co., Ltd., an employee of the Asset Management Department and the assistant to the director of the Asset Management Department of Tianjin TEDA Investment Holding Co., Ltd. She is currently the deputy director of the Asset Management Department of Tianjin TEDA Investment Holding Co., Ltd.

As at the Latest Practicable Date, save as disclosed above, Ms. Hu Shanshan does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. She has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, nor does she have any interests in any Shares within the meanings of Part XV of the SFO. If Ms. Hu Shanshan is re-appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with her in respect of her appointment as a non-executive Director. Ms. Hu Shanshan will be appointed for a term commencing on 22 June 2026 and ending on the expiry of the term of the then session of the Board. Ms. Hu Shanshan is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to her positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the proposed appointment of Ms. Hu Shanshan that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**Ms. Meng Jun (孟隽)**, aged 46, joined the Company in June 2023. Member of China Zhigong Party, member of Beijing Youth Working Committee of China Zhigong Party, member of Beijing Tongzhou Youth Federation, fund practitioner of Asset Management Association of China, Certified Management Accountant of the United States (CMA). She graduated from Jilin University with a bachelor's degree in international trade in 2001 and graduated from University of Bath in the United Kingdom with a Master's degree in corporate finance in 2002. She worked as the investment manager of the international business department of Delong International Strategic Investment Co., Ltd., and the assistant to the president of Chia Tai Land Co., Ltd. She is currently the senior vice president of Chia Tai Bright Investment Co., Ltd., a director of C.P. Layer & Egg (Beijing) Co., Ltd.\* (正大蛋雞養殖(北京)有限公司) and also holds key positions in the Edge Fund established by Chia Tai and a Japanese investment organization, as well as the Vietnam Development Investment Fund established by Chia Tai and a Vietnamese investment organization.

As at the Latest Practicable Date, save as disclosed above, Ms. Meng Jun does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. She has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, nor does she have any interests in any Shares within the meanings of Part XV of the SFO. If Ms. Meng Jun is re-appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with her in respect of her appointment as a non-executive Director. Ms. Meng Jun will be appointed for a term commencing on 22 June 2026 and ending on the expiry of the term of the then session of the Board. Ms. Meng Jun is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to her positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the proposed appointment of Ms. Meng Jun that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**Ms. Guan Danyi (關丹怡)**, aged 47, graduated from Harbin Engineering University in 2000 with a bachelor's degree in economic law, and graduated from the University of Huddersfield, the United Kingdom, in 2002 with a master's degree in marketing. She previously served as legal manager, legal director, deputy general manager of the administration department and deputy general manager of the human resources department of the headquarters of Chia Tai Pharmaceutical Group (正大製藥集團), concurrently serving as secretary of the Party branch and chairman of the labour union. She currently serves as secretary of the Party branch, deputy general manager of the legal department and chairman of the labour union of Chia Tai Pharmaceutical Investment (Beijing) Group Co., Ltd. (正大製藥投資(北京)集團有限公司).

As at the Latest Practicable Date, save as disclosed above, Ms. Guan Danyi does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. She has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, nor does she have any interests in any Shares within the meanings of Part XV of the SFO. If Ms. Guan Danyi is appointed as a non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with her in respect of her appointment as a non-executive Director. Ms. Guan Danyi will be appointed for a term commencing on 22 June 2026 and ending on the expiry of the term of the then session of the Board. Ms. Guan Danyi is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to her positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the proposed appointment of Ms. Guan Danyi that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

#### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Prof. Cheng Xinsheng (程新生)**, aged 63, joined the Company in June 2014. He is a Doctor and Postdoc of Management. From 2004 to 2005, he was the visiting scholar of University of Alberta in Canada and was honored with the awards of outstanding result in social science for several times. In 1994, he became a fellow member of the Chinese Institute of Certified Public Accountants. He was in charge of over ten research projects in management funded by National Natural Science Foundation and projects funded by the Humanities and Social Sciences Foundation of the Ministry of Education. He has published five books and over 50 articles and has a translated work. He was an independent director of Offshore Oil Engineering Co., Ltd (Stock Code: 600583, Shanghai Stock Exchange) and an external supervisor of Hua Xia Bank Co., Ltd. (stock code: 600015, Shanghai Stock Exchange). He is currently a Professor and doctoral supervisor of Accounting Department of Business School of Nankai University. He is also an independent director of CSSC (Handan) Pairui Special Gas Co., Ltd. (中船(邯鄲)派瑞特種氣體股份有限公司) and a member of the Chinese Academy of Management.

As at the Latest Practicable Date, save as disclosed above, Prof. Cheng Xinsheng does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, senior

management, substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Prof. Cheng Xinsheng is appointed as an independent non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as an independent non-executive Director. Prof. Cheng Xinsheng will be appointed for a term commencing on 22 June 2026 and ending on the expiry of the term of the then session of the Board. Prof. Cheng Xinsheng is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the proposed appointment of Prof. Cheng Xinsheng that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. He Yongjun (何勇軍)**, aged 47, joined the Company in June 2022. He graduated in Technical Economics and Management from Tianjin University (天津大學) with a master's degree and a doctorate degree. He served as an independent director of Tianjin Rianlon New Materials Company Limited\* (天津利安隆新材料股份有限公司) (stock code: 300596, Shenzhen Stock Exchange ChiNext) and Tianjin King-meter Technology Company Limited\* (天津金米特科技股份有限公司) (stock code: 872249, National Equities Exchange and Quotations). He is currently the chairman of Tianjin Ruiyi Jinrong Enterprise Management Consulting Company Limited\* (天津銳意津融企業管理諮詢有限公司), the general manager of Tianjin Beiyang Haitang Venture Capital Management Company Limited\* (天津北洋海棠創業投資管理有限公司), the partner of Beiyang Haitang Fund\* (北洋海棠基金), the general manager of Tianjin University Science Park\* (天津大學科技園) (Nankai Park, Jinnan Park, Tiankai Park, Xiqing Park), and the chairman and the executive director of Tianjin Zhongzheng Logistics Company Limited\* (天津中正物流有限公司). He is also an independent director of Tianjin Yiyi Hygiene Products Co., Ltd.\* (天津市依依衛生用品股份有限公司) (stock code: 001206, Shenzhen Stock Exchange) and Tianjin Meiteng Technology Co., Ltd.\* (天津美騰科技股份有限公司) (stock code: 688420, Sci-Tech Innovation Board).

As at the Latest Practicable Date, save as disclosed above, Mr. He Yongjun does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. He Yongjun is appointed as an independent non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as an independent non-executive Director. Mr. He Yongjun will be appointed for a term commencing on 22 June 2026 and ending on the expiry of the term of the then session of the Board. Mr. He Yongjun is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the proposed appointment of Mr. He Yongjun that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**Prof. Japhet Sebastian Law** (羅文鈺), aged 74, joined the Company in August 2012. He obtained his Doctorate degree of Philosophy in mechanical/industrial engineering from the University of Texas at Austin in 1976. He was a professor of the Department of Decision Sciences and Managerial Economics of the Chinese University of Hong Kong from 1986 to 2012. Mr. Law was the Associate Dean and subsequently the Dean of the Faculty of Business Administration of the Chinese University of Hong Kong from 1993 to 2002. Prior to returning to Hong Kong, he was the director of Operations Research at the Cullen College of Engineering and director of Graduate Studies in Industrial Engineering at the University of Houston, and was also involved with the U.S. Space Program in his career with McDonnell Douglas and Ford Aerospace in the United States. He was the consultant of various corporations in Hong Kong and overseas. He is also active in public services, having served as a member of the Provisional Regional Council of The Government of the Hong Kong Special Administrative Region and various other committees, and is also active on the boards of profit, non-profit and charitable organisations in Hong Kong and overseas. From August 2003 to January 2006 and September 2008 to 24 May 2024, he was an independent non-executive director of Global Digital Creations Holdings Limited (Stock Code: 08271). From September 2013 to 30 May 2024, he acted as independent non-executive director of Shougang Fushan Resources Group Limited (Stock Code: 00639). He currently serves as an independent non-executive director of Tianjin Port Development Holdings Limited (Stock Code: 03382), Regal Hotels International Holdings Limited (Stock Code: 00078), Binhai Investment Company Limited (Stock Code: 02886) and Gome Finance Technology Co., Ltd. (Stock Code: 00628, renamed as Tong Tong AI Social Group Limited), all being companies listed on the Hong Kong Stock Exchange.

As at the Latest Practicable Date, save as disclosed above, Prof. Japhet Sebastian Law does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Prof. Japhet Sebastian Law is appointed as an independent non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as an independent non-executive Director. Prof. Japhet Sebastian Law will be appointed for a term commencing on 22 June 2026 and ending on the expiry of the term of the then session of the Board. Prof. Japhet Sebastian Law is entitled to a Director's fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group's performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the proposed appointment of Prof. Japhet Sebastian Law that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**Mr. Peng Zuowen (彭作文)**, aged 48, joined the Company in November 2018, graduated in Information Management from Beijing Forestry University (北京林業大學) in July 2000. He had worked as the Deputy Director of the Information Center of China Flower and Gardening News (《中國花卉報》信息中心), a newspaper affiliated to the Economic Daily Newspaper Group (經濟日報報業集團). He is now the Chairman of China Urban Economics Research Institute. He was the author of “Big Data Analysis by Industry” (《大數據分行業大解析》) and the business definer of “big data”. He is dedicated to three key areas including the management and the practical application of big data in various industries, the research and practice and application of big data empowerment in urban industrial development, and the construction and operation of smart cities by new-generation information technologies. As a result of his contribution to the aforesaid three key areas, he was interviewed in the CCTV program “Beyond” (CCTV《超越》欄目) and awarded with the title “China Outstanding Innovative Entrepreneur of the Year 2017”. He was invited to deliver a lecture in the topic “Digital Economy Empowers Urban Industrial Development and Accelerates the Formation of New Quality Productive Forces” at the Study Session (Expanded) of the Theoretical Learning Center Group of the Party Committee in over 30 cities across the country, including Ezhou, Zhoukou, Yunfu, Fengtai District of Beijing, and Ninghe District of Tianjin, promoting the implementation of the “Special Initiative on Digital Intelligence Empowering High-Quality Urban Industrial Development” at the municipal and district/county levels.

As at the Latest Practicable Date, save as disclosed above, Mr. Peng Zuowen does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. If Mr. Peng Zuowen is appointed as an independent non-executive Director at the Annual General Meeting, the Company will enter into a service agreement with him in respect of his appointment as an independent non-executive Director. Mr. Peng Zuowen will be appointed for a term commencing on 22 June 2026 and ending on the expiry of the term of the then session of the Board. Mr. Peng Zuowen is entitled to a Director’s fee in an amount to be determined by the Board from time to time with reference to his positions and duties in the Company, the prevailing market rates and the Group’s performance, subject to the approval at the Annual General Meeting. Save as disclosed above, the Board is not aware of any matters in relation to the proposed appointment of Mr. Peng Zuowen that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

\* For identification purposes only

## APPENDIX III DETAILS OF AMENDMENTS TO THE ARTICLES OF THE COMPANY

The major proposed amendments to the Articles are as follows:

No.	Original Articles	Revised Articles
1.	<p><b>Article 1.</b></p> <p>.....</p> <p>Founder of the Corporation: TEDA Investment Holding Co., Ltd (Legal Add: No. 9 Shengda Street, TEDA, Tianjin), Tianjin TEDA State-Owned Asset Management Company (Legal Add: No.19 Hongda Street, TEDA, Tianjin).</p>	<p><b>Article 1.</b></p> <p>.....</p> <p>Founder of the Corporation: TEDA Investment Holding Co., Ltd, <b>currently renamed as: Tianjin TEDA Investment Holding (Group) Co., Ltd.</b> (Legal Add: No. 9 Shengda Street, TEDA, Tianjin), Tianjin TEDA State-Owned Asset Management Company (Legal Add: No.19 Hongda Street, TEDA, Tianjin).</p>
2.	<p><b>Article 22.</b></p> <p>As approved by the Securities Regulatory Authority of the State Council, the Corporation may issue shares to both domestic and foreign investors.</p> <p>.....</p>	<p><b>Article 22.</b></p> <p><del>As approved by</del> <b>Subject to the registration or filing with</b> the Securities Regulatory Authority of the State Council, the Corporation may issue shares to both domestic and foreign investors.</p> <p>.....</p>
3.	<p><b>Article 23.</b></p> <p>.....</p> <p>As approved by the Securities Regulatory Authority of the State Council, domestic shareholders can hand over all or part of their shares to foreign investors and these shares can be listed abroad, and all or part of the domestic shares may be converted to foreign shares and the foreign shares so converted may be listed and traded on overseas stock exchange(s), but shall comply with the process, regulations and requirements of supervision and management of a foreign security market. Any shareholders meeting is unnecessary in such case.</p>	<p><b>Article 23.</b></p> <p>.....</p> <p><del>As approved by</del> <b>Subject to the filing with</b> the Securities Regulatory Authority of the State Council, domestic shareholders can hand over all or part of their shares to foreign investors and these shares can be listed abroad, and all or part of the domestic shares may be converted to foreign shares and the foreign shares so converted may be listed and traded on overseas stock exchange(s), but shall comply with the process, regulations and requirements of supervision and management of a foreign security market. Any shareholders meeting is unnecessary in such case.</p>

**APPENDIX III DETAILS OF AMENDMENTS TO THE ARTICLES OF THE COMPANY**

No.	Original Articles	Revised Articles
4.	<p><b>Article 25.</b></p> <p>.....</p> <p>The plan of respective issuance of overseas listed foreign shares and domestic shares mentioned above can be carried out within 15 months upon approval from China Securities Regulatory Commission.</p>	<p><b>Article 25.</b></p> <p>.....</p> <p>The plan of respective issuance of overseas listed foreign shares and domestic shares mentioned above can be carried out within 15 months upon <del>approval from</del> <b>registration or filing with</b> China Securities Regulatory Commission.</p>
5.	<p><b>Article 49.</b></p> <p>When the Corporation is to hold an annual general meeting, it shall notify shareholders not less than 21 days prior to the meeting; and where the Corporation is to hold an extraordinary general meeting, it shall notify the shareholders not less than 15 days prior to the meeting.</p> <p>Regarding the calculation of the notice period, the date on which the meeting is convened shall not be included.</p>	<p><b>Article 49.</b></p> <p>When the Corporation is to hold an annual general meeting, it shall notify shareholders not less than 21 days prior to the meeting; and where the Corporation is to hold an extraordinary general meeting, it shall notify the shareholders not less than 15 days prior to the meeting.</p> <p>Regarding the calculation of the notice period, the date on which the meeting is convened shall not be included.</p> <p><b><u>The Corporation shall convene a shareholders meeting at the domicile of the Corporation or the place of the meeting as specified in the notice of the meeting. The shareholders meeting shall be held in a venue and in the form of an on-site meeting or by electronic communication or a combination of both. After the shareholders meeting notice is issued, the venue of the shareholders meeting shall not be changed without a justifiable reason. If it is necessary to change, the convener shall announce it and explain the reason at least two working days before the date of the on-site meeting.</u></b></p>

**APPENDIX III DETAILS OF AMENDMENTS TO THE ARTICLES OF THE COMPANY**

No.	Original Articles	Revised Articles
		<p><u>The Corporation can provide convenience for shareholders to attend and speak at the shareholders meeting through various modern information technology means, provided that the shareholders meeting is legal and valid and meets the conditions. Shareholders who participate in the shareholders meeting virtually through the above-mentioned technology shall be deemed to be present, and can vote electronically through the internet.</u></p> <p><u>When the Corporation holds a shareholders meeting in the form of electronic communication and a poll is conducted by way of internet, it shall be carried out in accordance with the Company Law and the relevant regulations of the securities regulatory authorities and stock exchanges where the Corporation's stocks are listed.</u></p>
6.	<p><b>Article 50.</b></p> <p>The shareholder(s) (either independently or jointly) holding of the total number 1% or more (including 1%) of the Corporation's voting shares shall be entitled to propose temporary proposal(s) 10 days before the convening of the shareholders meeting and in writing to the Board, and the temporary proposal(s) shall have a clear topic of discussion and a specific matter to be resolved. The Board shall notify other shareholders within 2 days upon receipt of such proposal(s), and propose the temporary proposal(s) to the shareholders meeting, except for the breach of laws, administrative regulations or the Articles of Association requirement or the matters in the proposal(s) that do not fall within the scope of functions and rights of the shareholder meeting.</p> <p>.....</p>	<p><b>Article 50.</b></p> <p>The shareholder(s) (either independently or jointly) holding of the total number 1% or more (including 1%) of the Corporation's <del>voting</del> shares shall be entitled to propose temporary proposal(s) 10 days before the convening of the shareholders meeting and in writing to the Board, and the temporary proposal(s) shall have a clear topic of discussion and a specific matter to be resolved. The Board shall notify other shareholders within 2 days upon receipt of such proposal(s), and propose the temporary proposal(s) to the shareholders meeting, except for the breach of laws, administrative regulations or the Articles of Association requirement or the matters in the proposal(s) that do not fall within the scope of functions and rights of the shareholder meeting.</p> <p>.....</p>

**APPENDIX III DETAILS OF AMENDMENTS TO THE ARTICLES OF THE COMPANY**

No.	Original Articles	Revised Articles
7.	<p><b>Article 52.</b> The notice of a shareholder meeting shall meet the following requirements :</p> <p>1. it shall be made in writing ;</p> <p>.....</p> <p>9. it shall state the written reply of the potential attendants and the time and place for the delivery of the meeting's proxy's forms. and</p> <p>10. it shall prepare a regular contact form which contains the names and telephone numbers of the attendants.</p>	<p><b>Article 52.</b> The notice of a shareholder meeting shall meet the following requirements :</p> <p>1. it shall be made in writing ;</p> <p>.....</p> <p>9. it shall state the written reply of the potential attendants and the time and place for the delivery of the meeting's proxy's forms;<del>and</del></p> <p>10. it shall <u>state</u> <del>prepare</del> <u>the name and telephone number of</u> a regular contact <u>person of the meeting</u> <del>form</del> <del>which contains the names and telephone numbers of the attendants.</del>; <u>and</u></p> <p><b>11. <u>it shall state voting time and voting procedures by internet or other means.</u></b></p>
8.	<p><b>Article 61.</b> Resolutions of the shareholders meeting can be ordinary resolutions or special resolutions.</p> <p>Ordinary resolutions of the shareholders meeting shall be passed by more than half of the voting rights held by the shareholders (including proxies) present at the meeting.</p>	<p><b>Article 61.</b> Resolutions of the shareholders meeting can be ordinary resolutions or special resolutions.</p> <p>Ordinary resolutions of the shareholders meeting shall be passed by more than half of the voting rights held by the shareholders (including proxies) present at the meeting.</p>
9.	<p><b>Article 72.</b> Shareholders meeting shall be convened and presided over by the chairman of the board. Where the chairman of the board cannot perform duties or do not perform duties for any reason, the meeting shall be presided over by the director elected by more than half of the board of directors.</p>	<p><b>Article 72.</b> Shareholders meeting shall be convened and presided over by the chairman of the board. Where the chairman of the board cannot perform duties or do not perform duties for any reason, the meeting shall be presided over by the director elected by more than half of the board of directors.</p>

**APPENDIX III DETAILS OF AMENDMENTS TO THE ARTICLES OF THE COMPANY**

No.	Original Articles	Revised Articles
10.	<p><b>Article 98.</b> The board of directors is accountable to the shareholder meeting, and it formulates strategies, makes decisions and prevents risks, and shall exercise the following powers:</p> <p>1. being responsible for calling meetings of shareholders meeting and presenting reports thereto;</p> <p>.....</p> <p>3. determining the Corporation’s business programs and investment plans, except major investment plans that shall be submitted to the shareholders meeting for approval as prescribed by the Articles of Association;</p> <p>.....</p> <p>17. Other authorities authorized by shareholders meeting and the Articles of Association.</p> <p>Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of the directors with the exception of resolutions on matters referred to in Items 6, 7, 12 and 13, which shall require the affirmative vote of more than two-thirds of the directors.</p> <p>.....</p>	<p><b>Article 98.</b> The board of directors is accountable to the shareholder meeting, and it formulates strategies, makes decisions and prevents risks, and shall exercise the following powers:</p> <p>1. being responsible for calling meetings of shareholders meeting and presenting reports thereto;</p> <p>.....</p> <p>3. determining the Corporation’s business <b>plans</b> <del>programs</del> and investment <b>proposals</b><del>plans</del>, except major investment <b>proposals</b><del>plans</del> that shall be submitted to the shareholders meeting for approval as prescribed by the Articles of Association;</p> <p>.....</p> <p>17. Other authorities authorized by shareholders meeting and the Articles of Association.</p> <p>Resolutions by the board of directors on matters referred to in the preceding paragraph may be passed by the affirmative vote of more than half of <b>all</b><del>the</del> directors with the exception of resolutions on matters referred to in Items 6, 7, 12 and 13, which shall require the affirmative vote of more than two-thirds of <b>all</b><del>the</del> directors.</p> <p>.....</p>

**APPENDIX III DETAILS OF AMENDMENTS TO THE ARTICLES OF THE COMPANY**

No.	Original Articles	Revised Articles
11.	<p><b>Article 100.</b> The chairman shall exercise the following authorities:</p> <p>1. presiding over shareholders meetings, and calling and presiding over meetings of the board of directors;</p> <p>.....</p> <p>7. other functions granted by the board of directors.</p> <p>If the chairman of the board of directors is unable to perform his duties, the duties shall be performed by a director jointly recommended by half or more of the directors.</p> <p>Significant matters shall be subject to discussion by the Party Organisation before any decision shall be made by the chairman.</p>	<p><b>Article 100.</b> The chairman shall exercise the following authorities:</p> <p>1. presiding over shareholders meetings, and calling and presiding over meetings of the board of directors;</p> <p>...</p> <p>7. other functions granted by the board of directors.</p> <p>If the chairman of the board of directors is unable to perform his duties, the duties shall be performed by a director jointly recommended by <b>more than</b> half <del>or more</del> of the directors.</p> <p>Significant matters shall be subject to discussion by the Party Organisation before any decision shall be made by the chairman.</p>
12.	<p><b>Article 180.</b> If the liquidation committee, having thoroughly examined the Corporation’s assets and prepared a balance sheet and asset list, discovers that the Corporation’s property is insufficient to pay its debts in full, it shall apply to the people’s court for a declaration of bankruptcy in accordance with the law.</p> <p>Once the Corporation is adjudged bankrupt by a ruling of the People’s Court, the liquidating committee shall transfer the liquidating affairs to bankruptcy administrator appointed by the People’s Court.</p>	<p><b>Article 180.</b> If the liquidation committee, having thoroughly examined the Corporation’s assets and prepared a balance sheet and asset list, discovers that the Corporation’s property is insufficient to pay its debts in full, it shall apply to the people’s court for a <del>declaration of bankruptcy</del> <b>liquidation</b> in accordance with the law.</p> <p>Once <del>the Corporation is adjudged bankrupt by a ruling of the People’s Court</del> <b>accepts the bankruptcy application</b>, the liquidating committee shall transfer the liquidating affairs to bankruptcy administrator appointed by the People’s Court.</p>

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## NOTICE OF ANNUAL GENERAL MEETING

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天津濱海泰達物流集團股份有限公司  
**Tianjin Binhai Teda Logistics (Group) Corporation Limited\***  
*(a joint stock company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 8348)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (天津濱海泰達物流集團股份有限公司) will be held on Monday, 22 June 2026 at 9:30 a.m. at the registered office of the Company at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC for the purpose of considering, and, if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “**Director(s)**”) of the Company (the “**Board**”) for the year ended 31 December 2025.
2. 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 2025.
3. To consider and approve the re-appointment of Rongcheng (Hong Kong) CPA Limited and the appointment of WUYIGE Certified Public Accountants LLP\* (大信會計師事務所(特殊普通合夥)) as the international auditor and PRC auditor of the Company, respectively, for a term ending upon the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine their remuneration.
4. To consider and approve the re-election of Mr. Yang Weihong as an executive Director for a term beginning on 22 June 2026 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 under and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and approve the re-election of Ms. Ma Xin as an executive Director for a term beginning on 22 June 2026 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Ms. Ma Xin, to enter into a service agreement with her under and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.
6. To consider and approve the re-election of Ms. Hu Shanshan as a non-executive Director for a term beginning on 22 June 2026 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Ms. Hu Shanshan, to enter into a service agreement with her under and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.
7. To consider and approve the re-election of Ms. Meng Jun as a non-executive Director for a term beginning on 22 June 2026 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Ms. Meng Jun, to enter into a service agreement with her under and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.
8. To consider and approve the election of Ms. Guan Danyi as a non-executive Director for a term beginning on 22 June 2026 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Ms. Guan Danyi, to enter into a service agreement with her under and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.
9. To consider and approve the re-election of Mr. Cheng Xinsheng as an independent non-executive Director for a term beginning on 22 June 2026 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 under and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.
10. To consider and approve the re-election of Mr. He Yongjun as an independent non-executive Director for a term beginning on 22 June 2026 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 under and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.
11. To consider and approve the re-election of Mr. Japhet Sebastian Law as an independent non-executive Director for a term beginning on 22 June 2026 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Japhet Sebastian Law, to enter into a service agreement with him under and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.

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## NOTICE OF ANNUAL GENERAL MEETING

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12. To consider and approve the re-election of Mr. Peng Zuowen as an independent non-executive Director for a term beginning on 22 June 2026 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 under and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.

### SPECIAL RESOLUTIONS

13. To consider and approve the grant of general mandate to the Board to issue Shares.
14. To consider and approve the grant of general mandate to the Board to repurchase Shares.
15. To consider and approve the resolution on amendments to the Articles of Association of Tianjin Binhai Teda Logistics (Group) Corporation Limited.

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

Tianjin, the PRC  
29 May 2026

Notes:

1. Unless otherwise stated or the context otherwise requires herein, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 29 May 2026 (the “**Circular**”). The relevant full text of the resolutions referred to in this notice is set out in the Circular.
2. A member of the Company (“**Member**”) entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy needs not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of joint holders of any H Share(s), only the person whose name appears first in the register of Members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share(s) at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share(s).
3. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H Share registrar (“**Share registrar**”), Computershare Hong Kong Investor Services Limited, at 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of Members in Hong Kong will be closed from 16 June 2026 to 22 June 2026, both days inclusive, during which period no transfer of H Shares will be effected. For the identification of Members eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 15 June 2026.

\* *For identification purposes only*

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## NOTICE OF ANNUAL GENERAL MEETING

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5. Whether or not holders of H Shares intend to attend the Meeting, they are requested to complete the enclosed form of proxy and return it, by hand or by post, to the Company's H share registrar, at 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the Meeting.

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

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

*This notice will remain on the "Latest Listed Company Announcements" page of the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) for 7 days from the date of its publication. This notice will also be posted on the Company's website at [www.tbt.cn](http://www.tbt.cn).*