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天津濱海泰達物流集團股份有限公司

Tianjin Binhai Teda Logistics (Group) Corporation Limited*

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

(Stock code: 8348)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING AND THE
EXTRAORDINARY GENERAL MEETING HELD ON 19 JUNE 2020**

**(2) CHANGE OF NON-EXECUTIVE DIRECTOR
AND**

(3) CHANGE OF SUPERVISORS

Reference is made to (i) the circular (the “**AGM Circular**”) and the notice of the Annual General Meeting (the “**AGM Notice**”) issued by Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司) (the “**Company**”) dated 20 May 2020 and (ii) the circular of the Company dated 3 June 2020 in relation to the Tedahang Continuing Connected Transaction (the “**Tedahang CCT Circular**”) and the notice of the EGM dated 3 June 2020 (the “**EGM Notice**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the AGM Circular and the Tedahang CCT Circular.

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING AND THE EGM

The Annual General Meeting and the EGM (collectively, the “**Meetings**”) were held in the morning on Friday, 19 June 2020 at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC.

The Annual General Meeting

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

or to abstain from voting on the resolutions at the Annual General Meeting. Shareholders or their proxies holding an aggregate of 276,363,744 Shares with voting rights (which represented approximately 78% of the total issued share capital of the Company) were present at the Annual General Meeting.

The Board is pleased to announce that the resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll. The poll results of the Annual General Meeting are as follows:

ORDINARY RESOLUTIONS		Number of votes (approximate percentage)	
		FOR	AGAINST
1.	To consider and approve the report of the Board for the year ended 31 December 2019.	276,363,744 (100%)	0 (0%)
2.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2019.	276,363,744 (100%)	0 (0%)
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditor's report for the year ended 31 December 2019.	276,363,744 (100%)	0 (0%)
4.	To consider and approve the re-appointment of CAC CPA Limited Liability Partnership* (中審華會計師事務所(特殊普通合夥)) and HLB Hodgson Impey Cheng Limited as the PRC auditor and the international auditor of the Company respectively to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.	276,363,744 (100%)	0 (0%)
5.	To consider and approve the re-election of Mr. Yang Weihong as an executive Director for a term beginning on 19 June 2020 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 on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.	276,068,800 (99.89%)	294,944 (0.11%)
6.	To consider and approve the re-election of Mr. Zheng Yuying as a non-executive Director for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Zheng Yuying, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.	276,363,744 (100%)	0 (0%)
7.	To consider and approve the re-election of Ms. Peng Bo as a non-executive Director for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Ms. Peng Bo, to enter into a service agreement with her on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.	276,363,744 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of votes (approximate percentage)	
		FOR	AGAINST
8.	To consider and approve the re-election of Mr. Li Jian as a non-executive Director for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Li Jian, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.	276,363,744 (100%)	0 (0%)
9.	To consider and approve the election of Mr. Xu Zhimin as a non-executive Director for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Xu Zhimin, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.	276,363,744 (100%)	0 (0%)
10.	To consider and approve the re-election of Mr. Cheng Xinsheng as an independent non-executive Director for a term commencing on 19 June 2020 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 on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.	276,363,744 (100%)	0 (0%)
11.	To consider and approve the re-election of Mr. Japhet Sebastian Law as an independent non-executive Director for a term commencing on 19 June 2020 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 on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.	276,068,800 (99.89%)	294,944 (0.11%)
12.	To consider and approve the re-election of Mr. Peng Zuowen as an independent non-executive Director for a term commencing on 19 June 2020 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 on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.	276,363,744 (100%)	0 (0%)
13.	To consider and approve the re-election of Mr. Zhou Zisheng as an independent non-executive Director for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Board, and authorize the Board to determine the remuneration of Mr. Zhou Zisheng, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.	276,363,744 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of votes (approximate percentage)	
		FOR	AGAINST
14.	To consider and approve the election of Mr. Li Chenjun as a shareholder representative Supervisor for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Supervisory Committee, and authorize the Board to determine the remuneration of Mr. Li Chenjun, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.	276,363,744 (100%)	0 (0%)
15.	To consider and approve the re-election of Mr. Han Wanjin as a shareholder representative Supervisor for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Supervisory Committee, and authorize the Board to determine the remuneration of Mr. Han Wanjin, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.	276,068,800 (99.89%)	294,944 (0.11%)
16.	To consider and approve the election of Mr. Yan Jun as a shareholder representative Supervisor for a term commencing on 19 June 2020 and ending upon expiry of the term of the then session of the Supervisory Committee, and authorize the Board to determine the remuneration of Mr. Yan Jun, to enter into a service agreement with him on and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to give effect to such matters.	276,363,744 (100%)	0 (0%)

SPECIAL RESOLUTION		Number of votes (approximate percentage)	
		FOR	AGAINST
17.	<p>To grant a general mandate to issue, allot and deal with additional Domestic Shares and/or H Shares, not exceeding 20% of the issued Shares of that class as at the date of the resolution and authorize the Board to make corresponding amendments to the Articles as it thinks fit so as to reflect the new capital structure upon the allotment, issuance and dealing of Shares:</p> <p>“THAT</p> <p>(A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the Articles and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;</p> <p>(b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;</p> <p>(c) the aggregate number of Domestic Shares and/or H Shares to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the issued Shares of that class as at the date of passing of this resolution; and</p> <p>(d) for the purposes of this resolution:</p> <p>“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or other applicable laws; or</p> <p>(iii) the revocation or variation of the authority given under this resolution by a special resolution in a general meeting of the Company.</p> <p>(B) The Board be authorized to make corresponding amendments to the Articles as it thinks fit so as to reflect the new capital structure upon the allotment, issuance or dealing of Shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”</p>	<p>276,068,800 (99.89%)</p>	<p>294,944 (0.11%)</p>

As more than half of the votes were respectively cast in favour of the resolutions nos. 1 to 16 at the Annual General Meeting, these resolutions were duly passed as ordinary resolutions of the Company. As more than two-third of the votes were cast in favour of the resolution no. 17 at the Annual General Meeting, such resolution was duly passed as a special resolution of the Company.

The EGM

As at the date of the EGM, the issued share capital of the Company was 354,312,000 Shares of nominal value of RMB1.00 each, which was divided into 256,068,800 Domestic Shares and 98,243,200 H Shares. Sino Biopharm and its associates, which in aggregate held 77,303,789 Shares (approximately 21.82% of the total issued share capital of the Company) as at the date of the EGM, were required to abstain and have abstained from voting on the resolution at the EGM. Save as disclosed above, (i) no Shareholder who was entitled to attend the EGM was required to abstain from voting in favour of the resolution as set out in Rule 17.47A of the GEM Listing Rules and (ii) no other Shareholder was required under the GEM Listing Rules to abstain from voting on the resolution at the EGM, or has stated his/her/its intention in the Tedahang CCT Circular to vote against or to abstain from voting on the resolution at the EGM. Accordingly, the total number of shares entitling the Shareholders to attend and vote on the resolution proposed at the EGM was 277,008,211 Shares. Shareholders or their proxies holding an aggregate of 199,059,955 Shares with voting rights (which represented approximately 56.18% of the total issued share capital of the Company) were present at the EGM.

The Board is pleased to announce that the resolution as set out in the EGM Notice was duly passed by the Independent Shareholders by way of poll. The poll results of the EGM are as follows:

ORDINARY RESOLUTION	Number of votes (approximate percentage)	
	FOR	AGAINST
<p>“THAT</p> <p>(a) the framework agreement on business cooperation entered into between the Company and Tedahang Cold Chain Logistics Co., Ltd.* (泰達行(天津)冷鏈物流有限公司) on 27 December 2019 (the “Tedahang Business Cooperation Framework Agreement”, a copy of which marked “A” has been tabled before the meeting and initialed by the chairman of the meeting for the purpose of identification) and the proposed annual caps for the continuing connected transactions contemplated under the Tedahang Business Cooperation Framework Agreement for the period from 1 January 2020 to 31 December 2022 and all other transactions contemplated thereunder and in connection therewith and any other ancillary documents be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one director of the Company (the “Director”) be and is hereby authorised for and on behalf of the Company to do all such acts and things, and execute, sign all such other documents and take all such steps as he/she may in his/her discretion consider necessary, desirable, expedient or appropriate for the implementation of the Tedahang Business Cooperation Framework Agreement and the proposed annual caps for the continuing connected transactions contemplated thereunder and any transactions contemplated thereunder, including consent to or make modifications, amendments or waivers thereunder, and all such acts and things any one Director has done are hereby approved, confirmed and ratified.”</p>	<p>199,059,955 (100%)</p>	<p>0 (0%)</p>

As more than half of the votes were cast in favour of the above resolution at the EGM, such resolution was duly passed as an ordinary resolution of the Company.

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

(2) CHANGE OF NON-EXECUTIVE DIRECTOR

Retirement of non-executive Director

As disclosed in the AGM Circular, Mr. Yang Xiaoping (楊小平) retired by rotation at the conclusion of the Annual General Meeting and did not stand for re-election.

Appointment of non-executive Director

The Board would like to announce that Mr. Xu Zhimin (徐志敏) was appointed as a non-executive Director with effect from 19 June 2020 and ending upon expiry of the term of the then session of the Board.

Mr. Xu Zhimin, aged 56, graduated from the Department of Hydraulic Engineering in Tsinghua University in July 1984, majoring in hydropower engineering and construction, with a bachelor's degree in engineering. He was admitted to the Graduate School of Engineering of Nagoya University, Japan, majoring in urban transportation planning, in October 1985 and obtained an engineering doctorate in urban transportation planning in March 1991. He established JCD Co., Ltd., in Tokyo in July 1993 and dedicated to promoting strategic cooperation between Chinese and Japanese companies; assisted in introducing strategic investors to Honma Golf in Japan in July 2010; assisted in the capital strategic cooperation between CP Group in Thailand and ITOCHU Corporation in Japan in July 2014; assisted in the capital contribution of HK\$80 billion (approximately USD10.5 billion) to Chia Tai Bright, a joint venture of CP Group in Thailand and ITOCHU Corporation in Japan and participated in the restructuring of CITIC Group in China in April 2015; joined CT Bright Corporate Godo Kaisha (Japan)* (日本正大光明企業合同會社) as the Chief Operating Officer and concurrently served as the president of JCD Co., Ltd., a subsidiary of CP Group in Japan, in January 2017.

The Company proposes to enter into a service agreement with Mr. Xu for a term starting from 19 June 2020 until the expiry of the term of the then session of the Board. Pursuant to the terms of the proposed service agreement, Mr. Xu is entitled to a Director's fee of RMB50,000 per annum which is at the same rate as that payable by the Company to the other non-executive Directors.

As at the date of this announcement, save as disclosed above, Mr. Xu does not hold any other positions in the Company or any other member of the Group, and has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He has no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor does he have any interests in any Shares within the meanings of Part XV of the SFO. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Xu that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

(3) CHANGE OF SUPERVISORS

Retirement of Supervisors

As disclosed in the AGM Circular, Ms. Xu Jianxin (徐建新) and Mr. Wang Yonggan (王永干) (both being the then shareholder representative Supervisors) and Mr. Wu Gang (巫鋼) (being the then independent Supervisor) retired by rotation at the conclusion of the Annual General Meeting and did not stand for re-election.

Appointment of Supervisors

The Board would like to further announce that Mr. Li Chenjun (李晨君) and Mr. Yan Jun (閻軍) were appointed as shareholder representative Supervisors with effect from 19 June 2020 and ending upon expiry of the term of the then session of the Supervisory Committee.

Mr. Li Chenjun, aged 36, a member of the Communist Party of China, a graduate from Nankai University in June 2006 with a bachelor's degree in finance; and a postgraduate from Nankai University in June 2017 with a master's degree in business administration. Since June 2011, he has been working in the audit center of Tianjin TEDA Investment Holding Co., Ltd. and is currently the deputy director of such audit center. He concurrently serves as the chairman of the supervisory committee of Tianjin TEDA Co., Ltd. (stock code: 000652, Shenzhen Stock Exchange), Tianjin Jinbin Development Co., Ltd. (天津津濱發展股份有限公司) (stock code: 000897, Shenzhen Stock Exchange) and Tianjin TEDA Construction Real Estate Development Co., Ltd. (天津泰達建設房地產開發股份有限公司) and the supervisor of Tianjin TEDA Group Co., Ltd., Tianjin Teda International (Group) Holding Company Limited (天津市泰達國際控股(集團)有限公司) and Tianjin Teda Football Club Co., Ltd. (天津泰達足球俱樂部有限公司).

Mr. Yan Jun, aged 45, graduated from Jilin University of Finance and Economics (formerly Changchun Tax College), with a bachelor's degree in economics, and is an international Certified Internal Auditor ("CIA"). He once served as the head of the audit department of Ninetowns Internet Technology Group Co., Ltd. (NASDAQ: Nine), the head of the audit department of CAR Inc. (stock code: 699, Stock Exchange) and the senior audit director of Lashou Network Technology Co., Ltd. (拉手網絡技術有限公司) etc. He currently serves as the audit general manager of New Business Cluster of Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd.

The Company proposes to enter into service agreements with Mr. Li and Mr. Yan respectively for a term starting from 19 June 2020 until the expiry of the term of the then session of the Supervisory Committee. Pursuant to the terms of the proposed service agreements, Mr. Li and Mr. Yan are each entitled to a Supervisor's fee of RMB30,000 per annum which is at the same rate as that payable by the Company to the other Supervisors.

As at the date of this announcement, save as disclosed above, Mr. Li and Mr. Yan do not hold any other positions in the Company or any other member of the Group, and have 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. They have no relationship with any Director, Supervisor, senior management and substantial shareholder or controlling shareholder of the Company, nor do they have any interests in any Shares within the meanings of Part XV of the SFO. Save as disclosed above, the Board is not aware of any matters in relation to the appointment of Mr. Li and Mr. Yan that need to be brought to the attention of the Shareholders, nor is there any information required to be disclosed by the Company pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

The Board wishes to take this opportunity to express its sincere gratitude to Mr. Yang Xiaoping, Ms. Xu Jianxin, Mr. Wang Yonggan and Mr. Wu Gang for their valuable contributions to the development of the Company during their terms of office and welcome the new non-executive Director and Supervisors.

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
19 June 2020

As at the date of this announcement, the Board comprises Mr. Yang Weihong as executive Director; Mr. Li Jian, Ms. Peng Bo, Mr. Xu Zhimin and Mr. Zheng Yuying as non-executive Directors; and Mr. Cheng Xinsheng, Mr. Japhet Sebastian Law, Mr. Peng Zuowen and Mr. Zhou Zisheng as independent non-executive Directors.

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

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.tbtl.cn.

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