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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 stockbroker or other registered dealer 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\*, you should at once hand this circular to the purchaser or the transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee(s).

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天津濱海泰達物流集團股份有限公司

**Tianjin Binhai Teda Logistics (Group) Corporation Limited\***

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

(Stock Code: 8348)

**(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES,  
(2) PROPOSED RE-APPOINTMENT AND APPOINTMENT OF AUDITORS,  
(3) PROPOSED DECLARATION OF FINAL DIVIDEND  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Wednesday, 5 August 2015 at 9:30 a.m. is set out on pages 7 to 10 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 (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 16 July 2015 and (ii) 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 Company Announcement" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) and on the Company's website at [www.tbtl.cn](http://www.tbtl.cn) for at least 7 days from the date of its publication.

19 June 2015

\* 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 companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities trade 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” or “AGM”	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 Wednesday, 5 August 2015 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 7 to 10 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;
“Company”	Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司), a joint stock limited company incorporated in the PRC with limited liability;
“Director(s)”	the director(s) of the Company;
“Domestic Share(s)”	ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities of the GEM;
“General Mandate”	the mandate proposed to be brought at the AGM to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of each of the aggregated nominal and of Domestic Shares and H Shares in issue as at the date of the resolution;
“H Share(s)”	overseas-listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the GEM board of the Stock Exchange;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	17 June 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

\* *For identification purposes only*

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## DEFINITIONS

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“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	the Domestic Shares and the H Shares;
“Shareholders”	holder(s) of the Shares; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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

*Executive Director:*

Mr. Zhang Jian (*Chairman of the Board*)

*Non-executive Directors:*

Mr. Xu Lifan

Mr. Cui Xuesong

Mr. Tse Ping

Mr. Yang Xiaoping

*Independent non-executive Directors:*

Mr. Cheng Xinsheng

Mr. Mei Xingbao

Mr. Zhou Zisheng

Mr. Japhet Sebastian Law

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

No. 39, Bohai Road  
Tianjin Economic and  
Technological Development Zone  
Tianjin  
The PRC

*Principal place of business in Hong Kong:*

Unit B, 1st Floor, Neich Tower,  
128 Gloucester Road,  
Wanchai, Hong Kong

*Hong Kong share registrar and transfer office:*

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

19 June 2015

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES,  
(2) PROPOSED RE-APPOINTMENT AND APPOINTMENT OF AUDITORS,  
(3) PROPOSED DECLARATION OF FINAL DIVIDEND  
AND  
(4) 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 (i) the grant of the General Mandate to the Directors; (ii) the re-appointment and appointment of auditors; (iii) the declaration of final dividend; and to give you a notice of the Annual General Meeting and to seek your approval of these resolutions to be proposed thereat.

\* For identification purposes only

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## LETTER FROM THE BOARD

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

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

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

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

### 3. PROPOSED RE-APPOINTMENT AND APPOINTMENT OF AUDITORS

Reference is made to the announcement published by the Company on 24 April 2015 regarding the proposed change of auditors, the Board proposes, upon the recommendation from the audit committee of the Company, to re-appoint HLB Hodgson Impey Cheng Limited ("HLB") as the international auditor of the Company, until the conclusion of the next annual general meeting of the Company. The re-appointment of HLB as the international auditor of Company and the Board be authorised to fix their remunerations will be subject to the approval by the Shareholders at the AGM.

The Board proposes, upon the recommendation from the audit committee of the Company, to appoint CHW CPA Limited Liability Partnership\* (中審華寅五洲會計師事務所(特殊普通合伙)) ("CHW") as the domestic auditor of the Company, until the conclusion of the next annual general meeting of the Company. The appointment of CHW as the domestic auditor of Company and the Board be authorised to fix their remunerations will be subject to the approval by the Shareholders at the AGM.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### 4. PROPOSED DECLARATION OF FINAL DIVIDEND

As stated in the announcement issued by the Company dated 5 June 2015 relating to the annual results of the Company for the year ended 31 December 2014, the Board proposed the payment of a final dividend of RMB0.03 per Share to the Shareholders, which is subject to the Shareholders' approval at the Annual General Meeting, and resolution will be put to the Shareholders for voting at the Annual General Meeting.

Final dividends payable for the Domestic Shares will be distributed and paid in RMB whereas final dividends for H Shares will be distributed in RMB and paid in Hong Kong dollars. The exchange rate will be calculated based on the average median exchange rate of RMB to Hong Kong dollars (RMB0.7892 to HK\$1.00) announced by the People's Bank of China on the last continual five business days before the announcement of the final results (i.e. 29 May, 1, 2, 3, and 4 June).

If the resolution for the proposed final dividend is passed at the Annual General Meeting, it is expected to be paid on or before 30 September 2015 to those shareholders whose names appear on the register of members of the Company on 16 August 2015. The register of members of H Shares will be closed from Tuesday, 11 August 2015 to Sunday, 16 August 2015, both days inclusive in order to determine the Shareholders' entitlements to the proposed final dividend, and registration of transfer of Shares will be suspended during the period. In order to be entitled to the proposed final dividend, holders of H Shares who have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 10 August 2015.

### 5. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 7 to 10 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the grant of General Mandate and the change of auditors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](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 (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 16 July 2015 and (ii) 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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### 6. 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 the 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\***

**Zhang Jian**

*Chairman*

\* *For identification purposes only*

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

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (the “Meeting”) of Tianjin Binhai Teda Logistics (Group) Corporation Limited (the “Company”) will be held on Wednesday, 5 August 2015 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 2014.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2014.
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 2014.
4. To consider and approve the distribution of a final dividend of RMB0.03 per Share as proposed by the Board to all the shareholders of the Company whose names appear on the register of members of the Company on 16 August 2015.
5. To consider and approve the re-appointment of HLB Hodgson Impey Cheng Limited as the international auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.
6. To consider and approve the appointment of CHW CPA Limited Liability Partnership\* (中審華寅五洲會計師事務所(特殊普通合夥)) as the domestic auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

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

**“THAT**

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market operated by The Stock Exchange of Hong Kong Limited, the Articles and the applicable laws and regulations of the People’s Republic of China, 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 of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Domestic Shares and/or H Shares to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the issued shares of that class as at the date of passing of this resolution; and
- (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 by the Articles or other applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in a general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 or issuance of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

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

Tianjin, the PRC  
19 June 2015

*Notes:*

- (i) 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 need not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of joint holders of any domestic share(s) (“Domestic Share(s)”) or H share(s) (“H Share(s)”) of the Company (collectively, “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 at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
- (ii) 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, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in case of holders of Domestic Shares, to the Company’s mailing address at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC, not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iii) The register of members in Hong Kong will be closed from 4 July 2015 to 5 August 2015, 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 H share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 3 July 2015.
- (iv) Whether or not holders of H Shares intend to attend the Meeting, they are requested to complete the enclosed reply slip for the Meeting and return it, by hand or by post, to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 16 July 2015.
- (v) Whether or not holders of Domestic Shares of the Company intend to attend the Meeting, they are requested to complete the enclosed reply slip for the meeting and return it, by hand or by post, to the Company’s mailing address at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on or before 16 July 2015.

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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*As at the date of this notice, the executive Director is Mr. Zhang Jian; the non-executive Directors are Mr. Xu Lifan, Mr. Cui Xuesong, Mr. Tse Ping and Mr. Yang Xiaoping; and the independent non-executive Directors are Mr. Cheng Xinsheng, Mr. Mei Xingbao, Mr. Zhou Zisheng and Mr. Japhet Sebastian Law.*

*This notice, for which the directors of the Company (“Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 any statement herein or this notice misleading.*

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